

# **Talents UCITS Fund**

**MAY 2025**

This Prospectus is valid only if it is accompanied by the latest available annual report and, where applicable, by the non-audited semi-annual report, if published since the last annual report. These reports form an integral part of this Prospectus.

In addition to this Prospectus, the Company has also adopted a Key Information Document in relation to each Class which contains the key information about such Class. The Key Information Document is available free of charge at the registered office of the Company, the Management Company or the Depositary.

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## **PART I**

### **GENERAL INFORMATION RELATING TO THE COMPANY**

## **IMPORTANT INFORMATION**

Talents UCITS Fund (the “**Company**”) is an Investment Company with Variable Capital (S/CAV) incorporated under Luxembourg law and listed on the official list of Undertakings for Collective Investment, authorised under Part I of the law of 17<sup>th</sup> December 2010 (the “**2010 Law**”) on Undertakings for Collective Investment which implemented into Luxembourg law (i) the Directive 2009/65/EC of the European Parliament and of the Council of 13 July 2009 on the coordination of laws, regulations and administrative provisions relating to UCITS and (ii) the implementation measures of the Directive 2009/65/EC.

However, this listing does not require an approval or disapproval of a Luxembourg authority as to the suitability or accuracy of this Prospectus or any Key Information Document generally relating to the Company or specifically relating to any Class of Shares. Any declaration to the contrary should be considered as unauthorised and illegal.

The members of the board of directors of the Company (the “**Directors**” or together, the “**Board of Directors**”), whose names appear under the heading *Board of Directors* accept joint responsibility for the information and statements contained in this Prospectus and in the Key Information Document issued for each Class of Shares. To the best of the knowledge and belief of the Directors (who have taken all reasonable care possible to ensure that such is the case), the information and statements contained in this Prospectus are accurate at the date indicated on this Prospectus and does not contain any material omissions which would render any such statements or information inaccurate. Neither the delivery of this Prospectus or any Key Information Document, nor the offer, issue or sale of the Shares constitute a statement by which the information given by this Prospectus or any Key Information Document will be at all times accurate, subsequently to the date thereof. Any information or representation not contained in this Prospectus or in the Key Information Document, or in the financial reports which form integral part of this Prospectus, must be considered as non-authorised.

In order to take into account any material changes in the Company (including, but not limited to the issue of new Shares), this Prospectus will be updated when necessary. Therefore, prospective investors should inquire as to whether a new version of this Prospectus has been prepared and whether a Key Information Document is available.

Key Information Document shall constitute pre-contractual information. It shall be fair, clear and not misleading. It shall be consistent with the relevant parts of the Prospectus.

No person shall incur civil liability solely on the basis of the Key Information Document, including any translation thereof, unless it is misleading, inaccurate or inconsistent with the relevant parts of the Prospectus. The Key Information Document shall contain a clear warning to the effect that no civil liability is incurred on the sole basis of the information for investors including translations thereof unless these do not fulfill the conditions of the above paragraph.

For defined terms used in this Prospectus, if not defined herein, please refer to the *Glossary of Terms* in Appendix D.

## **INVESTOR RESPONSIBILITY**

Prospective investors should review this Prospectus and each relevant Key Information Document carefully in their entirety and consult with their legal, tax and financial advisors in relation to (i) the legal requirements within their own countries for the purchase, holding, redemption or disposal of Shares; (ii) any foreign exchange restrictions to which they are subject in their own countries in relation to the purchase, holding, redemption or disposal of Shares; and (iii) the legal, tax, financial or other consequences of subscribing for, purchasing, holding, redeeming or disposing of Shares. Prospective investors should seek the advice of their legal, tax and financial advisors if they have any doubts regarding the contents of this Prospectus and each relevant Key Information Document.

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

## **TARGETED INVESTORS**

The Company targets both retail or natural person and institutional investors. The profile of the typical investor per each Class of Shares is described in each of the relevant Key Information Document.

## **DISTRIBUTION AND SELLING RESTRICTIONS**

At the date of this Prospectus, the Company has been authorised for offering in Luxembourg. The Company or specific Sub-Fund(s) may be subsequently authorised for distribution in other jurisdictions. However, no procedure has been undertaken to enable the offer of the Shares or the distribution of this Prospectus or any Key Information Document in any other jurisdictions whose legislation or regulations in force would require such procedure. As a result, this Prospectus cannot be distributed for the purpose of offering or canvassing the Shares in any jurisdiction or in any circumstances where such offering or canvassing is not authorised.

No persons receiving a copy of this Prospectus or any Key Information Document in any jurisdiction may treat this Prospectus or any Key Information Document as constituting an invitation to them to subscribe for Shares unless in the relevant jurisdiction such an invitation could lawfully be made without compliance with any registration or other legal requirements.

The Shares have not been and will not be registered under the United States Securities Act of 1933 (as amended) (the “**1933 Act**”) or the securities laws of any of the states of the United States. The Shares may not be offered, sold or delivered directly or indirectly in the United States of America, its territories or possessions including the states and the federal District of Columbia (the “**United States**”) or to or for the account or benefit of any “US Person” being any citizen or resident of the United States, any corporation, partnership or other entity created or organised in or under the laws of the United States, or any person falling within the definition of the term “US Person” under Regulation S, promulgated under the 1933 Act (“**US Person**”) except pursuant to an exemption from, or in a transaction not subject to the registration requirements of the 1933 Act and any applicable securities laws. Any re-offer or resale of any of the Shares in the United States or to US Persons may constitute a violation of US law. Each applicant for Shares will be required to certify whether it is a “US Person”.

The Shares are being offered outside the United States in reliance on an exemption from registration under Regulation S under the 1933 Act and if offered in the United States will be offered to a limited number of “accredited investors” (as defined in Rule 501(a) of Regulation D under the 1933 Act) in reliance on the private placement exemption from the registration requirements of the 1933 Act provided by section 4(2) of the 1933 Act and Regulation D hereunder.

The Company will not be registered under the United States Investment Company Act of 1940. Based on interpretations of the Investment Company Act by the staff of the United States Securities and Exchange Commission (the “**SEC**”) relating to foreign investment companies, if the Company has more than one hundred beneficial owners of its securities who are US Persons, it may become subject to the registration requirements under the Investment Company Act. The Directors will not knowingly permit the number of holders of Shares who are US Persons to exceed ninety (or such lesser number as the Directors may determine). To ensure this limit is maintained the Directors may decline to register a transfer of Shares to or for the account of any US Person and may require the mandatory repurchase of Shares beneficially owned by US Persons. The Company retains the right to offer only one Class of Shares for subscription in any particular jurisdiction in order to conform to local law, custom, business practice or the Company’s commercial objectives.

## **RELIANCE ON THIS PROSPECTUS AND ON THE KEY INFORMATION DOCUMENTS**

**Shares in any Sub-Fund described in this Prospectus as well as in the relevant Key Information Document are offered only on the basis of the information contained therein and (if applicable) any addendum hereto and the latest audited annual report and any subsequent semi-annual report of the Company.**

Any further information or representations given or made by any distributor, Intermediary, dealer, broker or other person should be disregarded and, accordingly, should not be relied upon. No person has been authorised to give any information or to make any representation in connection with the offering of Shares other than those contained in this Prospectus and (if applicable) any addendum hereto and in any subsequent semi-annual or annual report for the Company and, if given or made, such information or representations must not be relied on as having been authorised by the Directors, the Management Company, the Investment Manager, the Depositary Bank or the Administrative Agent. Statements in this Prospectus are based on the law and practice currently in force in Luxembourg at the date hereof and are subject to change. Neither the delivery of this Prospectus or of the Key Information Document nor the issue of Shares shall, under any circumstances, create any implication or constitute any representation that the affairs of the Company have not changed since the date hereof.

Prospective investors may obtain, free of charge, on request, a copy of this Prospectus and of the Key Information Document relating to the Class(es) of Shares in which they invest, the annual and semi-annual financial reports of the Company and the Articles of Incorporation at the registered office of the Company, the Management Company or the Depositary Bank.

The Company shall provide Investors with the Key Information Document in good time before their proposed subscription of Shares. The Company shall provide Key Information Documents to product manufacturers and Intermediaries selling the Shares to investors or advising investors on potential investments in the Company or in products offering exposure to the Company upon their request. The Intermediaries selling or advising investors on potential investment in the Company must provide Key Information Documents to their clients or potential clients.

The Key Information Documents shall be provided to investors free of charge. The Key Information Documents may be delivered in a durable medium or by means of a website. A hard copy shall be supplied to investors on request and free of charge at the registered office of the Company, of the Management Company or of the Depositary Bank. The essential elements of the Key Information Documents must be kept up to date.

## **INVESTMENT RISKS**

**Investment in any Sub-Fund carries with it a degree of financial risk, which may vary among Sub-Funds. The value of Shares and the return generated from them may go up or down, and investors may not recover the amount initially invested. Investment risk factors for an investor to consider are set out under Appendix C entitled *Special Risk Considerations and Risk Factors*.**

**The Company does not represent an obligation of, nor is it guaranteed by, the Management Company, the Investment Manager or any other affiliate or subsidiary of Société Générale.**

## **MARKET TIMING AND LATE TRADING POLICY**

The Company does not knowingly allow investments which are associated with market timing practices; as such practices may adversely affect the interests of all Shareholders.

As per the CSSF Circular 04/146, market timing is to be understood as an arbitrage method through which an investor systematically subscribes and redeems or converts units or shares of the same UCI within a short time period, by taking advantage of time differences and/or imperfections or deficiencies in the method of determination of the Net Asset Value of the UCI.

Opportunities may arise for the market timer either if the Net Asset Value of the UCI is calculated on the basis of market prices which are no longer up to date (stale prices) or if the UCI is already calculating the Net Asset Value when it is still possible to issue orders.

Market timing practices are not acceptable as they may affect the performance of the UCI through an increase of the costs and/or entail a dilution of the profit.

Accordingly, the Directors may, whenever they deem it appropriate and at their sole discretion, cause the Registrar Agent and the Administrative Agent, respectively, to implement any of the following measures:

- Cause the Registrar Agent to reject any application for conversion and/or subscription of Shares from investors whom the former considers market timers.
- The Registrar Agent may combine Shares which are under common ownership or control for the purposes of ascertaining whether an individual or a group of individuals can be deemed to be involved in market timing practices.
- If a Sub-Fund is primarily invested in markets which are closed for business at the time the Sub-Fund is valued, during periods of market volatility cause the Administrative Agent to allow for the Net Asset Value per Share to be adjusted to reflect more accurately the fair value of the Sub-Fund's investments at the point of valuation.

Late trading is to be understood as the acceptance of a subscription (or conversion or redemption) order after the relevant dealing deadline on the relevant Dealing Day and the execution of such order at the price based on the Net Asset Value applicable to such same Dealing Day. Late trading is strictly forbidden.

## **DATA PROTECTION**

In accordance with the provisions of the European data protection legislation (including the EU General Data Protection Regulation (Regulation (EU) 2016/679) (the “**GDPR**”) and of the law of 1 August 2018 concerning the organization of the National Commission for Data Protection (the “**CNPD**”) and implementing GDPR, as amended from time to time (the “**Luxembourg Data Protection Law**”), the Shareholders are informed that the Company, as

data controller, collects, stores and processes by electronic or other means the data supplied by Shareholders at the time of their subscription for the purpose of fulfilling the services required by the Shareholders and complying with its legal obligations including, but not limited to, tax reporting obligations (if any).

The data processed may include, in particular, the shareholder's name, address, contact details invested amount, details of tax residence (the "**Personal Data**").

The Shareholder may, at his/her/its discretion, refuse to communicate the Personal Data to the Company. In this event the Board of Directors may reject his/her/its request for subscription for Shares in the Company. Moreover, failure to provide requested information may subject the Shareholder to liability for any resulting penalties or other charges and/or mandatory redemption of its Shares in the Company.

In particular, the Personal Data supplied by Shareholders is processed for the purpose of (i) maintaining the register of Shareholders, (ii) processing subscriptions, redemptions and conversions of Shares and payments of distributions to Shareholders, (iii) maintaining controls in respect of late trading and market timing practices, (iv) complying with applicable anti-money laundering and terrorism financing rules, (v) tax identification and reporting, (vi) marketing.

A Shareholder may object to the use of his/her/its Personal Data for marketing purposes. This objection must be made in writing to the Company at the following address:

Talents UCITS Fund  
11, Avenue Emile Reuter,  
L-2420 Luxembourg,  
Grand Duchy of Luxembourg

The Company may delegate the processing of the Personal Data to one or several entities (the "**Processors**") which are located in the European Union (the "**EU**") or in other countries which are deemed to offer an adequate level of protection by the European Commission or the CNPD (such as the Administrative Agent, the Registrar Agent) or which are located outside such countries (such as any facilities agents and/or representatives).

To enable the Company to process Personal Data for the purposes set out above, and for no other purpose, the Shareholders consent, by investing in the Company, to their Personal Data being disclosed and transferred both to countries which ensure that an adequate level of protection is complied therewith, and to other countries, which may not have data protection laws as protective as those within the EU.

Personal Data may be transferred to third parties such as governmental or regulatory bodies including tax authorities (in particular for compliance with FATCA and CRS rules as further specified in this Prospectus), auditors and accountants in Luxembourg as well as in other jurisdictions. The Company undertakes not to transfer the Personal Data to any third parties other than the Processors, except if required by law or with the prior consent of the relevant Shareholder.

Each Shareholder has a right to access his/her/its Personal Data and may ask for a rectification thereof in cases where such Personal Data is inaccurate and/or incomplete. For these purposes, the Shareholder may contact the Company in writing at the address indicated above.

For the avoidance of any doubt, it being understood that certain Personal Data may be collected, recorded, stored, adapted, transferred or otherwise processed and used by the Company, the Registrar Agent, the Management Company and other financial intermediaries. In particular, such data may be processed for the purposes of account and distribution fee administration, anti-money laundering identification as per EU Council Directive 2011/16/EU on Administrative Cooperation in the field of Taxation (as amended by Council Directive 2014/107/EU), the OECD's standard for automatic exchange of financial account information (commonly referred to as the "**Common Reporting Standard**"), and any other exchange of information regimes to which the Company may be subject to from time to time) and to provide client-related services. Such information shall not be passed on any unauthorised third persons.

Prospective investors should note that by completing the subscription agreement, they are providing information that may constitute personal data within the meaning of European data protection legislation (including the EU Data Protection Directive (95/46/EC), the GDPR and any other EU or national legislation which implements or supplements the foregoing). The use of the personal data investors provide to the Company in the subscription form is governed



by the GDPR and the terms of a privacy notice, which will be provided to the investors. The data controller of the personal data provided by the investors is the Company.

**By subscribing to the Shares, each Shareholder consents to such processing of his/her/its personal data. This consent is formalized in writing in the subscription form used by the relevant Intermediary.**

#### **FATCA**

The Foreign Account Tax Compliance provisions of the U.S. Hiring Incentives to Restore Employment Act enacted in March 2010 (the “**FATCA**”) generally impose a reporting to the U.S. Internal Revenue Service of U.S. Persons’ direct and indirect ownership of non-U.S. accounts and non-U.S. entities (within the meaning of FATCA provisions). Failure to provide the requested information will lead to a 30% withholding tax applying to certain U.S. source income (including dividends and interest) and gross proceeds from the sale or other disposal of property that can produce U.S. source interest or dividends.

#### **SECURITIES FINANCING TRANSACTIONS**

The Company is not authorized to enter into transactions covered under the EU Regulation 2015/2365 of the European Parliament and of the Council of 25 November 2015 on transparency of securities financing transactions and of reuse and amending Regulation (EU) No 648/2012 (the “**SFTR**”).

Should any Sub-Fund enter into transactions covered under the SFTR, the Prospectus will be amended before entering into such transactions, and all the relevant information will be disclosed in the General part of the Prospectus and in the Appendix of the relevant Sub-Fund in accordance with article 14.2 of the SFTR.

## **FUND ORGANISATION**

### **TALENTS UCITS FUND**

Investment Company with Variable Capital

11, Avenue Emile Reuter

L-2420 Luxembourg

### **BOARD OF DIRECTORS OF THE COMPANY**

CHAIRMAN:

Alexandre CEGARRA, Managing Director, Société Générale Investment Solutions (Europe)

DIRECTORS:

Julie FOLLET, Head of Fund Solutions, Société Générale Investment Solutions (Europe)

Sébastien LAOUREUX, Chief Operating Officer, Société Générale Investment Solutions (Europe)

Emmanuel CHATAIGNIER, Independent Director

### **MANAGEMENT COMPANY**

**Société Générale Investment Solutions (Europe)**

11, Avenue Emile Reuter

L-2420 Luxembourg

### **Supervisory Board of the Management Company**

Sophie MOSNIER, Independent Director, Luxembourg;

Olivia TOURNIER, Independent Director, Luxembourg;

Brendan ROBIN, Head of Sustainable Development, Société Générale Private Banking, France;

Olivier LECLER, Head of Société Générale Private Banking Europe, Luxembourg;

Emilie CHAUVET, Head of Wealth and Investment Solutions, Société Générale Private Banking, France;

Marc DUVAL, Head of Wealth Investment Solutions, Société Générale Private Banking, France;

Guillaume de MARTEL, CEO of SG29 Haussmann, France.

### **Executive Board of the Management Company**

Alexandre CEGARRA;

David SEBAN-JEANTET;

Sebastien LAOUREUX.

### **INVESTMENT MANAGERS**

**JUKOÏ CAPITAL S.A.M.**

6, Avenue Princesse Alice

One Monte-Carlo-3ETG

98000 Monaco

MC Pricipauté de Monaco

**CARTESIA SAS**

26-28 rue Danielle Casanova

F-75002 Paris

France

### **DEPOSITARY BANK AND PRINCIPAL PAYING AGENT**

**Société Générale Luxembourg,**

11, Avenue Emile Reuter,

L-2420 Luxembourg

### **DOMICILIARY AGENT**

**Société Générale Luxembourg**

(operational center): 11, Avenue Emile Reuter

L-2420 Luxembourg

**ADMINISTRATIVE AGENT**

**Société Générale Luxembourg**

(operational center): 08-10 Porte de France

L-4360 Esch-Sur Alzette

**REGISTRAR AGENT**

**Société Générale Luxembourg**

(operational center) : 08-10 Porte de France

L-4360 Esch-Sur Alzette

**AUDITOR OF THE COMPANY**

**PriceWaterhouseCoopers**

2, rue Gerhard Mercator B.P. 1443

L-1014 Luxembourg

## **LIST OF SUB-FUNDS**

<b><u>Range of Sub-Funds available at the date of the Prospectus</u></b>	<b><u>Investment Managers</u></b>
<b>Talents UCITS Fund – Multi Asset Convictions</b>	<b>JUKOÏ CAPITAL S.A.M.</b>
<b>Talents UCITS Fund – Alpha Total Return</b>	<b>JUKOÏ CAPITAL S.A.M.</b>
<b>Talents UCITS Fund – Descartes Credit Return 2028</b>	<b>CARTESIA SAS</b>
<b>Talents UCITS Fund – Global Opportunities</b>	<b>SOCIETE GENERALE INVESTMENT SOLUTIONS (EUROPE)</b>

Furthermore in the case of Sub-Funds which are not opened, the Board of Directors is empowered to determine at any time the initial period of subscription and the initial subscription price; at the launch of a Sub-Fund, the relevant Key Information Document shall be updated to provide the investors with the relevant information.

## **I. INTRODUCTION**

The Company is an “**umbrella fund**” meaning that the Company is divided into multiple Sub-Funds each representing a separate portfolio of assets and series of Shares. At the date of the Prospectus the Company comprises several Sub-Funds as set forth under the heading *List of Sub-Funds*. Shares in any particular Sub-Fund can be further divided into different Classes subject to specific features such as, but not limited to, accommodate different subscription and redemption provisions and/or fees and charges to which they are subject, as well as their availability to certain types of investors. All references to a Sub-Fund shall, where the context requires, include any Class of Shares that belongs to such Sub-Fund.

The Company has the possibility to create further Sub-Funds, thereby issuing new Classes. When such new Sub-Funds are created, this Prospectus will be amended accordingly, in order to provide all the necessary information on such new Sub-Funds. Key Information Documents relating to the new Sub-Funds will also be issued accordingly.

The Shares are issued and redeemed at the Net Asset Value per Share determined on each Calculation Day.

If the Valuation Day of the Shares of any Sub-Fund does not fall on a Business Day, the Valuation Day for the Shares of such Sub-Fund shall be postponed to the first subsequent Business Day. Since the Sub-Funds are exposed to market fluctuations and the risks inherent to any investment, the value of the net assets (the “**Net Assets**”) of the Sub-Funds will vary in consequence.

The Net Asset Value of each Sub-Fund, calculated on each relevant Valuation Day, is expressed in the currency in which the assets of the relevant Sub-Fund are valued (in each case, the “**Reference Currency**”).

In each Sub-Fund, the Company may, but is not required to, issue one or more Classes of Shares.

For further information on the Classes of Shares, investors should refer to the chapter entitled *The Shares* and the Appendix E entitled *Summary Table of Shares issued by the Company* detailing the available Classes for each Sub-Fund as well as their characteristics.

A Shareholder may be entitled, under certain conditions, to switch, free of charge, from one Sub-Fund to another or from one Class to another within the same Sub-Fund on any Valuation Day, by conversion of Shares of one Sub-Fund into the corresponding Shares of any Class of the other Sub-Fund. The conversion of Classes into other Classes is subject to certain restrictions, due to the specific features of the relevant Classes (please refer to the chapter entitled *Conversion of Shares*).

**The Board of Directors may at any time decide to list the Shares to the official listing of the “Bourse de Luxembourg” pursuant to an application made by the Company.**

The references to the terms and signs hereafter designate the following currencies:

USD	United States Dollar
EUR	Euro
CHF	Swiss Francs
GBP	Pound Sterling
AUD	Australian Dollar
JPY	Japanese Yen

## **II. ADMINISTRATION AND MANAGEMENT OF THE COMPANY**

### **A. THE COMPANY**

#### **1. Incorporation of the Company**

The Company was incorporated on 29 September 2022 for an unlimited period as a *Société d’Investissement à Capital Variable (SICAV)*. Its registered office is established in Luxembourg.

The initial capital is EUR 31,000 represented by 31 Shares of no par value of the Talents UCITS Fund – Multi Asset Convictions - Class JE Shares. The Articles of Incorporation will be published in the Recueil Electronique des Sociétés et Associations (“**RESA**”) on 10 October 2022.

The capital of the Company is expressed in EUR, represented by Shares with no mention of nominal value, paid in full at the time of their issue. The capital is at all times equal to the total of the Net Assets of all the Sub-Funds.

The Articles of Incorporation, are deposited and available for inspection at the *Registre de commerce et des sociétés of Luxembourg*. The Company is registered with the Luxembourg Trade Register under number B-271658.

## **2. Allocation of Assets and Liabilities**

Each Sub-Fund corresponds to a separate portfolio of assets. Each such portfolio of assets is allocated only to the Shares in issue and outstanding within each Sub-Fund. Each Sub-Fund, Class, if any, will bear its own liabilities.

The following provisions shall apply to each Sub-Fund established by the Directors:

- (a) separate records and accounts shall be maintained for each Sub-Fund as the Board of Directors and the Depositary Bank shall from time to time determine;
- (b) the proceeds from the issue of Shares in each Sub-Fund shall be recorded in the accounts of the Sub-Fund and the assets and liabilities and income and expenditure attributable thereto shall be applied to such Sub-Fund subject to the provisions of this Prospectus; and
- (c) where any asset is derived from any other asset, such derivative asset shall be applied in the records and accounts of the Company to the same Sub-Fund as the asset from which it was derived and on each revaluation of an asset the increase or diminution in value shall be applied to the relevant Sub-Fund.

With regard to third parties, the Company shall constitute a single legal entity; however, by derogation from Article 2093 of the Luxembourg Civil Code, the assets of any particular Sub-Fund are only applicable to the debts, commitments and obligations of that Sub-Fund. The assets, commitments, charges and expenses which, due to their nature or as a result of a provision of this Prospectus, cannot be allocated to one specific Sub-Fund will be charged to the different Sub-Funds proportionally to their respective Net Asset Values and prorata temporis.

**As between the Shareholders, each Sub-Fund shall be treated as a separate legal entity.**

## **3. The Board of Directors**

The Board of Directors is responsible for determining the Company's investment objectives and policies and overseeing the management and administration of the Company.

### **B. THE MANAGEMENT COMPANY**

The Board of Directors has designated under its responsibility and control, Société Générale Investment Solutions (Europe) to act as Management Company under Chapter 15 of the 2010 Law.

The Management Company has been incorporated on 1<sup>st</sup> October 1997 under the name Talents International Fund Management Company for an unlimited period. Its registered office is established in Luxembourg.

On 29<sup>th</sup> May 2008 the Management Company was renamed Société Générale Investment Solutions (Europe) and its social object was modified in order to comply with Chapter 15 of the 2010 Law. The articles of incorporation have been further modified respectively on September 26<sup>th</sup>, 2014 and April 1<sup>st</sup>, 2019.

The initial capital is 250 000 euros. The last amended articles of incorporation dated April 1<sup>st</sup>, 2019 were published in the RESA on April 5<sup>th</sup>, 2019. It is registered with the *Registre de Commerce et des Sociétés of Luxembourg* under reference B-60963. It is a subsidiary of Société Générale Luxembourg.

The Management Company has been designated pursuant to a main delegation agreement concluded between the Management Company and the Company as may be amended from time to time. This agreement is for an indefinite period of time and may be terminated by either party upon 3 months' notice.

The Management Company's main object is the management, the administration and the marketing of UCITS as well as UCIs.

The Management Company shall be in charge of the management and administration of the Company and the distribution of Shares in Luxembourg and abroad.

As of the date of this Prospectus, the Management Company has delegated these functions to the entities described herebelow.

The names of other funds for which Société Générale Investment Solutions (Europe) has been appointed as Management Company are listed in the annual and semi-annual reports.

Regulation (EU) 2016/1011 (also known as the “**EU Benchmark Regulation**”) requires the Management Company to produce and maintain robust written plans setting out the actions that it would take in the event that a benchmark that is used by the Company (as defined by the EU Benchmark Regulation) materially changes or ceases to be provided. The Management Company shall comply with this obligation. Further information on the plan is available free of charge on request from the Management Company.

The Management Company is required under the EU Benchmark Regulation to use only benchmarks which are provided by authorised benchmark administrators that are present in the register of administrators maintained by ESMA, pursuant to article 36 of the Benchmark Regulation.

Sub-Fund Name	Benchmark	Benchmark Administrator	Benchmark Administrator registered*
Talents UCITS Fund – Alpha Total Return	NA	NA	NA
Talents UCITS Fund – Multi Asset Convictions	NA	NA	NA
Talents UCITS Fund – Descartes Credit Return 2028	NA	NA	NA
Talents UCITS Fund – Global Opportunities	Eurostoxx 600 net Return S&P 500 ESTR Compounded Index	Stoxx Ltd S&P Dow Jones Indices LLC European Central Bank	Yes Yes Yes

As of April 2025 from <https://registers.esma.europa.eu/publication/>.

### **C. THE INVESTMENT MANAGERS**

The Management Company will act as Investment Manager for the Sub-Funds listed under “List of Sub-Funds”.

The Management Company has delegated under its responsibility and control to Jukoï Capital S.A.M. and CARTESIA SAS the management of the investments of the Sub-Funds listed under “list of Sub-Funds”, pursuant to investment management agreements as may be amended from time to time (the “**Investment Management Agreement**”).

Jukoï Capital S.A.M is a “*société anonyme*” that has been registered on 25 September 2020 with the Monegasque Commission de Contrôle des Activités Financières (“CCAF”) as an asset manager under reference SAF 2020-05 and whose registered office is One Monte-Carlo, 6 avenue Princesse Alice, MC 98000, Monaco, registered at the “Répertoire du Commerce et de l’Industrie” of Monaco under number 20S08616.

Jukoï Capital S.A.M is providing the services of advisory and asset management of financial portfolios, funds or other investment vehicles.

CARTESIA SAS is regulated by France’s Autorité des Marchés Financiers (“AMF”) with authorisation number GP-1300009. Its registered office is 26-28 rue Danielle Casanova 75002 Paris, France.

This Prospectus as well as the relevant Key Information Document will be updated, to the extent it is necessary, if new or replacing Investment Manager(s), respectively Sub-Investment Manager(s), is (are) appointed.

### **D. DISTRIBUTORS AND OTHER INTERMEDIARIES**

The Management Company may delegate under its responsibility and control, to one or several banks, financial institutions, distributors and Intermediaries to offer and sell the Shares to investors and to handle the subscription, redemption, conversion or transfer requests of Shareholders. Subject to the law of the countries where Shares are offered, such Intermediaries may, with the agreement of the Board of Directors act as nominees for the investor.

#### **E. ADMINISTRATIVE AGENT**

Société Générale Luxembourg is responsible for the administrative functions required by Luxembourg law such as the calculation of the Net Asset Value, the proper book-keeping of the Company and all other administrative functions as required by the laws of the Grand Duchy of Luxembourg and as further described in the aforementioned agreement.

Its operational center is situated in Luxembourg at 8-10 Porte de France, L-4360 Esch-Sur Alzette.

#### **F. DOMICILIARY AGENT**

Société Générale Luxembourg is responsible for the domiciliary agent functions required by Luxembourg law and as further described in the domiciliation agreement.

Its operational center is situated in Luxembourg at 11, Avenue Emile Reuter, L-2420 Luxembourg.

#### **G. REGISTRAR AGENT**

Société Générale Luxembourg will be responsible for handling the processing of subscriptions for Shares, dealing with requests for redemptions and conversions and accepting transfers of funds, for the safekeeping of the Shareholders register of the Company and for providing and supervising the mailing of reports, notices and other documents to the Shareholders, as further described in the above mentioned agreement. Société Générale Luxembourg will also be in charge of the client communication function.

Its operational center is situated in Luxembourg at 8-10 Porte de France, L-4360 Esch-Sur Alzette.

#### **H. DEPOSITARY BANK AND PRINCIPAL PAYING AGENT**

Société Générale Luxembourg is the Company's depositary and paying agent (the "**Depositary**").

The Depositary will assume its functions and duties in accordance with articles 33 to 37 of the 2010 Law and the EU Level 2 Regulation. The relationship between the Company, the Management Company acting on behalf of the Company and the Depositary is subject to the terms of the Depositary Agreement.

Each party to the Depositary Agreement may terminate it upon a ninety (90) calendar days' prior written notice.

In accordance with the 2010 Law, and pursuant to the Depositary Agreement, the Depositary carries out, *inter alia*, the safe-keeping of the assets of the Company as well as the monitoring of the cash flows and the monitoring and oversight of certain tasks of the Company.

The Depositary may delegate Safe-keeping Services (as defined in the Depositary Agreement) to Safe-keeping Delegates under the conditions stipulated in the Depositary Agreement and in accordance with article 34 *bis* of the 2010 Law and articles 13 to 17 of the EU Level 2 Regulation. A list of the Safe-keeping Delegates is attached as Appendix F to this Prospectus. As the case may be, should the deposit of all the assets of the Company be concentrated with a limited number of third party, adequate disclosure should also be included in Appendix F. The Depositary is also authorized to delegate any other services under the Depositary Agreement other than Oversight Services and Cash Monitoring Services (as defined in the Depositary Agreement).

The Depositary is liable to the Company for the loss of Held in Custody Assets (as defined in the Depositary Agreement and in accordance with article 18 of the UE Level 2 Regulation) by the Depositary or the Safe-keeping Delegate.

In such case, the Depositary shall be liable to return a Held In Custody Assets of an identical type or the corresponding amount to the Company without undue delay, unless the Depositary can prove that the loss arose as a result of an external event beyond its reasonable control, the consequences of which would have been unavoidable despite all reasonable efforts to the contrary.

In performing any of its other duties under the Depositary Agreement, the Depositary shall act with all due skill, care and diligence that a leading professional Depositary for hire engaged in like activities would observe. The Depositary is liable to the Company for any other losses (other than loss of Held In Custody Assets described above) as a result



of negligence, bad faith, fraud, or intentional failure on the part of the Depositary (and each of its directors, officers, servants or employees).

The liability of the Depositary as to Safekeeping Services shall not be affected by any delegation as referred to in article 34bis of the 2010 Law or excluded or limited by agreement.

In case of termination of the Depositary Agreement, a new depositary shall be appointed. Until it is replaced, the resigning or, as the case may be, removed depositary shall take all necessary steps for the safeguard of the interests of the Shareholders.

The Depositary is a wholly-owned subsidiary of Société Générale, a Paris-based credit institution.

The Depositary is a Luxembourg public limited company registered with the Luxembourg trade and companies register under number B 6061 and whose registered office is situated at 11, avenue Emile Reuter, L-2420 Luxembourg. Its operational center is located 08-10 Porte de France, L-4360 Esch-Sur Alzette. It is a credit institution in the meaning of the law of 5 April 1993 relating to the financial sector as amended. The Depositary is not responsible for any investment decisions of the Company or of one of its agents or the effect of such decisions on the performance of a relevant Sub-Fund.

In addition, Société Générale Luxembourg will act as the Company's principal paying agent. In that capacity, Société Générale Luxembourg will have as its principal function the operation of procedures in connection with the payment of distributions and, as the case may be, redemption proceeds on the Shares of the Company.

Up-to-date information regarding this section G "Depositary Bank and Principal Paying Agent" as well as Appendix F of the Prospectus will be made available to investors on request.

In all circumstances the Depositary shall, in carrying out its functions of depositary, act honestly, fairly, professionally and independently and solely in the interest of the Company and its Shareholders in accordance with article 37 of the 2010 Law.

In this respect, the Depositary has in place a policy for the prevention, detection and management of conflicts of interest resulting from the concentration of activities in Société Générale's group or from the delegation of functions to other Société Générale entities or to an entity linked to the Management Company.

Further details are available on:

[https://www.securities-services.societegenerale.com/uploads/tx\\_bisgnews/Global\\_Custody\\_Network\\_SGSS\\_2020-01\\_01.pdf](https://www.securities-services.societegenerale.com/uploads/tx_bisgnews/Global_Custody_Network_SGSS_2020-01_01.pdf)

Société Générale Luxembourg in its capacity, in one hand, as Depositary and paying agent and, on the other hand, as Administrative Agent and Registrar Agent of the Company (i) has established, implemented and maintains operational an effective conflicts of interest policy; (ii) has established a functional, hierarchical and contractual separation between the performance of its depositary functions and the performance of other tasks and (iii) proceeds with the identification as well as the management and adequate disclosure of potential conflicts of interest in the manner described in the preceding paragraph.

As a group link exists between the Management Company and the Depositary, policies and procedures have been put in place to ensure that they (i) identify all conflicts of interest arising from that link, (ii) take all reasonable steps to avoid those conflicts of interest. In any case, where a conflict of interest cannot be avoided the Management Company and the Depositary will manage, monitor and disclose that conflict of interest in order to prevent adverse effects on the interests of the Company and the Shareholders.

## **I. AUDITOR**

PricewaterhouseCoopers, which registered office is at 2, rue Gerhard Mercator B.P. 1443 L-1014 Luxembourg, has been appointed by the Company as its auditor.

## **III. INVESTMENT OBJECTIVES AND POLICIES**

The Company has been established for the purpose of investing in Transferable securities, in shares of undertakings for collective investment in transferable securities (“**UCITS**”) and Money market instruments as well as in other financial instruments in accordance with the Directive 2009/65/EC as implemented in Luxembourg under Part I of the 2010 Law.

The Sub-Funds invest primarily in shares or units of open-ended or closed-ended investment funds as well as in Transferable securities and Money market instruments listed or traded on stock exchanges or other Regulated Markets in accordance with the investment objective and policy of each Sub-Fund as defined in each Sub-Fund Annex under Part II of the Prospectus, the restrictions under the Appendix A entitled *Investment Restrictions* and the other limits specified in this Prospectus.

The investment objective and policy of each Sub-Fund have been defined by the Board of Directors and are set out in Part II of the Prospectus. In the event the Board of Directors decides to make a material change to the investment objective and policy of a Sub-Fund, prior notice will be given to the relevant Shareholders who, if they so wish, will be able to apply for the redemption of their Shares in that Sub-Fund free of charge during a period of one month.

Under the conditions set forth in Luxembourg laws and regulations, the Board of Directors may, at any time it deems appropriate and to the largest extent permitted by applicable Luxembourg laws and regulations, but in accordance with the provisions set forth in the sales documents of the Company, (i) create any Sub-Fund qualifying either as a feeder UCITS or as a master UCITS, (ii) convert any existing Sub-Fund into a feeder UCITS Sub-Fund or a master UCITS Sub-Fund or (iii) change the master UCITS of any of its feeder UCITS Sub-Funds.

**The investment objective and policy of certain Sub-Funds, as described below, may refer to investments in various geographical areas, countries, economic sectors and/or categories of issuers of securities, but market or other conditions may make it, from time to time, inappropriate for a Sub-Fund to invest in all the geographical areas, countries, economic sectors and/or categories of issuers referred to in its investment policy.**

**There can be no assurance that the Sub-Funds will be successful in producing the desired results of their investment objective and policy.**

**When warrants are used, investors should pay attention to the fact that these instruments are highly volatile and their market values may be subject to wide fluctuations. Investors should also be aware of the risks of leverage inherent to warrants.**

Further, and except as specifically provided otherwise, each of the Sub-Funds described herein reserves the possibility to invest in instruments denominated in currencies other than its Reference Currency, it being specified that the exchange risk may (but is not required to) be hedged, by using the available techniques and instruments (please refer to the Appendix B entitled *Investment Techniques*).

In accordance with the Investment Restrictions (please refer to the Appendix A entitled *Investment Restrictions*), the Sub-Funds may employ techniques and instruments relating to Transferable securities for the purpose of efficient portfolio management. The Sub-Funds may also employ techniques and instruments on currencies for purposes other than hedging (please refer to the Appendix B entitled *Investment Techniques*). In case of use of techniques and instruments on currencies for purposes other than hedging, precisions will be inserted in the Sub-Funds' particularities under Part II. Also, the Sub-Funds may effect over-the-counter (or “**OTC**”) transactions using options, swaps, swaptions and other derivative instruments entered into with highly rated financial institutions specialising in this type of transaction and participating actively in the relevant OTC market.

These techniques and instruments will be used, provided that the sum of commitments resulting from them in any Sub-Fund shall not at any time exceed the Net Asset Value of such Sub-Fund. The use of these techniques and instruments will have the effect to change the exposure of the Sub-Fund in order to optimise the performance; however, the increased exposure of the Sub-Fund might lead the Net Asset Value to go down in a more important manner or to go up to a less extent than the one which would result exclusively from market fluctuations.

#### **IV. SUSTAINABLE INVESTMENT POLICY**

The sustainable investment policy describes the integration of ESG analysis and/or standards (as defined below) into the investment processes applied by the Management Company.

However, the applicability of these standards and of this analysis may vary depending on the type of Sub-Fund, the asset class, the region and the instrument used. Therefore, this policy will be implemented on a case-by-case basis in all portfolios. ESG standards are integrated into the investment process of each Sub-Fund.

In addition, certain Sub-Funds may be subject to other investment guidelines, as detailed where applicable in the Sub-Funds particularities.

ESG stands for "Environmental, Social and Governance"; these criteria are commonly used to assess the level of sustainability of an investment. Société Générale Investment Solutions (Europe) ("SGIS") is committed to taking a sustainable approach to investing.

The ESG analysis includes the assessment of the below three non-financial criteria at the level of the companies in which the Sub-Funds invest:

- Environmental: includes energy efficiency, reduction of emission of greenhouse gases and waste treatment;
- Social: concerns in particular respect of human and workers' rights, human resources management (workers' health and safety, diversity); and
- Governance: relates in particular to the independence of the board of directors/management body, the remuneration of managers and the respect of minority shareholders rights.

The Management Company has taken commitments regarding the management of environmental and social criteria in its policy and investment decisions.

The ESG analysis includes both exclusive criteria (sector exclusion) and inclusive criteria (assessment of the long term sustainability of companies based on ESG scoring).

#### 1. Exclusion policy

SGIS has issued a series of ESG directives concerning investments in sensitive sectors. SGIS strictly applies Societe Generale's recommendations and complies with the Environmental and Social ("E&S Exclusion List").

Societe Generale's Group has defined a specific Defense Sector Policy, which consists in not to knowingly financing transactions or investing in companies involved in activities related to prohibited or controversial weapons (landmines, cluster bombs, depleted uranium-based munitions). The E&S Exclusion List consists of companies which are excluded from the investment universe in the context of the application of the Group Defense Sector Policy.

In accordance with Societe Generale Group's sector policy, SGIS also excludes from its investment universe companies involved in thermal coal and in tobacco. This exclusion is driven by revenue thresholds.

In addition, SGIS applies an exclusion filter based on ESG level of controversies.

An ESG controversy may be defined as an incident or ongoing situation in which a company faces allegations of negatively impacting stakeholders (i.e.: workers, communities, the environment, shareholders, or society at large), via some type of wrongdoing across several ESG indicators.

The controversial note is also a warning measure of the reputational and operational risks to which companies are exposed when they directly or indirectly contravene the 10 principles of the United Nations Global Compact in the field of human rights, international labour standards, the environment and the fight against corruption. A very severe controversy can ultimately result in heavy financial penalties. The United Nations Global Compact ([www.unglobalcompact.org](http://www.unglobalcompact.org)) is a globally recognized common framework that applies to all industrial sectors. This initiative is based on international conventions in the areas of human rights, labor standards, the environment and the fight against corruption. Companies which violate one or more of these principles are excluded from the investments of the Sub-Funds, and those for which a risk of non-compliance exists are closely monitored, or even excluded, where applicable.

SGIS excludes any investment in companies whose rating of "ESG controversy" is considered very severe (controversy "red"), according to MSCI ESG nomenclature.

#### 2. ESG integration policy

The ESG analysis provides an evaluation of the positioning of companies in the face of sustainable development issues by assigning a rating according to the three ESG pillars. The purpose of this analysis is to identify the

companies that best succeed, on the one hand, to limit the ESG risks they face and, on the other hand, to seize the opportunities related to sustainable development.

ESG scores, as defined by an internal proprietary framework, can be made available, in a non-binding way, to assist in the ESG evaluation of securities' issuers. The managers of SGIS have also access to the ESG analysis of companies covered by external ESG providers, including MSCI.

The process to integrate and embed ESG factors in the investment decision-making processes is guided by formal ESG integration guidelines. However, the way and the extent to which ESG integration, including ESG scores, is embedded in each investment process is determined by its Investment Manager, who is fully responsible in this respect.

Further information on the overall sustainability strategy of Société Générale Investment Solutions (Europe) can be found on the website of the Management Company at the following address:

<https://sgpwm.societegenerale.com/en/regulation/>.

### 3. Taxonomy Regulation

Regulation (EU) 2020/852 on the establishment of a framework to facilitate sustainable investment (the “**Taxonomy Regulation**”) sets criteria to determine which economic activities qualify as environmentally sustainable at European Union level.

According to the Taxonomy Regulation, an economic activity shall qualify as environmentally sustainable where that economic activity contributes substantially to one or more of the six environmental objectives defined by the Taxonomy Regulation (Climate change mitigation; Climate change adaptation; Sustainable use and protection of water and marine resources; Transition to a circular economy; Pollution prevention and control; Protection and restoration of biodiversity and ecosystems).

In addition, such economic activity shall not significantly harm any such environmental objectives (“do not significantly harm” or “DNSH” principle) and shall be carried out in compliance with the minimum safeguards laid down in Article 18 of Taxonomy Regulation.

For information pursuant to articles 5, 6 and 7 of the Taxonomy Regulation, please refer to the section “Taxonomy Regulation” in each Sub-Fund particularities.

## V. INVESTING IN THE COMPANY

### A. THE SHARES

The Company's capital is represented by Shares with no mention of nominal value. All Shares are paid entirely upon issue.

The Board of Directors may at any time issue new Shares without granting existing Shareholders a preferred subscription right. Such newly issued Shares, at the discretion of the Board of Directors, may belong to different Classes and different Sub-Funds. The proceeds of the issue of each Class are allocated to the relevant Sub-Fund. The Articles of Incorporation set forth the procedure for allocating assets of the Company among the Sub-Funds.

The Company's registered capital will be equal to the total, expressed in EUR, of the Net Assets of each Sub-Fund.

Within each Sub-Fund, the Directors may create different Classes for which Shares are entitled to regular dividend payments (“**Distribution**” Shares) or Shares with earnings reinvested (“**Capitalisation**” Shares), and subject to specific features such as, but not limited to, (i) a specific structure of subscription or redemption fees, and/or (ii) a specific structure of management or advisory fees, and/or (iii) a specific structure of fees paid to Intermediaries and/or (iv) the targeted investors (retail or institutional).

For further information on the Classes of Shares, investors should refer to the present chapter and the table entitled *Summary Table of Shares issued by the Company* in Appendix E detailing the available Classes for each Sub-Fund as well as their characteristics.

Classes of Shares may differ according to the applicable rate of *Taxe d'abonnement* (see the chapter entitled *Taxation*), according to the applicable rate of management fees (see *Summary Table of the Shares issued by the Company*), in the exchange risks and according to the giving right or no right to dividend payments.

In each Sub-Fund, the Company may, but is not required to, issue one or more of the following Classes of Shares:

Class “J” Shares are restricted to Jukoï Capital SAS, its partners and employees, affiliates and the partners and employees of its affiliates as well as any Fund and Sub-Fund organised for the purposes of a company savings plan for the benefit of the partners and employees of such entities. Investors in Class J must be considered as Institutional. Class J will be expressed in different currencies.

Class “I” Shares are dedicated to institutional investors and/or investors when investing through Intermediaries on the basis of separate agreement between the investor and an Intermediary and subject to prior approval of the Investment Manager and expressed in different currencies. Class IA refers to Accumulation share classes while Class ID refers to Distribution share classes. Class IA and Class ID are expressed in EUR, Class IACHE and IDCHE are expressed in CHF and hedged against EUR, Class IAUHE and IDUHE are expressed in USD and hedged against EUR.

Class “R” Shares are dedicated to retail investors with a minimum initial investment and minimum shareholding as specified in the table entitled *Summary Table of Shares issued by the Company* in Appendix E and expressed in different currencies.

Class “P” Shares are dedicated to institutional investors with a minimum initial investment and minimum shareholding as specified in the table entitled *Summary Table of Shares issued by the Company* in Appendix E and expressed in different currencies.

Class “EB” Shares are available to institutional investors during the first 3 months of the Talents UCITS Fund - Descartes Credit Return 2028. Class EBA refers to Accumulation share classes while Class EBD refers to Distribution share classes. Class EBA and Class EBD are expressed in EUR, Class EBACHE and Class EBDICHE are expressed in CHF and hedged against EUR.

Class “M” Shares: Class of Shares dedicated to the employees of CARTESIA SAS.

Upon their issue, the Shares are freely negociable. In each Sub-Fund, the Shares of each Class benefit in an equal manner from the profits of the Sub-Fund, but do not benefit from any preferred right or pre-emption right. At the general meetings of Shareholders, one vote is granted to each Share, regardless of its Net Asset Value. However, the Board of Directors may suspend the voting rights to each Shareholder who is in default of his obligations under the Articles of Incorporation or the Prospectus or the subscription agreement he may have entered into.

Fractions of Shares, up to one thousandth, may be issued and will participate in proportion to the profits of the relevant Sub-Fund but do not carry any voting rights.

The Shares are only issued in registered form and materialised by an inscription in the register (for any number of Shares, including thousandths of Shares).

Each Shareholder will receive written confirmation of the number of Shares held in each Sub-Fund and in each Class of Shares.

No certificate will be issued.

The Directors may restrict or prevent the holding of Shares by any individual or legal entity if such holding is considered as detrimental to the Company or to its Shareholders. The Directors may also prevent the ownership of Shares by US Persons.

The Classes currently issued are presented for each Sub-Fund along with their main characteristics in the Appendix E at the end of this Prospectus (*Summary Table of Shares issued by the Company*).

The table mentions the initial offering price at which the Board of Directors may propose to issue them.

## **B. ISSUE OF SHARES**

The Board of Directors has authority to accomplish the issue of Shares in any Sub-Fund or Class of Shares in respect of any Sub-Fund. Issues of Shares will be made with effect from a determined Valuation Day.

Shares are available for subscription through the Registrar Agent (acting on behalf of the Management Company) and through Intermediaries. The Company shall reserve the right to refuse any subscription request or only accept part of such request.

The Issue Price per Share is expressed in the Reference Currency for the relevant Sub-Fund, as well as in certain other currencies as may be determined from time to time by the Board of Directors. Currency exchange transactions may delay any issue of Shares since the Administrative Agent may choose as its option to delay executing any foreign exchange transactions until cleared funds have been received.

Applications for subscription must indicate the name of each relevant Sub-Fund and Class of Shares, the number of Shares applied for or the monetary amount to be subscribed, the name under which the Shares are registered and all useful information regarding the person to whom the payments should be made.

The Issue Price per Share is calculated by the Administrative Agent on each relevant Calculation Day of the Sub-Fund by using the last available closing prices of each Valuation Day.

The Shares of each Sub-Fund will be initially offered as determined for each Sub-Fund.

After the initial subscription period the Shares are issued at the Issue Price calculated by the Administrative Agent for each Sub-Fund on each Calculation Day (as defined hereunder).

To be executed on the Valuation Day, any subscription order must be received at the registered office of the Company:

- on the Business Day before the Valuation Day before 12 p.m. (noon) (Luxembourg time) for the Sub-Funds Talents UCITS Fund – Multi Asset Convictions, Talents UCITS Fund – Alpha Total Return and Talents UCITS Fund – Global Opportunities;
  - on the Valuation Day before 12 p.m. (noon) (Luxembourg time) for the Sub-Fund Talents UCITS Fund - Descartes Credit Return 2028
- (the “**Sub-Fund Subscription Deadline**”).

The subscription order will be processed on the Sub-Fund Valuation Day, using the Net Asset Value per Share calculated for that Valuation Day. Any application for subscription received after the Sub-Fund Subscription Deadline will be processed on the next Sub-Fund Valuation Day on the basis of the Net Asset Value per Share calculated for the following Valuation Day, save in exceptional circumstances where the Board of Directors may, in its absolute discretion, decide to accept a subscription order received from an Intermediary after the Sub-Fund Subscription Deadline, that itself received the underlying subscription order before the Sub-Fund Subscription Deadline.

**All the subscription requests are dealt at an unknown Net Asset Value (“forward pricing”).**

In addition to the Issue Price, the Intermediary involved in the subscription procedure may charge the subscriber, for the benefit of such Intermediary, a subscription fee which may not exceed 5% of the Issue Price (refer to Appendix E).

The issued Shares shall only be delivered to the Shareholder upon receipt by the Company of the payment of the total Issue Price for such Shares. After the initial offering period to the public, the payment of any subscription will be made to the Company within 2 Business Days from the Sub-Fund Valuation Day for the Sub-Funds Talents UCITS Fund – Multi Asset Convictions, Talents UCITS Fund – Alpha Total Return, Talents UCITS Fund - Descartes Credit Return 2028 and Talents UCITS Fund – Global Opportunities.

The Company will not issue Shares in a given Sub-Fund during the periods when the calculation of the Net Asset Value of the Sub-Fund has been suspended (see *Temporary Suspension of the Net Asset Value Calculation*).

In compliance with the Articles of Incorporation, the Board of Directors may prevent the holding of Shares by any US Person.

## **1. Intermediaries Acting as Nominees**

Subject to the law of the countries where the Shares are offered, Intermediaries may, with the agreement of the Management Company act as nominees for a Shareholder.

In this capacity, the Intermediary shall apply for the subscription, conversion or redemption of Shares for the account of its client and request registration of such operations in the Sub-Fund's Shares' register in the name of the Intermediary.

Notwithstanding the foregoing, a Shareholder may invest directly in the Company without using the services of a nominee. The agreement between the Company and any nominee shall contain a provision that gives the

Shareholder the right to exercise its title to the Shares subscribed through the nominee. The nominee agent will have no power to vote at any general meeting of Shareholders, unless the Shareholder grants it a power of attorney in writing with authority to do so.

An investor may ask at any time in writing that the Shares shall be registered in his name and in such case, upon delivery by the investor to the Registrar Agent of the relevant confirmation letter of the nominee, the Registrar Agent shall enter the corresponding transfer and investors' name into the Shareholder register and notify the nominee accordingly.

However, the aforesaid provisions are not applicable for Shareholders who have acquired Shares in countries where the use of the services of a nominee (or other Intermediary) is necessary or compulsory for legal, regulatory or compelling practical reasons.

In relation to any subscription, an Intermediary authorised to act as nominee is deemed to represent the Directors that:

- a) The investor is not a US Person;
- b) It will notify the Board of Directors and the Registrar Agent immediately if it learns that an investor has become a US Person;
- c) In the event that it has discretionary authority with respect to Shares which become beneficially owned by a US Person, the Intermediary will cause such Shares to be redeemed; and
- d) It will not knowingly transfer or deliver any Shares or any part thereof or interest therein to a US Person nor will any Shares be transferred to the United States.

The Board of Directors may, at any time, require Intermediaries who act as nominees to make additional representations to comply with any changes in applicable laws and regulations.

All Intermediaries shall offer to each investor a copy of this Prospectus as well as the relevant Key Information Document for the relevant Class of Shares (or any similar supplement, addendum or information note as may be required under applicable local law) as required by applicable laws prior to the subscription by the investor in any Sub-Fund.

The list of nominees and Intermediaries is available at the registered office of the Company.

## **2. Anti-Money Laundering and Fight Against Terrorist Financing**

Pursuant to the applicable Luxembourg laws and to the circulars of the Luxembourg supervisory authority, obligations have been outlined to prevent the use of undertakings for collective investment such as the Company for money laundering and terrorist financing purposes. Within this context a procedure for the identification of investors has been imposed on the Registrar Agent: the application form of an investor must be accompanied, in the case of individuals, by, inter alia, a copy of the passport or identification card and/or in the case of legal entities, a copy of the statutes and an extract from the commercial register (any such copy must be certified to be a true copy by one of the following authorities: ambassador, consulate, notary, local police). Such identification procedure may be waived in the following circumstances:

- in the case of subscriptions through a professional of the financial sector resident in a country which imposes an identification obligation equivalent to that required under Luxembourg law for the prevention of money laundering and terrorist financing;
- in the case of subscription through an intermediary or nominee whose parent is subject to an identification obligation equivalent to that required by Luxembourg law and where the law applicable to the parent imposes an equivalent obligation on its subsidiaries or branches.

It is generally accepted that professionals of the financial sector resident in a country which has ratified the conclusions of the FATF (Financial Action Task Force) are deemed to have an identification obligation equivalent to that required by Luxembourg law.

Such information is only collected for anti-money laundering and fight against terrorist financing compliance purposes.

### 3. Subscription in Kind

The Board of Directors may, at its discretion, decide to accept securities as valid consideration for a subscription provided that these comply with the investment policy and restrictions of the relevant Sub-Fund. Shares will only be issued upon receipt of the securities being transferred as payment in kind. Such subscription in kind, if made, will be reviewed and the value of the assets so contributed verified by the auditor of the Company. A report will be issued detailing the securities transferred, their respective market values on the day of the transfer and the number of Shares issued and such report will be available at the office of the Company. The costs resulting from such a subscription in kind, in particular the costs of the special audit report, will be borne by the Shareholder requesting the subscription in kind or by a third party, but will not be borne by the Company unless the Board of Directors considers that the subscription in kind is in the interests of the Company or made to protect the interests of the Company, in which case such costs may be borne by the Company.

### **C. REDEMPTION OF SHARES**

At the request of a Shareholder, the Company shall redeem, on each Valuation Day, all or part of the Shares held by this Shareholder. For this purpose, Shareholders should send to the Company a written request detailing the number of Shares or the monetary amount to be redeemed, the Sub-Fund(s), Class(es) of Shares for which they request the redemption, the name under which the Shares are registered and all useful information regarding the Shareholder to which payments should be made.

The Redemption Price (as defined hereafter) per Share is expressed in the Reference Currency for the relevant Sub-Fund or Class, as well as in certain other currencies as may be determined from time to time by the Board of Directors.

The “**Redemption Price**” per Share of each Sub-Fund is equal to the Net Asset Value per Share of the relevant Sub-Fund expressed with three decimals and rounded up or down to the nearest unit of the Reference Currency. The Redemption Price per Share is calculated by the Administrative Agent for each Sub-Fund on each Calculation Day by using the last available closing prices of the Valuation Day. In order to be executed on the latest available closing prices of any Valuation Day, a redemption request must be received at the registered office of the Company:

- on the Business Day before the Valuation Day before 12 p.m. (noon) (Luxembourg time) for the Sub-Funds Talents UCITS Fund – Multi Asset Convictions, Talents UCITS Fund – Alpha Total Return and Talents UCITS Fund – Global Opportunities.
- on the Valuation Day before 12 p.m. (noon) (Luxembourg time) for the Sub-Fund Talents UCITS Fund - Descartes Credit Return 2028

(the “**Sub-Fund Redemption Deadline**”).

Any application for redemption received after the Sub-Fund Redemption Deadline, will be processed on the next Sub-Fund Valuation Day on the basis of the Net Asset Value per Share calculated for the following Valuation Day, save in exceptional circumstances where the Board of Directors may, in its absolute discretion, decide to accept a redemption order received from an Intermediary after the Sub-Fund Redemption Deadline, that itself received the underlying redemption order before the Sub-Fund Redemption Deadline.

The Redemption Price will be paid in the relevant Reference Currency for each Sub-Fund or Class. The Shares will be redeemed at the Net Asset Value per Share, expressed with three decimals, regardless of the relevant Reference Currency for each Sub-Fund and rounded up or down to the nearest unit of the relevant currency.

#### **All the redemption requests are dealt at an unknown Net Asset Value (“forward pricing”).**

Notwithstanding the foregoing, simultaneous redemption/subscription operations for an identical number of Shares by a same Shareholder may be executed free of charge on the basis of the Net Asset Value calculated on the Valuation Day following the receipt and the acceptance by the Company of the relevant request.

The payment of the Redemption Price will normally be made two Business Days following the day on which the Redemption Price of the concerned Shares is determined for the Sub-Funds Talents UCITS Fund – Multi Asset Convictions, Talents UCITS Fund – Alpha Total Return, Talents UCITS Fund - Descartes Credit Return 2028 and Talents UCITS Fund – Global Opportunities.

The payment will be made by wire transfer, on an account indicated by the Shareholder or, upon request and the cost supported by the Shareholder.



Share redemptions will be suspended in case of a suspension of the Net Asset Value calculation. Any redemption request which is presented or suspended during such suspension may be revoked through written notice, provided that such request has been received by the Company before the abrogation of this suspension. Failing such a revocation, the concerned Shares will be redeemed on the first Valuation Day following the end of the suspension.

When redemption requests for Shares of the same Sub-Fund, to be executed at a given Valuation Day, exceed 10% of the Net Assets of this Sub-Fund at that Valuation Day, the Company or any of its duly appointed delegate, shall reserve the possibility of reducing the redemptions to 10% of the Net Assets of the Sub-Fund at that Valuation Day, being understood that this reduction will apply to all the Shareholders having requested the redemption of Shares of this Sub-Fund at that Valuation Day in proportion to the number of Shares or to the monetary amount for which they have requested the redemption. Any postponed redemption requests will be satisfied, by priority to the requests received subsequently, on the next Valuation Day (or on the next Valuation Day until the complete settlement of the original requests) at the Net Asset Value calculated as of such subsequent Valuation Day. The concerned Shareholders will be informed individually.

When, for any reason, the Net Assets of a Sub-Fund are below an amount determined by the Board of Directors, the Directors may decide to proceed with the mandatory redemption of all the Shares issued and outstanding for the concerned Sub-Fund. Such redemption will be done at the Net Asset Value calculated on the Valuation Day immediately following this decision.

With the consent of or upon request of the Shareholder(s) concerned, the Board of Directors may satisfy redemption requests in whole or in part in kind subject to a special report from the Company's auditors (to the extent this report is legally or regulatory required), having due regard to the interests of all Shareholders. Additional costs resulting from redemption in kind will be borne exclusively by the Shareholder(s) concerned, unless the Board of Directors considers that the redemption in kind is in the best interests of the Company or made to protect the interests of the Company, in which case such costs may be borne in all or in part by the Company.

#### **D. CONVERSION OF SHARES**

Except in the event of a suspension of the Net Asset Value calculation of one or several Sub-Funds, the Shareholders are entitled to request an amendment to the rights attached to all or part of their Shares, through the conversion into Shares of another Sub-Fund or Class of Shares, provided that the Shares of such Sub-Fund or Class of Shares have already been issued. The conversion request must be addressed in writing to the Company. In order to be executed on any Valuation Day, a conversion request must be received at the register office of the Company:

- on the Business Day before the Valuation Day before 12 p.m. (noon) (Luxembourg time) for the Sub-Funds Talents UCITS Fund – Multi Asset Convictions, Talents UCITS Fund – Alpha Total Return and Talents UCITS Fund – Global Opportunities;
  - on the Valuation Day before 12 p.m. (noon) (Luxembourg time) for the Sub-Fund Talents UCITS Fund - Descartes Credit Return 2028
- (the “**Sub-Fund Conversion Deadline**”).

Any application for conversion received after the Sub-Fund Conversion Deadline, will be processed on the next Sub-Fund Valuation Day on the basis of the Net Asset Value per Share calculated for the following Valuation Day, save in exceptional circumstances where the Board of Directors may, in its absolute discretion, decide to accept a conversion order received from an Intermediary after the Sub-Fund Conversion Deadline, that itself received the underlying conversion order before the Sub-Fund Conversion Deadline.

<b>Sub-Fund name</b>	<b>Sub-Fund Subscription, Redemption or Conversion Deadline</b>	<b>Valuation Day</b>	<b>Calculation Day</b>	<b>Payment Day</b>
<b>Talents UCITS Fund – Multi Asset Convictions</b>	D-1 at 12 P.M. (noon)	D	D+1	D+2
<b>Talents UCITS Fund – Alpha Total Return</b>	D-1 at 12 P.M. (noon)	D	D+1	D+2
<b>Talents UCITS Fund – Descartes Credit Return 2028</b>	D at 12 P.M. (noon)	D	D+1	D+2
<b>Talents UCITS Fund – Global Opportunities</b>	D-1 at 12 P.M. (noon)	D	D+1	D+2

**All the conversions requests are dealt at an unknown Net Asset Value (“forward pricing”).**

The conversion price shall be calculated on each Calculation Day. Any application for Conversion received after the Sub-Fund Conversion Deadline, will be processed on the next Sub-Fund Conversion Deadline on the basis of the Net Asset Value per Share determined on the following Calculation Day.

The conversion price resulting of the conversion into Shares of any target Sub-Fund or Class of Shares is expressed in the Reference Currency of the target Sub-Fund, as well as in certain other currencies as may be determined from time to time by the Board of Directors.

The conversion is free of charge and made at a rate calculated by reference to the respective Net Asset Values of the concerned Sub-Funds and/or Classes.

Conversions are allowed between different Classes of Shares, provided that the conditions mentioned in the chapter IV. A of the present Prospectus are fulfilled (investors' status, fees structure, minimum subscription amount, approval of the Board of Directors, right to dividend payments or no right to distributions, etc.).

## **VI. NET ASSET VALUE**

### **A. GENERAL**

The Net Assets of a Sub-Fund equal the market value of the (i) assets of the relevant Sub-Fund, including accrued income, less (ii) liabilities and provision for accrued expenses attributable to each Class of Shares within the Sub-Fund. The Net Assets of the Company are expressed in EUR and the Net Asset Value per Share of each Sub-Fund is expressed in the Reference Currency as mentioned in the table entitled *Summary Table of Shares issued by the Company* in Appendix E.

The Net Asset Value per Share for each Sub-Fund is determined by the Administrative Agent under the responsibility of the Management Company on each Calculation Day, on the basis of the last available closing prices of each Valuation Day on the markets where the securities held by the concerned Sub-Fund are negotiated.

The Net Asset Value will not be calculated on the days when the main market where the securities held by the concerned Sub-Funds are negotiated is closed on the Valuation Day; the following Business Day the Net Asset Value will be calculated on the basis of the last available closing prices.

For each Sub-Fund, the Net Asset Value per Share of any Class of Shares is calculated by dividing (i) the Net Assets of the relevant Sub-Fund attributable to the Class of Shares by (ii) the total number of outstanding Shares and fractions of Shares of such Class at the relevant Valuation Day (the Net Asset Value per Share is expressed in the relevant Reference Currency or any other currency as may be determined from time to time by the Board of Directors, with three decimals, regardless of the Reference Currency of the relevant Sub-Fund). If the Company has to bear a liability which is connected with an asset of a particular Class of Shares or with a transaction carried out in relation to an asset of a particular Class of Shares, this liability will be attributed to that particular Class of Shares (for example: hedging transactions).

#### **1. The assets of the Company shall be deemed to include:**

- (a) all cash on hand or on deposit, including any interest accrued thereon;
- (b) all bills and demand notes payable and accounts receivable (including proceeds of securities sold but not delivered);
- (c) all bonds, time notes, certificates of deposit, shares, stocks, units or shares of undertakings for collective investments, debentures, debenture stocks, subscription rights, warrants, options and other securities, financial instruments and similar assets owned or contracted for by the Company (provided that the Company may make adjustments in a manner not inconsistent with paragraph (i) below with regards to fluctuations in the market value of securities caused by trading ex-dividends, ex-rights, or by similar practices);
- (d) all stock dividends, cash dividends and cash distributions receivable by the Company to the extent information thereon is reasonably available to the Company;

- (e) all interest accrued on any interest-bearing assets owned by the Company except to the extent that the same is included or reflected in the principal amount of such assets;
- (f) the preliminary expenses of the Company, insofar as the same have not been written off;
- (g) all other assets of any kind and nature including expenses paid in advance

The value of such assets shall be determined as follows:

- (i) the value of any cash on hand or on deposit bills and demand notes and accounts receivable, prepaid expenses, cash dividends, interest declared or accrued and not yet received, all of which are deemed to be the full amount thereof, unless in any case the same is unlikely to be paid or received in full, in which case the value thereof is arrived at after making such discount as may be considered appropriate in such case to reflect the true value thereof;
- (ii) securities listed on a recognised stock exchange or dealt on any other Regulated Market that operates regularly, is recognised and is open to the public, will be valued at their last available closing prices, or, in the event that there should be several such markets, on the basis of their last available closing prices on the main market for the relevant security;
- (iii) in the event that the last available closing price does not, in the opinion of the Directors, truly reflect the fair market value of the relevant securities, the value of such securities will be defined by the Directors based on the reasonably foreseeable sales proceeds determined prudently and in good faith;
- (iv) securities not listed or traded on a stock exchange or not dealt on another Regulated Market will be valued on the basis of the probable sales proceeds determined prudently and in good faith by the Directors;
- (v) the liquidating value of futures, forward or options contracts not traded on stock exchanges or on other Regulated Markets shall mean their net liquidating value determined, pursuant to the policies established by the Directors, on a basis consistently applied for each different variety of contracts. The liquidating value of futures, forward or options contracts traded on exchanges or on other Regulated Markets shall be based upon the last available settlement prices of these contracts on exchanges and Regulated Markets on which the particular futures, forward or options contracts are traded by the Company; provided that if a futures, forward or options contract could not be liquidated on the day with respect to which Net Assets are being determined, the basis for determining the liquidating value of such contract shall be such value as the Directors may deem fair and reasonable;
- (vi) Money market instruments not listed or trades on a stock exchange or not dealt with on another Regulated Market are valued at their face value with interest accrued;
- (vii) in case of short term instruments which have a maturity of less than 90 days, the value of the instrument based on the net acquisition cost, is gradually adjusted to the repurchase price thereof. In the event of material changes in market conditions, the valuation basis of the investment is adjusted to the new market yields;
- (viii) interest rate swaps will be valued at their market value established by reference to the applicable interest rates curve. Swaps pegged to indexes or financial instruments shall be valued at their market value, based on the applicable index or financial instrument. The valuation of the swaps tied to such indexes or financial instruments shall be based upon the market value of said swaps, in accordance with the procedures laid down by the Board of Directors;
- (ix) credit default swaps are valued on a daily basis founding on a market value obtained by external price providers. The calculation of the market value is based on the credit risk of the counterparty, the reference entity, the maturity of the credit default swap and its liquidity on the secondary market. The valuation method is recognized by the Board of Directors and checked by the auditors.
- (x) investments in open-ended UCI will be valued on the basis of the last available prices of the units or shares of such UCI; and

- (xi) all other Transferable securities and other permitted assets will be valued at fair market value as determined in good faith pursuant to procedures established by the Board of Directors.

Any assets held in a particular Sub-Fund not expressed in the Reference Currency of the Sub-Fund will be translated into such Reference Currency at the rate of exchange prevailing in a recognised market on the day when the last available closing prices are taken. The exchange rates used may differ from one Sub-Fund to another depending on the characteristics (ie Index reference) applicable to each of the Sub-Fund.

The Board of Directors, in its discretion, may permit some other methods of valuation, based on the probable sales price as determined with prudence and in good faith by the Directors, to be used if it considers that such valuation better reflects the fair value of any asset of the Company.

In the event that the quotations of certain assets held by a Sub-Fund are not available for calculation of the Net Asset Value, each of such quotations may be replaced by its last known quotation (provided this last known quotation is also representative) preceding the last quotation or by the last appraisal of the last quotation on the relevant Valuation Day, as determined by the Directors.

## **2. The liabilities of the Company shall be deemed to include:**

- (a) all loans, bills and accounts payable;
- (b) all accrued or payable administrative fees, costs and expenses (including management fees, distribution fees, Depositary fees, Administrative Agent fees, Registrar Agent fees, nominee fees and all other third party fees);
- (c) all known liabilities, present and future, including all matured contractual obligations for payment of money or property;
- (d) an appropriate provision for future taxes based on capital and income on the Valuation Day, as determined from time to time by the Company, and other reserves, if any, authorised and approved by the Directors, in particular those that have been set aside for a possible depreciation of the investments of the Company; and
- (e) all other liabilities of the Company of whatsoever kind and nature except liabilities represented by Shares of the Company. In determining the amount of such liabilities, the Company shall take into account all expenses payable by the Company which shall comprise, but not limited to, set up expenses, fees payable to the Board of Directors, the Management Company (including all reasonable out of pocket expenses), the Investment Manager, accountants, Depositary Bank and paying agents, Administrative Agent, Registrar Agent and permanent representatives in places of registration, Intermediaries and any other agent employed by the Company, fees for legal and auditing services, cost of any proposed listings, maintaining such listings, printing, reporting and publishing expenses (including costs of preparing, translating and printing in different languages) of Prospectuses, Key Information Documents, explanatory memoranda or registration statements, annual reports and semi-annual reports, long form reports, taxes or governmental and supervisory authority charges, insurance costs and all other operating expenses, including the cost of buying and selling assets, interest, bank charges and brokerage, postage, telephone and telex. The Company may calculate administrative and other expenses of a regular or recurring nature on an estimated figure for yearly or other periods in advance, and may accrue the same in equal proportions over any such period.

All Shares in the process of being redeemed by the Company shall be deemed to be issued until the close of business on the Valuation Day applicable to the redemption. The Redemption Price is a liability of the Company from the close of business on this date until paid.

All Shares issued by the Company in accordance with subscription applications received shall be deemed issued from the close of business on the Valuation Day applicable to the subscription. The subscription price is an amount owed to the Company from the close of business on such day until paid.

The Net Assets of the Company are equal to the total of the Net Assets of each Sub-Fund.

## **Swing Pricing**

A Sub-Fund may suffer a reduction in value, known as “dilution” when trading the underlying investments as a result of net inflows or net outflows of the respective Sub-Fund. This is due to transaction charges and other costs that may be incurred by liquidating and purchasing the underlying assets and the spreads between the buying and selling prices. In order to counter this effect and to protect Shareholders’ interests, the Board of Directors may adopt a swing pricing mechanism as part of its valuation policy. This means that in certain circumstances the Board of Directors may make adjustments to the Net Asset Value per Share to counter the impact of dealing and other costs on occasions when these are deemed to be significant. If on any Valuation Day, the aggregate net investor(s) transactions in a Sub-Fund exceed a predetermined threshold, the Net Asset Value per Share may be adjusted upwards or downwards to reflect the costs attributable to the net inflows and net outflows respectively. Typically, such adjustments will increase the Net Asset Value per Share when there are net subscriptions into the Sub-Fund and decrease the Net Asset Value per Share when there are net redemptions out of the Sub-Fund. The Board of Directors is responsible for setting the threshold, which will be a percentage of the Net Assets of the respective Sub-Fund. The threshold is based on objective criteria such as the size of a Sub-Fund, the underlying asset classes of a Sub-Fund and the dealing costs for a Sub-Fund, the market conditions and may be revised from time to time.

The swing pricing mechanism may be applied across all Sub-Funds of the Company. The percentage by which the Net Asset Value per Share may be swung may in principle not exceed 3 % of the Net Asset Value of the relevant Sub-Fund. Such limit may however, on a temporary basis and to protect interests of the Shareholders, be raised beyond this maximum level when facing exceptional market conditions situations such as a global pandemic, a financial crisis, high market volatility, a geopolitical crisis, natural disaster (such as a hurricane or a super typhoon) or any other exceptional event causing a severe deterioration of the liquidity.

The Net Asset Value per Share of each Share class in a Sub-Fund will be calculated separately but any adjustment will be made on Sub-Fund level and in percentage terms, equally affecting the Net Asset Value per Share of each Class. If swing pricing is applied to a Sub-Fund on a particular Valuation Day, the Net Asset Value adjustment will be applicable to all transactions placed on that day. Investors are advised that the volatility of the Sub-Fund’s Net Asset Value might not reflect the true portfolio performance as a consequence of the application of swing pricing.

For the avoidance of doubt, Shareholders placed in the same situation will be treated in an identical manner.

As of the date of the present Prospectus, the swing pricing mechanism will not be applicable.

The Management Company mandates authority to the swing pricing oversight committee to implement and on a periodic basis review, the operational decisions associated with swing pricing. This committee is responsible for decisions relating to swing pricing and the ongoing approval of swing factors which form the basis of pre-determined standing instructions.

The price adjustment is available on request from the Management Company at its registered office.

The Investment Manager and/or the Sub-Investment Manager of certain Sub-Funds may receive a performance fee out of the assets of the relevant Sub-Fund for all the Classes of Shares. Where applicable, this will be based on the unswung Net Asset Value.

## **B. TEMPORARY SUSPENSION OF THE NET ASSET VALUE CALCULATION**

In accordance with Article 14 of the Articles of Incorporation, the Company may at any time suspend temporarily the calculation of the Net Asset Value of one or more Sub-Funds and the issue, sale, redemption and conversion of Shares, in particular, in the following circumstances:

- 1) during any period when any of the principal stock exchanges or other Regulated Markets on which a substantial portion of the investments of the Company attributable to such Sub-Fund from time to time is quoted or dealt in is closed otherwise than for ordinary holidays, or during which dealings therein are restricted or suspended, provided that such restriction or suspension affects the valuation of the investments of the Company attributable to such Sub-Fund quoted thereon;
- 2) during the existence of any state of affairs which constitutes an emergency (as political, military, economic or monetary events) in the opinion of the Directors as a result of which disposal or valuation of assets owned by the Company attributable to such Sub-Fund would be impracticable;
- 3) during any breakdown in the means of communication normally employed in determining the price or value of any of the investments of such Sub-Fund or the current price or value on any stock exchange or other market in respect of the assets attributable to such Sub-Fund;

- 4) during any period when the Company is unable to repatriate funds for the purpose of making payments on the redemption of Shares of such Sub-Fund or during which any transfer of funds involved in the realization or acquisition of investments or payments due on redemption of Shares cannot, in the opinion of the Directors, be effected at normal rates of exchange;
- 5) when for any other reason beyond the control of the Directors the prices of any investments owned by the Company attributable to such Sub-Fund cannot promptly or accurately be ascertained;
- 6) upon the publication of a notice convening a general meeting of Shareholders for the purpose of winding-up the Company or a Sub-Fund;
- 7) when any of the target funds in which the Company invests substantially its assets suspends the calculation of its net asset value or
- 8) following the suspension of (i) the calculation of the net asset value per share/unit, (ii) the issue, (iii) redemption, and/or (iv) the conversion of the shares/units issued within the master fund in which the Sub-Fund invests in its quality as feeder fund.
- 9) during any period when in the opinion of the Board of Directors of the Company there exist circumstances outside the control of the Company where it would be impracticable or unfair towards the Shareholders to continue dealing in Shares of any Sub-Fund of the Company.

The suspension of the Net Asset Value calculation of a Sub-Fund shall have no effect on the calculation of the Net Asset Value, the issue, sale, redemption and conversion of Shares of any other Sub-Fund for which the Net Asset Value calculation is not suspended.

Any request for subscription, conversion or redemption shall be irrevocable except in the event of a suspension of the calculation of the Net Asset Value.

To the extent legally or regulatory required or decided by the Company, Shareholders who have requested conversion or redemption of their shares will be promptly notified in writing of any such suspension and of the termination thereof. The Board of Directors may also make public such suspension in such a manner as it deems appropriate.

Suspended subscription, redemption and conversion applications may be withdrawn by written notice provided that the Company receives such notice before the suspension ends.

Suspended subscriptions, redemptions and conversions shall be executed on the first Valuation Day following the resumption of Net Asset Value calculation by the Company.

At the end of the period of suspension, Shares will be redeemed on a "first in first out" basis (provided that the principle of fair treatment of Shareholders is complied with, at any time)

### **C. PUBLICATION OF THE NET ASSET VALUE PER SHARE**

The Net Asset Value per Share of each Class within each Sub-Fund is made public at the registered office of the Company and of the Management Company and is available daily at the office of the Depositary. The Company may arrange for the publication of this information in leading financial newspapers. The Company cannot accept any responsibility for any error or delay in publication or for non-publication of a Net Asset Value.

The relevant Net Asset Value per Share shall be published in each country where the Company or a specific Sub-Fund is authorised, in the newspapers determined by the Directors or as otherwise required by applicable law.

### **VII. DISTRIBUTION POLICY**

In principle, capital gains and other income of the Company will be capitalised and no dividends will generally be payable to Shareholders.

Notwithstanding, the Board of Directors may propose to the "Annual General Meeting" of Shareholders the payment of a dividend if it considers it is in the interest of the Shareholders; in this case, subject to approval of the Shareholders, a cash dividend may be distributed out of the available net investment income and the net capital gains of the Company.

Upon proposal of the Board of Directors, the Annual General Meeting of Shareholders may also decide to distribute to the Shareholders a dividend in the form of Shares of one or more Sub-Funds, in proportion to the existing Shares of the same Sub-Fund, if any, already held by each Shareholder.

In relation to the distribution Shares existing in certain Sub-Funds (please refer to *the Summary Table of Shares issued by the Company*), it is intended that the Company will distribute dividends in the form of cash in the relevant Sub-Fund's Reference Currency. Annual dividends are declared separately in respect of such distribution Shares at the Annual General Meeting of Shareholders. In addition, the Directors may declare interim dividends.

The Board of Directors may decide also that dividends be automatically reinvested by the purchase of further Shares. In such case, the dividends will be paid to the Registrar Agent who will reinvest the money on behalf of the Shareholders in additional Shares of the same Class. Such Shares will be issued on the payment date at the Net Asset Value per Share of the relevant Class in non-certificated form. Fractional entitlements to registered Shares will be recognised to three decimal places.

Dividend remaining unclaimed five years after the dividend record date will be forfeited and will accrue for the benefit of the relevant Sub-Fund.

## **VIII. FEES, EXPENSES AND TAXATION**

### **A. FEES AND EXPENSES BORNE BY THE COMPANY**

The Company (or each Sub-Fund on a *pro rata* basis) shall bear all its operating and related expenses, including, but not limited to, the fees, commissions and certain reasonable out-of-pocket expenses of the Directors, the Management Company, the Investment Manager, the Depositary Bank, the Intermediaries, the distributors, where applicable, the paying agents and other financial agents duly mandated by the Company or the Management Company, the Auditors and legal advisers. The Company will further bear the cost of printing and distributing copies of this Prospectus and of each Key Information Document and the annual and semi-annual reports. The Company or each Sub-Fund, as applicable, shall pay out of its assets all brokerage commissions and transaction charges and costs incurred in connection with its operations, all taxes and fiscal charges payable by the Company or a Sub-Fund and the Company's or Sub-Fund's registration costs, as well as the cost of maintaining such registration with all governmental or stock market authorities. The Company shall not bear any advertising costs. Retrocessions obtained from the underlying target funds will remain entirely due to the Sub-Funds.

#### **1. Management Fees**

The management fees are paid out of the assets of each Sub-Fund on a quarterly basis in arrears to the Management Company, which pays the Investment Managers and calculated for each Class of Shares within each Sub-Fund on the quarterly average of the Net Asset Value of each Sub-Fund over such quarter. The annual rate of such fees, for each Class of Shares, is included in the management fees set forth under the Appendix E entitled *Summary Table of Shares issued by the Company*.

#### **2. Performance Commissions**

The Investment Manager and/or the Sub-Investment Manager of certain Sub-Funds may receive a performance fee out of the assets of the relevant Sub-Fund for some or all the Classes of Shares.

The details of the performance fee are set out, where applicable, in the relevant Sub-Funds particularities.

#### **3. Distribution fees**

The distribution fees are payable to the Management Company on a quarterly basis and are calculated, where applicable, on the average Net Assets of the Share Class of each Sub-Fund for the relevant month. The annual rate of such fees, for each Class of Shares, is included in the management fees set forth under the Appendix E entitled *Summary Table of Shares issued by the Company*.

#### **4. Operating and administrative expenses**

The Operating and administrative expenses mean all fees, costs and expenses connected with the establishment, management and operation of the UCITS and the Sub-Funds (with the exception of (i) the Management fees and Manager expenses which are excluded, (ii) the Distribution fees and (iii) the Performance Fees) including, but not

limited to the fees and expenses (including out of pocket expenses) of the service providers to the Fund, such as the fees payable to the Depositary, the Administrative Agent and the Registrar Agent, the operational expenses and the Directors fees and out of pocket expenses.

The Operating and administrative expenses shall not, however, include any taxation (including stamp duty) to which the UCITS or the Sub-Funds may be liable, exchange fees, commissions, brokerage fees, settlement and clearing fees and other expenses incurred with respect to the investments and any extraordinary or exceptional costs and expenses as may arise from time to time such as material litigation in relation to the UCITS or the Sub-Funds.

The foregoing fees, costs and expenses, where arising, will be borne by the UCITS or the Sub-Funds, as applicable.

Intermediaries, nominees, any paying agents and the other financial agents mandated by the Company, the Management Company, as the case may be, are determined through mutual agreement with the relevant entity at the rate and according to the market practices in Luxembourg. For example, certain fees are based on the Net Asset Value of the relevant Sub-Fund or Class of Shares and the others, on the transactions or other interventions executed for the account of the Company or any Sub-Fund.

In the case of liquidation of a Sub-Fund, the liquidation fees will be borne by this Sub-Fund in their entirety.

All other fees, if not amortised, are first deducted from the investments income and secondly, as necessary, from the capital gains made from the capital.

None of the Investment Manager or the Sub-Investment Managers or their connected persons (the “**Connected Persons**”) may retain cash or other rebates from a broker or dealer in consideration of directing transactions to them.

The Investment Manager or their Connected Persons may enter into soft commission arrangements with a number of brokers under which real-time pricing information and analysis from independent research group is made available to the Investment Manager or their Connected Persons free of charge in consideration of the Investment Manager dealing with such brokers for the account of the Sub-Funds. Soft commission arrangements may also give the Investment Manager or their Connected Persons access to risk management software. Goods and services supplied under soft commission arrangements must be of demonstrable benefit to Shareholders of the relevant Sub-Fund and transactions with brokers must not be in excess of customary institutional full service rates and best execution terms. Details of soft commission arrangements will be disclosed in the Company's annual report. Soft commissions may only be directed to legal companies, but not to individuals.

## **5. Additional fees related to investments in other investment funds**

As the Company intends to invest in other investment funds, the Shareholders will incur a duplication of fees and commissions (management fees, subscription fees...) in respect of a Sub-Fund's investments in UCITS and other UCIs not linked to the Management Company.

## **B. TAXATION**

### **1. Taxation of the Company**

A charge (*Taxe d'abonnement*) equal to (i) 0.01% per annum for all Classes of Shares dedicated to Institutional Investors and (ii) 0.05% per annum for the Classes dedicated to retail investors, is payable quarterly to Luxembourg authorities and calculated on the basis of the Net Assets of each Sub-Fund on the last day of the quarter.

The portion of the assets of any Sub-Fund invested in other Luxembourg UCI is not subject to the aforesaid tax.

No tax or charge is payable in Luxembourg following the issue of Shares. Under Luxembourg law, no tax is payable in Luxembourg on capital gains made in respect of any Shares.

Some Company income (in the form of dividends, interest or profits from sources outside Luxembourg) may be subject to withholding tax, at a variable rate, which may not be recoverable.

### **2. Taxation of the Shareholders**



Under current legislation and practice, Shareholders are not subject to any capital gains, income, withholding, inheritance or other taxes in Luxembourg (except for Shareholders domiciled, resident or having a permanent establishment in Luxembourg and for certain former residents of Luxembourg owning more than 10% in the share capital of the Company).

The Shareholders of the Company who are resident of a Member State of the European Union (including dependent or associated territories) (1) or named third countries (2) - with the exception of Shareholders who are companies - are subject to a withholding tax that will apply to the interest payments they will receive from the Sub-Fund in which they invest.

(1). Jersey, Guernsey, Isle of Man, dependent and association territories of the Caribbean, etc.

(2). Switzerland, Monaco, Liechtenstein, Andorra, San Marino.

**Shareholders and potential investors are advised to consult their professional advisors concerning possible taxation or other consequences of purchasing, holding, selling or otherwise disposing of the Shares under the laws of their country of incorporation, establishment, citizenship, residence or domicile.**

**The above statements on taxation are based on advice received by the Administrative Agent regarding the laws and practice in force in Luxembourg at the date of this Prospectus. As is the case with any investment, there can be no guaranteeing that the tax position or proposed tax position at the time of an investment in the Company or a Sub-Fund or in a Class of Shares will endure indefinitely.**

### **3. FATCA Requirements**

FATCA addresses perceived abuses by U.S. taxpayers with respect to assets held offshore and requires all financial institutions to participate and be compliant. Enacted in 2010, FATCA compels Foreign Financial Institutions (“**FFI**”) to report to the Internal Revenue Service (“**IRS**”) information regarding “specified U.S. persons” of financial accounts and, in some cases U.S. controlling persons of entities falling under the definition of passive Non-Financial Foreign Entities (“**passive NFFE**”).

Through FATCA, the U.S. imposes a punitive withholding tax of 30% for all FFIs, including certain investment vehicles and UCITS funds, which do not comply with the FATCA obligations. This tax applies not only to U.S.-source income but also to proceeds from the sale of assets that generate U.S. source income (as from 2017).

In short, FATCA requires FFIs to comply with new documentation standards, the objective being the identification of specified U.S. persons and the reporting to the IRS, as from the year 2015, of information related to investments made with the FFIs.

The U.S. Treasury released final regulations on January 17, 2013 and the IRS provided detailed requirements with which FFI, U.S. withholding agents, and other non-U.S. entities must comply with to avoid withholding or penalties. The document also details exceptions, exclusions, reporting and withholding requirements. On February 20, 2014, the IRS has also released amendments to the final regulations (temporary and coordination regulations).

Many jurisdictions have signed an IGA that would transpose most of the obligations resulting from FATCA regulations into local law and at the same time would create specific exemptions or reduced compliance requirements for FFI located in IGA countries compared to FFI located in other jurisdictions. Luxembourg signed a Model 1 IGA on 28 March 2014.

The Company has opted for the reporting model 1 FFI status.

### **4. Common Reporting Standard**

The Company may be subject to the Standard for Automatic Exchange of Financial Account Information in Tax matters (the “**Standard**”) and its Common Reporting Standard (the “**CRS**”) as set out in Luxembourg law on the Common Reporting Standard (loi relative à la Norme commune de déclaration, “**CRS Law**”).

Under the terms of the CRS Law, “**Controlling Persons**” mean the natural persons who exercise control over an entity. In the case of a trust, the settlor(s), the trustee(s), the protector(s) (if any), the beneficiary(ies) or class(es) of beneficiaries, and any other natural person(s) exercising ultimate effective control over the trust, and in the case of a legal arrangement other than a trust, such term means persons in equivalent or similar positions. The term

"Controlling Persons" must be interpreted in a manner consistent with the Financial Action Task Force Recommendations.

Under the terms of the CRS Law, the Company may be treated as a Luxembourg Reporting Financial Institution (*Institution financière déclarante*). As such, as of 30 June 2017 and without prejudice to other applicable data protection provisions as set out in the Company's documentation, the Company will be required to annually report to the Luxembourg Tax Authority (the "LTA") personal and financial information related, inter alia, to the identification of, holdings by and payments made to (i) Shareholders that are reportable persons (*Personnes devant faire l'objet d'une déclaration*), and (ii) Controlling Persons of certain non-financial entities which are themselves reportable persons (*Personnes détenant le contrôle*). This information, as exhaustively set out in Annex I of the CRS Law (the "Information"), will include personal data related to the reportable persons.

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

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

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

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

## **IX. CONFLICTS OF INTEREST**

No contract or other transaction which the Company and any other corporation or firm might enter into shall be affected or invalidated by the fact that any one or more of the Directors or officers of the Company are interested in, or is a director, associate, officer or employee of such other corporation or firm.

Any director or officer of the Company who serves as a director, officer or employee of any corporation or firm with which the Company shall contract or otherwise engage in business shall not, by reason of such affiliation with such other corporation or firm be prevented from considering and voting or acting upon any matters with respect to such contract or other business.

In the event that any Director or officer of the Company may have any interest opposite to the Company in any transaction of the Company, such Director or officer shall make known to the Board of Directors such personal interest and shall not consider or vote on any such transaction, and such transaction, and such Director's or officer's interest therein, shall be reported to the next succeeding meeting of Shareholders.

The preceding paragraph does not apply where the decision of the Board of Directors or by the single Director relates to current operations entered into under normal conditions.

The term "*interest opposite to the Company*", as used above, shall not include any relationship with or interest in any matter, position or transaction involving any entity promoting the Company or any subsidiary thereof, or any other company or entity as may from time to time be determined by the Board of Directors at its discretion, provided that this personal interest opposite to the Company is not considered as a conflicting interest according to applicable laws and regulations.

The provisions of this Section shall not apply where the decision of the Board of Directors relates to current operations entered into under normal conditions.

The Company establishes, implements and maintains an effective conflicts of interest policy. The Company keeps at

its office and regularly updates a record of the types of the circumstances, if any, which may give rise to a conflict of interest. The Company will disclose situations where the organisational or administrative arrangements made by the Company to manage conflicts of interest were not reasonably sufficient.

## **X. COMPLAINTS HANDLING**

In accordance with the regulation applicable in Luxembourg, the Company has implemented and maintains effective and transparent procedures for the reasonable and prompt handling of complaints received from Shareholders. The information regarding those procedures shall be made available to Shareholders free of charge.

## **XI. STRATEGIES FOR THE EXERCISE OF VOTING RIGHTS**

In accordance with the regulations applicable in Luxembourg, the Company has developed an adequate and effective strategy for determining when and how voting rights attached to instruments held in the managed portfolios are to be exercised, to the exclusive benefit of the Company.

## **XII. GENERAL INFORMATION**

### **A. FINANCIAL YEAR**

The financial year of the Company (a “**Financial Year**”) begins on 1<sup>st</sup> January of each calendar year and terminates on 31<sup>st</sup> December of the same calendar year. The first Financial Year has begun at the date of the incorporation and ended on 31<sup>st</sup> December 2023.

### **B. GENERAL MEETINGS OF SHAREHOLDERS**

The Annual General Meeting of the Shareholders is held each calendar year in Luxembourg at the registered office of the Company or at such other place as may be specified in the notice of the meeting in Luxembourg, at any date and time decided by the Board of Directors but no later than six months after the end of the Financial Year of the Company. It was held for the first time in 2024. Other meetings of Shareholders may be held at such place and time as may be specified in the respective notices of meeting.

To the extent required by law, the notice shall be published in the RESA, in a Luxembourg newspaper and in such other newspapers as the Board of Directors may decide.

If all Shares are in registered form and if no publications are required by law, notices to Shareholders may be mailed by registered mail, or in any manner as set forth in applicable law. If so permitted by law, the convening notice may be sent to a Shareholder by any other means of communication having been accepted by such Shareholder. The alternative means of communication are email, the ordinary letter or any other means satisfying the conditions provided for by law.

Any Shareholder having accepted email as an alternative means of convening shall provide his email to the Company no later than fifteen (15) days before the date of the general meeting.

A Shareholder who has not communicated his email to the Company shall be deemed to have rejected any convening means other than the registered letter and the ordinary letter.

Any Shareholder may change its address or its email or revoke its consent to alternative means of convening provided that its revocation or its new contact details are received by the Company no later than fifteen (15) days before the general meeting. The Board of Directors is authorised to ask for confirmation of such new contact details by sending a registered letter or an email, as appropriate, to this new address or email. If the Shareholder fails to confirm his new contact details, the Board of Directors shall be authorised to send any subsequent notice to the previous contact details.

The Board of Directors is free to determine the most appropriate means for convening Shareholders to a Shareholders' meeting and may decide on a case by case basis. The Board of Directors may, for the same general meeting, convene Shareholders to the general meeting by email as regards those Shareholders that have provided their email address in time and the other Shareholders by letter.

This notice shall indicate the time and place of the general meeting, the admission conditions, the agenda and the quorum and majority requirements.

Each Share grants the right to one vote. The Board of Directors may suspend the voting rights to each Shareholder who is in default of his obligations under the Articles of Incorporation or the Prospectus or the subscription agreement he may have entered into. In case the voting rights of one or more Shareholders are suspended in accordance with the previous sentence, such Shareholders shall be called and may attend the general meeting but their Shares shall not be taken into account for determining whether the quorum and majority requirements are satisfied. The vote on a possible payment of dividend in a Sub-Fund requires the majority of the votes of the Shareholders of the concerned Sub-Fund and any amendment to the Articles of Incorporation leading to a change in the rights of a Sub-Fund must be approved by a decision of the general meeting of Shareholders and by the meeting of the concerned Sub-Fund's Shareholders.

The Board of Directors is not required to send the annual accounts, as well as the report of the approved statutory auditor and the management report at the same time as the convening notice to the Annual General Meeting of Shareholders. Unless otherwise provided for in the convening notice to the Annual General Meeting of Shareholders, the annual accounts, as well as the report of the approved statutory auditor and the management report, will be available at the registered office of the Company. The convening notice to general meetings of Shareholders may provide that the quorum and the majority at the general meeting is determined according to the Shares issued and outstanding at a certain date and time preceding the general meeting (referred to as "record date"). The right of a Shareholder to attend a general meeting and to exercise a voting right attaching to his Shares is determined in accordance with the Shares held by the Shareholder at the record date.

### **C. TERMINATION OF THE COMPANY**

#### **1. Duration of the Company**

There is no limit to the duration of the Company. The Company (and all the Sub-Funds and Classes) may, however, be dissolved, liquidated or any of its Sub-Funds or Classes closed or merged in the circumstances described under the following paragraphs.

#### **2. Dissolution and Liquidation of the Company**

The Company may, at any time, be dissolved by a resolution taken by the general meeting of Shareholders subject to the quorum and majority requirements as defined in the Articles of Incorporation of the Company and in the 2010 Law relating to undertakings for collective investment, as may be amended from time to time.

Whenever the capital falls below two thirds of the minimum capital as provided by the 2010 Law, the Board of Directors must submit the question of the dissolution of the Company to the general meeting of shareholders. The general meeting, for which no quorum shall be required, shall decide by a simple majority of the votes of the Shares represented at the meeting.

The question of the dissolution and of the liquidation of the Company shall also be referred to the general meeting of Shareholders whenever the capital falls below one quarter of the minimum capital as provided by the 2010 Law. In such event the general meeting shall be held without quorum requirements and the dissolution or the liquidation may be decided by the Shareholders holding one quarter of the votes present or represented at that meeting.

The meeting must be convened so that it is held within a period of forty days from ascertainment that the Net Assets of the Company have fallen below two thirds or one quarter of the legal minimum as the case may be.

The issue of new Shares by the Company shall cease on the date of publication of the notice of the general Shareholders' meeting, to which the dissolution and liquidation of the Company shall be proposed.

The liquidation shall be carried out by one or several liquidators (who may be natural persons or legal entities) named by the meeting of Shareholders effecting such dissolution and which shall determine their powers and their compensation. The appointed liquidator(s) shall realise the assets of the Company, subject to the supervision of the relevant supervisory authority in the best interest of the Shareholders.

The proceeds of the liquidation of each Sub-Fund, net of all liquidation expenses, shall be distributed by the liquidators among the holders of Shares in each Class in accordance with their respective rights.

The amounts not claimed by Shareholders at the end of the liquidation process shall be deposited, in accordance with Luxembourg law, with the Caisse de Consignation in Luxembourg until the statutory limitation period has lapsed.

### 3. Termination of Sub-Funds or Classes of Shares

The Board of Directors may decide, at any moment, the termination of any Sub-Fund or Class of Shares.

In the case of termination of a Sub-Fund or Class, the Board of Directors may offer to the Shareholders of such Sub-Fund or Class the conversion (if not prohibited) of their Shares into Shares of another Sub-Fund or Class, under the terms fixed by the Board of Directors.

In the event that for any reason the value of the Net Assets in any Sub-Fund or Class of Share has decreased below EUR 2,500,000 the minimum level for such Sub-Fund or Class of Shares to be operated in an economically efficient manner, or if a change in the economic or political situation would have material adverse consequences on the Company's investments, the Directors may decide (i) to compulsorily redeem all the Shares of the relevant Sub-Fund or Classes at the Net Asset Value per Share, taking into account actual realisation prices of investments and realisation expenses and calculated on the Valuation Day at which such decision shall take effect or (ii) to offer to the Shareholders of the relevant Sub-Fund or Class the conversion (if not prohibited) of their Shares into Shares of another Sub-Fund or Class.

The Company shall serve a notice to the Shareholders of the relevant Sub-Fund or Class of Shares prior to the effective date of the compulsory redemption, which will indicate the reasons for and the procedure of the redemption operations. Registered Shareholders will be notified in writing or in such manner as may be deemed appropriate by the Board of Directors. The Board of Directors may indeed decide to send such notices to the Shareholders via e-mail, and/or publish them on the website of the Company, Management Company and/or in one or more newspapers and/or in the RESA. Unless it is otherwise decided in the interests of, or to maintain equal treatment between, the Shareholders, the Shareholders of the Sub-Fund or Class concerned may continue to request redemption or conversion of their Shares free of charge, taking into account actual realisation prices of investments and realisation expenses and prior to the date effective for the compulsory redemption.

Assets which may not be distributed to their owners upon the implementation of the redemption will be deposited with the Depositary of the Company for a period of six months thereafter; after such period, the assets will be deposited with the Caisse de Consignation on behalf of the persons entitled thereto.

All redeemed shares will be cancelled in the books of the Company.

### 4. Merger of Sub-Funds or Classes of Shares

The Board of Directors may decide to proceed with a merger (within the meaning of the 2010 Law) of the Company or of one of the Sub-Funds, either as receiving or absorbed UCITS or Sub-Fund, subject to the conditions and procedures imposed by the 2010 Law, in particular concerning the merger project and the information to be provided to the Shareholders, as follows:

#### 1. Merger of the Company

The Board of Directors may decide to proceed with a merger of the Company, either as receiving or absorbed UCITS, with:

- another Luxembourg or foreign UCITS (the "**New UCITS**"); or
- a sub-fund thereof,

and, as appropriate, to redesignate the Shares of the Company as Shares of this New UCITS, or of the relevant sub-fund thereof as applicable.

In case the Company is the receiving UCITS (within the meaning of the 2010 Law), solely the Board of Directors will decide on the merger and effective date thereof.

In case the Company is the absorbed UCITS (within the meaning of the 2010 Law), and hence ceases to exist, the general meeting of the Shareholders must decide on the effective date of the merger by a resolution adopted with no quorum requirement and at a simple majority of the votes cast at such meeting by the present or represented Shareholders. Such decision must be recorded by notarial deed.

## 2. Merger of Sub-Funds

The Board of Directors may decide to proceed with a merger of any Sub-Fund, either as receiving or absorbed Sub-Fund, with:

- another existing Sub-Fund within the Company or another sub-fund within a New UCITS (the “**New Sub-Fund**”); or
- a New UCITS,

and, as appropriate, to redesignate the Shares of the Sub-Fund concerned as Shares of the New UCITS, or of the New Sub-Fund as applicable.

## 3. Rights of the Shareholders and costs to be borne by them

In all the above mentioned merger cases, the Shareholders will in any case be entitled to request, without any charge other than those retained by the Company or the Sub-Fund to meet disinvestment costs, the redemption of their Shares, in accordance with the provisions of the 2010 Law. A notice will be sent to the Shareholders concerned by the merger at their address indicated in the register of Shareholders or in such manner as may be deemed appropriate by the Board of Directors. The Board of Directors may indeed decide to send such notices to the Shareholders via e-mail, and/or publish them on the website of the Company, Management Company and/or in one or more newspapers and/or in the RESA. The Shareholders not wishing to participate in the merger may request within a month from the given notice to redeem their Shares. This redemption shall be carried at the relevant Net Asset Value determined the day when the request of redemption is deemed to have been received.

## 4. Merger of Classes of Shares of the Company

The Board of Directors may also decide to merge two (or more) Classes of Shares from the same Sub-Fund if the Net Asset Value of a Class of Shares is below EUR 5.000.000 (or currency equivalent) or in the event of special circumstances beyond its control, such as political, economic, or military emergencies, or if the Board of Directors should conclude, in light of prevailing market or other conditions, including conditions that may adversely affect the ability of a Class to operate in an economically efficient manner, and with due regard to the best interests of Shareholders, that a Class should be merged. A notice will be sent to the Shareholders of Classes concerned by the merger at their address indicated in the register of Shareholders or in such manner as may be deemed appropriate by the Board of Directors. The Board of Directors may indeed decide to send such notices to the Shareholders via e-mail, and/or publish them on the website of the Company, Management Company and/or in one or more newspapers and/or in the RESA. The Shareholders not wishing to participate in the merger may request within a month from the given notice to redeem their Shares. This redemption shall be carried free of redemption charges at the relevant Net Asset Value determined the day when the request of redemption is deemed to have been received. Any applicable contingent deferred sales charges are not to be considered as redemption charges and shall therefore be due.

## 5. Transfer to a Sub-Fund of the Company

The Board of Directors may decide to accept the transfer to a Sub-Fund of the Company (the “**Receiving Sub-Fund**”) of either (a) a sub-fund of another collective investment undertaking, or (b) another collective investment undertaking, either (i) incorporated under Luxembourg law, or (ii) established in another Member State of the European Union, or (iii) established in a non European country (the “**Absorbed Fund**”). To avoid any investment breach due to such transfer, and in the interest of the Shareholders of the Receiving Sub-Fund, the portfolio of the Absorbed Fund shall be compliant with the investment policy of the Receiving Sub-Fund.

## 6. Division of Sub-Funds

If the Board of Directors determines that it is in the interests of the Shareholders of the relevant Sub-Fund or Class or that a change in the economic or political situation relating to the Sub-Fund or Class concerned has occurred which would justify it, the reorganisation of one Sub-Fund or Class, by means of a division into two or more Sub-Funds or Classes, may take place. This decision will be notified to Shareholders as required. The notification will also contain information about the two or more new Sub-Funds or Classes. The notification will be made at least one month before the date on which the reorganization becomes effective in order to enable the Shareholders to request the sale of their Shares, free of charge, before the operation involving division into two or more Sub-Funds or Classes

becomes effective. Any applicable contingent deferred sales charges are not to be considered as redemption charges and shall therefore be due.

Any request for subscription shall be suspended as from the moment of the announcement of the division of the relevant Sub-Fund.

#### **D. REPORTS AND ACCOUNTS OF THE COMPANY – INFORMATION TO SHAREHOLDERS**

The audited annual report of the Company for each Financial Year will be available to Shareholders at the registered office of the Company within four months of the end of the relevant Financial Year. In addition, the unaudited semi-annual report of the Company for the period from 1<sup>st</sup> January up to 30<sup>th</sup> June of the same year (a “**semi-annual period**”) will be available at the registered office of the Company within two months from the end of the relevant semi-annual period. The first report was an annual report for the period starting at the constitution and ending on 31 December 2023. The first unaudited semi-annual report of the Company was for the period from the date of the constitution up to 30<sup>th</sup> June 2023.

For the purpose of establishing the consolidated annual reports, the Net Assets of the Company shall be expressed in EUR. For the purpose of this calculation, the Net Assets of each segregated Sub-Fund shall be converted into EUR. The report shall comprise specific information on each Sub-Fund as well as consolidated information on the Company.

All other communications to Shareholders shall be done through a notice that will be either published in a Luxemburger newspaper and in newspapers of countries where the Company's Shares are offered, or sent to the Shareholders at their address indicated in the Shareholders' register or communicated via other means as deemed appropriate by the Board of Directors and if required by the Luxembourg Law, in the RESA.

#### **E. DOCUMENTS FOR INSPECTION**

Copies of the following documents may be inspected at the registered office of the Company at 11, Avenue Emile Reuter, L-2420 Luxembourg, during normal business hours on any Business Day:

- a) the Articles of Incorporation;
- b) the material contracts referred to above;
- c) the latest annual audited financial reports of the Company; and
- d) the latest non-audited semi-annual financial reports of the Company, if published since the last annual financial reports.

In addition, Shareholders may obtain copies of the Articles of Incorporation, this Prospectus, each Key Information Document and the latest annual or semi-annual financial reports, free of charge, at the registered office of the Administrative Agent at 11, avenue Emile Reuter, L-2420 Luxembourg; Operational center 08-10 Porte de France, L-4360 Esch-Sur Alzette, during normal business hours on any Business Day.

Information and documents other than Key Information Documents are translated, at the choice of the Company, into the official language, or one of the official languages, of the Company host Member State, into a language approved by competent authorities of that Member State, or into a language customary in the sphere of international finance.

#### **F. KEY INFORMATION DOCUMENTS**

Key Information Documents are translated into the official language, or one of the official languages, of the Company host Member State, or into a language approved by competent authorities of that Member State.

Key Information Documents constitute pre-contractual information. It shall be fair, clear and not misleading. It shall be consistent with the relevant parts of the Prospectus.

#### **G. INFORMATION TO SHAREHOLDERS**

The attention of the ultimate investors is drawn on the fact that they may not be fully indemnified in case of NAV calculation errors or non-compliance when they are invested through financial intermediaries.

## **APPENDIX A**

### **INVESTMENT RESTRICTIONS**

The Board of Directors shall, based upon the principle of risk spreading, have power to determine the corporate and investment policy for the investments for each Sub-Fund, the Reference Currency of a Sub-Fund and the course of conduct of the management and business affairs of the Company.

The assets of each Sub-Fund must be invested in accordance with the restrictions on investments set out in Part I of the 2010 Law and such additional restrictions, if any, as may be adopted from time to time by the Directors with respect to any Sub-Fund such as those described under the chapter entitled *Investment Objectives and Policies*.

#### **A. INVESTMENT IN TRANSFERABLE SECURITIES AND LIQUID ASSETS**

##### **1) The Company, in each Sub-Fund, may solely invest in**

- a) Transferable securities and Money market instruments admitted to or dealt in on a Regulated Market within the meaning of Directive 2004/39/EC of the European Parliament and of the Council of 21 April 2004 on markets in financial instruments;
- b) Transferable securities and Money market instruments dealt in on another Regulated Market in a Member State of the European Union, which is regulated, operates regularly and is recognised and is open to the public;
- c) Transferable securities and Money market instruments admitted to official listing on a stock exchange an OECD country being FATF member should the market operate regularly and be recognised and open to the public ;
- d) Recently issued Transferable securities and Money market instruments provided that:
  - i) the terms of issue include an undertaking that application be made for admission to official listing in any of the stock exchanges or Regulated Markets referred to above;
  - ii) such admission is secured within one year of the issue.
- e) Units or shares of UCITS authorised according to Directive 2009/65/EC and/or other UCIs within the meaning of the first and second indent of Article 1 paragraph (2) of the Directive 2009/65/EC, should they be situated in a Member State of the European Union or not, provided that:
  - i) such other UCIs are authorised under laws which state that they are subject to supervision considered by the Luxembourg Supervisory Authority as equivalent as that laid down in Community legislation and that co- operation between authorities is sufficiently ensured (included, but not limited to European Union, Canada, Hong Kong, Japan, Switzerland, United States of America);
  - ii) the level of guaranteed protection offered to the unit holders/shareholders in such other UCIs is equivalent to that provided for unit holders/shareholders in a UCITS, and in particular that the rules on asset segregation, borrowings, lending and uncovered sales of Transferable securities and Money market instruments are equivalent to the requirements of Directive 2009/65/EC;
  - iii) the business of such other UCIs is reported in semi-annual and annual reports to enable an assessment of the assets and liabilities, income and operations over the reporting period;
  - iv) each sub-fund of the UCITS or of the other UCIs in which each Sub-Fund of the Company intends to invest, may not, according to its constitutive documents, invest more than 10% of its Net Assets in aggregate, in units/shares of other UCITS or other UCIs;
- f) Deposits with credit institutions which are repayable on demand or have the right to be withdrawn, and maturing in no more than 12 (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 an OECD Country being FATF member, provided that it is subject to prudential rules considered by the Luxembourg Supervisory Authority as equivalent to those laid down in Community law;
- g) Financial derivative instruments within the meaning of Directive 2007/16/EU including equivalent cash settled instruments, dealt in on a Regulated Market referred to in sub-paragraphs a), b), c) above and/or financial derivative instruments dealt in over-the-counter ("OTC Derivatives") provided that:
  - i) the underlying consists of instruments covered by the paragraph 1) above (points a to f), financial indices within the meaning of Directive 2007/16/EU, interest rates, foreign exchanges rates or currencies in which each of the Sub-Funds may invest according to their investment objective;
  - ii) the counterparties to OTC derivative transactions are first rated and specialised institutions subject to prudential supervision, and belonging to the categories approved by the Luxembourg Supervisory Authority, and



- iii) the OTC derivatives are subject to reliable and verifiable valuation on a daily basis and can be sold, liquidated or closed by an offsetting transaction at any time at their fair value at the Company's initiative.
- h) Money market instruments other than those dealt in on a Regulated Market and referred to in Article 1 of the 2010 Law, if the issue or the issuer of such instruments are themselves regulated for the purpose of protecting investors and savings, and provided that they are:
  - i) issued or guaranteed by a central, regional, or local authority, a central bank of a Member State, the European Central Bank, the European Union or the European Investment Bank, a non Member State or, in the case of a Federal State, by one of the members making up the federation, or by a public international body to which one or more Member States belong, or
  - ii) issued by an undertaking whose securities are dealt in on Regulated Markets referred to in sub-paragraphs a), b) or c); or
  - iii) issued or guaranteed by an establishment subject to prudential supervision, in accordance with the criteria defined by the EU law or by an establishment which is subject to and complies with prudential rules considered by the Luxembourg Supervisory Authority to be at least equivalent to those laid down in EU law within the meaning of Directive 2007/16/EU; or
  - iv) issued by other bodies belonging to the categories approved by the Luxembourg Supervisory Authority provided that investments in such instruments are subject to investor protection, within the meaning of Directive 2007/16/EU, equivalent to that laid down in the first, the second and the third indent above and provided that the issuer is a company whose capital and reserves amount at least to ten million Euro (EUR 10,000,000.-) and which presents and publishes its annual accounts in accordance with the Fourth Directive 78/660/EEC, is an entity which, within a group of companies which includes one or several listed companies, is dedicated to the financing of the group or is an entity which is dedicated to the financing of securitisation vehicles which benefit from a banking liquidity line.

## 2) However,

- ◆ Each Sub-Fund of the Company may invest a maximum of 10% of its Net Assets in Transferable securities and Money market instruments other than those referred to in paragraph (1);
- ◆ The Company may hold liquidity on an ancillary basis. The holding of cash will be limited to 20% of its Net Assets for each Sub-Fund.

## 3) Risk Diversification Rules

- a) Each Sub-Fund may not invest more than 10% of its Net Assets in Transferable securities or Money market instruments issued by the same issuer.  
Each Sub-Fund may not invest more than 20% of its Net Assets in deposits made with the same issuer. The risk exposure to a counterparty of each Sub-Fund in an OTC derivative transaction may not exceed 10% of its Net Assets when the counterparty is a credit institution referred to in (1) f) above or 5% of its Net Assets in other cases.
- b) In addition to the limit set forth in point a) above, the total value of Transferable securities and Money market instruments amounting more than 5% of the Net Assets of one Sub-Fund, must not exceed 40% of the Net Assets of this Sub-Fund. This limitation does not apply to deposit and OTC derivative transactions made with financial institutions subject to prudential supervision.

Notwithstanding the individual limits laid down in paragraph a), b) above, each Sub-Fund may not combine:

- i) investments in Transferable securities or Money market instruments issued by a single issuer, and
- ii) deposits made with a single issuer and,
- iii) exposures arising from OTC derivatives transactions undertaken with a single issuer for more than 20% of the Sub-Fund's Net Assets.
- c) The limit of 10% in sub-paragraph 3 a) above may be increased to a maximum of 35% in respect of Transferable securities and Money market instruments which are issued or guaranteed by a Member State of the European Union (a "**Member State**") or its local authorities, by an OECD country being FATF member or by public international bodies of which one or more Member States are members, and such securities and Money market instruments need not be included in the calculation of the limit of 40% stated in sub-paragraph 3) b).
- d) The limit of 10% in sub-paragraph 3 a) above may be increased to a maximum of 25% in respect of certain bonds issued by a credit institution whose registered office is situated in a Member State of the European

Union and which is subject, by virtue of law, to particular public supervision in order to protect the holders of such bonds. For purposes hereof, “qualifying debt securities” are securities the proceeds of which are invested in accordance with applicable law in assets providing a return which will cover the debt service through the maturity date of the securities and which will be applied on a priority basis to the payment of principal and interest in the event of a default by the issuer. To the extent that a relevant Sub-Fund invests more than 5% of its Net Assets in debt securities issued by such an issuer, the total value of such investments may not exceed 80% of the Net Assets of such Sub-Fund. Such investment need not be included in the calculation of the limit of 40% stated in sub-paragraph 3 b).

The ceilings set forth in paragraph 3 above may not be combined, and accordingly, investments in the securities and Money market instruments issued by the same body, in deposits or derivative instruments made with this body, accomplished in compliance with the provisions set forth in paragraph 3, may under no circumstances exceed 35% of any Sub-Fund’s Net Assets.

- e) The limit of 10% in sub-paragraph 3 a) above is raised to a maximum of 20% for investments in shares and/or bonds issued by the same body when, according to the incorporation documents of the UCITS, the aim of the UCITS’ investment policy is to replicate the composition of a certain stock or bond index which:
- is sufficiently diversified,
  - represents an adequate benchmark for the market to which it refers,
  - is published in an appropriate manner

The limit laid down in sub-paragraph 3 a) above is raised to 35% where that proves to be justified by exceptional market conditions in particular in regulated markets where certain Transferable securities and Money market instruments are highly dominant. The investment up to this limit is only permitted for a single issuer.

- f) Companies which are included in the same group for the purposes of consolidated accounts (as defined in accordance with Directive 83/349/ EEC or in accordance with recognised international accounting rules) are considered as a single body or issuer for the purpose of calculating the limits contained in this section. Each Sub-Fund may invest in aggregate up to 20% of its Net Assets in Transferable securities and Money market instruments within the same group.

**Notwithstanding the ceilings set forth above, each Sub-Fund is authorised to invest in accordance with the principle of risk spreading, up to 100% of its Net Assets in Transferable securities and Money market instruments issued or guaranteed by a Member State of the European Union, by its local authorities, by an OECD country being FATF member or public international bodies of which one or more Member State(s) of the European Union are members provided that:**

- a) such securities are part of at least six different issues, and**  
**b) the securities from any one issue do not account for more than 30% of the Net Assets of such Sub-Fund.**

Such authorisation will be granted should the Shareholders have a protection equivalent to that of Shareholders in UCITS complying with the limits laid down in 3) above.

#### **4) Limitations on Control**

The Company may:

- a) not acquire more than 10% of the debt securities of any single issuing body;
- b) not acquire more than 10% of the non-voting shares of any single issuing body;
- c) not acquire more than 10% of the Money market instruments of any single issuing body;
- d) not acquire more than 25% of the units of the same UCITS or other single collective investment undertaking;

The limits laid down in (b), (c) and (d) may be disregarded at the time of acquisition if at that time the gross amount of the debt securities or of the Money market instruments, or the net amount of the securities in issue, cannot be calculated.

The Company may not acquire any shares carrying voting rights which would enable the Company to take legal or management control or to exercise significant influence over the management of the issuing body.

**5) The ceilings set forth under 4) above do not apply in respect of**

- a) Transferable securities and Money market instruments issued or guaranteed by a Member State of the European Union or by its local authorities;
- b) Transferable securities and Money market instruments issued or guaranteed by any other state which is not a Member State of the European Union;
- c) Transferable securities and Money market instruments issued by a public international body of which one or more Member State(s) of the European Union is/are member(s);
- d) shares held by UCITS in the capital of a company which is incorporated under or organised pursuant to the laws of a state which is not a Member State of the European Union provided that (i) such company invests its assets principally in securities issued by issuers of the state, (ii) pursuant to the law of that state a participation by the relevant Sub-Fund in the equity of such vehicle constitutes the only possible way to purchase securities of issuers of that state, and (iii) such vehicle observes in its investments policy the restrictions set forth in paragraph 3) above as well as in B. a) hereafter.
- e) shares held by the Company in the capital of subsidiaries carrying on exclusively the business of management, advice or marketing of the Company in the country/state where the subsidiary is located, regarding the repurchase of units/shares requested by the unit holders/shareholders.

The investment restrictions listed above and in B. a) hereafter apply at the time of purchase of the relevant investments. If these limits are exceeded with respect to a Sub-Fund for reasons beyond the control of the Sub-Fund or when exercising subscription rights, the Sub-Fund shall adopt as a priority objective for the sales transactions of the relevant Sub-Fund the remedying of that situation, taking due account of the interests of the Shareholders.

While ensuring observance of the principle of risk-spreading, the Company may derogate from limitations 3) to 5) above and in B. a) hereafter for a period of six months following the date of its inscription to the Luxembourg official list of UCIs.

If the limits referred from 3) to 5) above and in B. a) hereafter are exceeded for reasons beyond the control of the Company or as the exercise of subscription rights, the Company must adopt as a priority objective for its sales transactions the remedying of that situation, taking due account of the best interest of the Shareholders.

**B. INVESTMENT IN OTHER ASSETS**

**a)** If the Company acquires units or shares of other UCITS or UCIs that are managed directly or indirectly by the Management Company or a company with which it is linked by way of common management or control, or by a substantial direct or indirect holding, no subscription or redemption fee may be charged to the Sub-Fund's assets in respect of such investments. Moreover, where more than 50% of the net assets of a Sub-Fund are invested in other UCITS or UCIs that are managed directly or indirectly by the Management Company or a company with which it is linked by way of common management or control, or by a substantial direct or indirect holding, the relevant Sub-Fund Annex under Part II of the Prospectus will indicate the maximum level of management fees that may be charged both the Sub-Fund itself and to the other UCIs in which it intends to invest.

The Company may acquire no more than 25% of the units of the same UCITS and/or other UCI. This limit may be disregarded at the time of acquisition if at that time the net amount of the units in issue cannot be calculated. In case of a UCITS or other UCI with multiple sub-funds, this restriction is applicable by reference to all units issued by the UCITS/UCI concerned, all sub-funds combined.

The underlying investments held by the UCITS or other UCIs in which the Company invests do not have to be considered for the purpose of the investment restrictions set forth under **A** above.

A Sub-Fund may subscribe, acquire and/or hold securities to be issued or issued by one or more Sub-Funds of the Company without the Company being subject to the requirements of the law of 10 August 1915 on commercial companies, as amended by the Luxembourg law of 23 August 2016, as the same may be amended from time to time with respect to the subscription, acquisition and /or the holding by a company of its own shares, under the condition however that:

- (i) the target Sub-Fund does not, in turn, invest in the Sub-Fund invested in the target Sub-Fund.
- (ii) no more than 10% of the assets that the target Sub-Funds may be invested in aggregate in shares of other target Sub-Funds of the Company

- (iii) the voting rights linked to the securities of the target Sub-Funds are suspended during the period of investment
- (iv) in any event, for as long as these securities are held by the Company, their value will not be taken into consideration for the calculation of the Net Asset Value for the purposes of verifying the minimum threshold of the net assets imposed by the 2010 Law; and
- (v) there is no duplication of management/subscription or redemption fees between those at the level of the Sub-Fund having invested in the target Sub-Fund and those of the target Sub-Fund.

**b)** The Company will not acquire precious metals or certificates representing them.

**c)** The Company may not enter into transactions involving commodities or commodity contracts, except that the Company may employ techniques and instruments relating to Transferable securities set out in Appendix B-*Investment Techniques*.

**d)** The Company will not purchase or sell real estate or any option, right or interest therein, provided the Company may invest in securities secured by real estate or interests therein or issued by companies which invest in real estate or interests therein.

However, the Company may acquire movable and immovable property which is essential for the direct pursuit of its activity;

**e)** The Company may not carry out uncovered sales of Transferable securities, Money market instruments or other financial instruments referred to above which are not fully paid.

**f)** The Company will not grant loans or act as guarantor on behalf of third parties. This limitation will not prevent the Company from acquiring Transferable securities, Money market instruments or other financial instruments referred to 1) above.

**g)** The Company will not mortgage, pledge, hypothecate or otherwise encumber as security for indebtedness any securities held for the account of any Sub-Fund, except as may be necessary in connection with the borrowings mentioned in f) above, and then such mortgaging, pledging, or hypothecating may not exceed 10% of the Net Asset Value of each Sub-Fund. In connection with swap transactions, option and forward exchange transactions or futures transactions the deposit of securities or other assets in a separate account shall not be considered a mortgage, pledge or hypothecation for this purpose.

**h)** The Company will not underwrite or sub-underwrite securities of other issuers.

### **C. BORROWING TRANSACTIONS**

The Directors are empowered to exercise all of the borrowing powers of any Sub-Fund, subject to any limitations under the Appendix A - *Investment Restrictions*, and to charge the assets of the relevant Sub-Fund as security for any such borrowings.

A Sub-Fund may not borrow money, grant loans or act as guarantor on behalf of third parties, except that (i) foreign currency may be acquired by means of a back-to-back loan (i.e. borrowing one currency against the deposit or an equivalent amount of another currency), provided that where foreign currency borrowings exceed the value of the back-to-back deposit, any excess shall be regarded as borrowings and is therefore aggregated with other borrowings for the purposes of the 10% limit referred to below; and (ii) a Sub-Fund may incur temporary borrowings in an amount not exceeding 10% of its Net Assets.

Where a Sub-Fund is authorised to borrow under the following points, that borrowing shall not exceed 15% of its assets in total.

- the borrowing is on a temporary basis and represents no more than 10% of its assets, or
- the borrowing enables the acquisition of immovable property essential for the direct pursuit of its business and represents no more than 10% of its assets.

The restriction hereabove to not grant loans or act as guarantor on behalf of third parties shall not prevent such undertakings from acquiring Transferable securities, Money market instruments or other financial instruments referred to in Article 41, paragraph (1), points e), g) and h) of 2010 Law which are not fully paid.

## **D. GLOBAL EXPOSURE**

As part of the risk-management process, the global exposure of each Sub-Fund is measured and controlled by the absolute Value at Risk (“**VaR**”) approach, unless specified otherwise in the annex dedicated to each Sub-Fund.

In financial mathematics and financial risk management, the VaR is a widely used risk measure of the risk of loss on a specific portfolio of financial assets. For a given investment portfolio, probability and time horizon, VaR is defined as a threshold value such that the probability that the mark-to-market loss on the investment portfolio over the given time horizon exceeds this value (assuming normal markets and no trading in the investment portfolio).

The calculation of the VaR must be done according to the following calculation standards:

- confidence interval of 99%
- holding period equivalent to one month (20 business days)
- historical observation period of 180 weeks
- update of the data every 6 weeks
- daily calculation and storage

In principle, UCITS must apply an instant price choc equivalent to a 20 days price variation and a confidence interval of 99%. The Board of Directors, in its discretion, may request the VaR to be monitored separately for share classes.

### **Calculation standards used in the model**

The VaR is calculated daily on the basis of the absolute VaR approach, using one tail confidence interval of 99%, with a holding period of 20 days. As stated above the observation period is 180 weeks, updated every 6 weeks. Depending on the realized returns and their distribution, the Company may consider a lower confidence level (not lower than 95%) and shorter holding period; the VaR limit would be rescaled using the quantile of the normal distribution and the square root of time rule. These calculations are in line with the standards defined in ESMA Guidelines 10/788 Box 15.

For the purposes of the limitation of the global exposure, the Company, for each Sub-Fund, ensures that the global exposure associated with the total portfolio’s positions of the Sub-Fund, calculated by means of the absolute VaR, does not exceed 20%.

### **Leverage**

Sub-Funds using the VaR approach must also indicate their expected level of leverage. Leverage is a measure of total exposure of all derivatives and is calculated as the sums of the notionals of the derivatives used. The level of leverage may however vary significantly over time depending on market environment, and may exceed the expected level from time to time.

## **APPENDIX B**

### **INVESTMENT TECHNIQUES**

#### **1. Techniques and instruments relating to Transferable securities**

For the purpose of hedging and efficient portfolio management, the Sub-Funds may, but are not required to, undertake transactions relating to financial futures, (i.e. interest rate, currency, stock index and futures on Transferable securities), warrants and options contracts traded on a Regulated Market, transactions relating to OTC options, swaps and swaptions with highly rated financial institutions specialising in this type of transaction and participating actively in the relevant OTC market. Sub-Funds which undertake such transactions will bear specific costs associated to this type of transaction.

##### **(a) Options on Transferable securities**

A Sub-Fund may buy and sell put and call options on Transferable securities. At the conclusion as well as during the existence of contracts for the sale of call options on securities, a Sub-Fund will hold either the underlying securities, matching call options, or other instruments (such as warrants) that provide sufficient coverage of the commitments resulting from these transactions. The underlying securities related to written call options may not be disposed of as long as these options are outstanding unless such options are covered by matching options or by other instruments that can be used for that purpose. The same applies to equivalent call options or other instruments which a Sub-Fund must hold where it does not have the underlying securities at the time of the writing of such options.

Where a put option is sold, the Sub-Fund's corresponding portfolio must be covered for the full duration of the contract by adequate liquid assets that would meet the exercise value of the contract, should the option be exercised by the counterpart.

##### **(b) Hedging through stock market index futures, warrants and options**

As a global hedge against the risk of unfavourable stock market movements, a Sub-Fund may sell futures contracts on stock market indices, and may also sell call options, buy put options or transact in warrants on stock market indices, provided there is sufficient correlation between the composition of the index used and the Sub-Fund's corresponding portfolio. The total commitment resulting from such futures, warrants and option contracts on stock market indices may not exceed the global valuation of securities held by the relevant Sub-Fund's corresponding portfolio in the market corresponding to each index.

##### **(c) Hedging through interest rate futures, options, warrants, swaps and swaptions**

As a global hedge against interest rate fluctuations, a Sub-Fund may sell interest rate futures contracts and may also sell call options, buy put options or transact in warrants on interest rates or enter into OTC interest rates swaps or swaptions with highly rated financial institutions specialising in this type of instruments. The total commitment resulting from such futures, swaps, swaptions, warrants and option contracts on interest rates may not exceed the total market value of the assets to be hedged held by the Sub-Fund in the currency corresponding to these contracts.

##### **(d) Futures, warrants and options on other financial instruments for a purpose other than hedging**

As a measure towards achieving a fully invested portfolio and retaining sufficient liquidity, a Sub-Fund may buy or sell futures, warrants and options contracts on financial instruments (other than Transferable securities or currency contracts), such as instruments based on stock market indices and interest rates, provided that these are in line with the stated investment objective and policy of the corresponding Sub-Fund and the total commitment arising from these transactions together with the total commitment arising from the sale of call and put options on Transferable securities at no time exceeds the Net Asset Value of the relevant Sub-Fund.

With regard to the "total commitment" referred to in the preceding paragraph, the call options written by the Sub-Fund on Transferable securities for which it has adequate cover do not enter in the calculation of the total commitment.

**Each Sub-Fund may also buy and sell futures on Transferable securities. The limits applicable to this investment are the ones described above under the point 1) Techniques and instruments relating to Transferable securities.**

(e) Swaps for the purpose of hedging and efficient portfolio management

A swap is a contract (typically with a bank or a brokerage firm) to exchange two streams of payment (for example, an exchange of floating rate payments for fixed payments). A Sub-Fund may enter into swap contracts under the following restrictions:

- each of these swap contracts shall be entered into with first class financial institutions in the Investment Manager's or the relevant Sub-Investment Manager's opinion that specialize in these types of transactions; and
- all such permitted swap transactions must be executed on the basis of industry accepted documentation/standardized documentation, such as the ISDA Master Agreement.

Subject to the investment restrictions, the Sub-Funds may also enter into performance swaps or total rate of return swaps ("TRORS"), that are contracts in which one party receives interest payments on a reference asset plus any capital gains and losses over the payment period, while the other receives a specified fixed or floating cash flow unrelated to the credit worthiness of the reference asset, especially where the payments are based on the same notional amount. The reference asset may be any asset, index or basket of assets.

The performance swap or TRORS, then, allow one party to derive multiple economic benefit of owning an asset without putting that asset on its balance sheet, and allow the other (which does retain that asset on its balance sheet) to buy protection against loss in its value.

Under no circumstances shall these operations cause a Sub-Fund to diverge from its investment objectives as laid down under "Investment Objective" and "Investment Policy" of each Sub-Fund.

(f) Credit Default Swaps

Investment Manager may also use credit default swaps ("**CDS**"). In each Sub-Fund provided (i) that the use of CDS must fit the investment and risk profiles of the Sub-Fund concerned, (ii) that there is an adequate permanent coverage of the commitments linked to the CDS and that (iii) the Sub-Fund concerned is always in a position to honour the shareholders' redemption requests. The selected CDS must be sufficiently liquid so as to allow the Sub-Fund concerned to sell/settle the contracts in question at the defined theoretical prices. The counterparty in these cases must be a prime financial institution that is specialising in this type of transaction. Both the issuer and the underlying borrower must always follow the investment policy described in this issue Prospectus.

When using CDS, the counterparty pays the opposite a premium in exchange for a compensatory payment if an agreed credit event (e.g. a default in interest payments) occurs in the underlying reference unit (e.g. bonds, notes) to one of the reference parties.

The periodic payment of premium is normally expressed in basis points per nominal value. In principle, premiums are paid periodically for a default hedge. Short-term transactions may, however, be set up beforehand.

The counterparties are normally referred to as insurance buyers (who pay the premium) and insurance sellers (who pay the compensatory payment). Depending on the terms of the agreement, the insurance buyer delivers the reference asset (or other agreed asset, which either ranks equally or as a subordinated basis in terms of payment) at par. Alternatively, the settlement may also be in cash.

If the objective of the investor is to transfer or acquire a credit risk on the derivatives market, the default swap is the most suitable and liquid instrument.

A credit default swap is a short-term fixed-income investment which is no different to a bond in terms of credit risk. If a reference party is no longer able to meet its payment obligations, the insurance buyer delivers to the insurance seller (investor) a Eurobond, as specified in the contractual terms, to replace the repayment amount.

In the event of a default, in principle, all the bonds of an issuer of the reference asset are traded at the same prices as they include a cross default clause and fall due for direct payment. Accordingly, the investor's position is the same regardless of whether he has invested in a government bond or in a default swap.

The advantages of a credit default swap are:

- they are sometimes traded with higher spreads (the difference between the buying and selling price) than bonds due to factors related to supply and demand or the credit spread curve of the country.
- frequently they offer the only opportunity to invest in fixed-income securities with very short maturities.

The additional risk of credit default swaps is:

- additional counterparty risk.

For liquidity reasons or the fact that the market assumes that certain bonds are treated differently in the event of default, it is possible that not all bonds in default will be traded at the same United States dollar price. This aspect is reflected directly in the price of the credit default swap.

Investors benefit from this type of transaction as the Sub-Fund can thereby achieve better diversification of country risk and can make very short-term investments under attractive terms.

The obligation from CDS can be defined as follows:

- the obligations correspond to the net selling position of the underlying reference unit or asset (nominal value of reference + accrued interest + premiums paid),
- the obligations from CDS should not exceed 20% of the Sub-Fund's Net Assets,
- the total obligations from the "cds" along with the obligations arising from the other transactions should not exceed the Net Assets of the Sub-Fund.

The general diversification rules (e.g. 10% of the Net Assets in one issuer) must apply to the CDS issuer and to the CDS' final debtor risk ("underlying").

At the date of this Prospectus, the Sub-Fund invests neither in swaps nor in TRORS nor in CDS.

## **2. Techniques and Instruments on currencies for purposes other than hedging**

Each Sub-Fund of the Company may, for purposes other than hedging, purchase and sell futures contracts and options on currencies traded on a Regulated Market. Alternatively, each Sub-Fund may undertake OTC transactions as swap agreements on currencies and forward exchange contracts with highly rated financial institutions specialising in this type of transaction and participating actively in the relevant OTC market. These techniques and instruments on currencies for purposes other than hedging must meet in each Sub-Fund the following conditions:

- a) they may only be used in the sole and exclusive interest of the Shareholders for the purpose of offering an interesting return versus the risks incurred,
- b) the total of net commitments (these being calculated per currency) arising from the techniques used for purposes other than hedging as well as arising from the transactions as referred to in Appendix B.1 d) together with the total commitment arising from the sale of call and put options on Transferable securities may at no time exceeds the Net Asset Value of the relevant Sub-Fund.

In case of use of techniques and instruments on currencies for purposes other than hedging, precisions will be inserted in the Sub-Funds' particularities under Part II.

## **3. Techniques and instruments to protect against exchange risks**

For the purpose of protecting against currency fluctuation, the Sub-Funds may undertake transactions relating to financial futures, warrants and options contracts traded on a Regulated Market. Alternatively, the Sub-Funds may undertake transactions relating to OTC options, swaps and swaptions with highly rated financial institutions specialising in this type of transaction and participating actively in the relevant OTC market.

In order to hedge foreign exchange risks, a Sub-Fund may have outstanding commitments in currency futures and/or sell call options, purchase put options or transact in warrants with respect to currencies, or enter into currency forward contracts or currency swaps. The hedging objective of the transactions referred to above presupposes the existence of a direct relationship between the contemplated transactions and the assets or liabilities to be hedged and implies that, in principle, transactions in a given currency may not exceed the valuation of the aggregate assets denominated in that currency nor may they, as regards their duration, exceed the period during which such assets are held.



#### 4. Other instruments

##### (a) Warrants

Warrants shall be considered as Transferable securities if they give the investor the right to acquire newly issued or to be issued Transferable securities. The Sub-Funds, however, may not invest in warrants where the underlying is gold, oil or other commodities.

The Sub-Funds may invest in warrants based on Transferable securities, interest rates, currency and stock exchange indices for the purpose of efficient portfolio management.

##### (b) Rules 144 A Securities

The Sub-Funds may invest in so-called Rule 144A securities which are securities that are not required to be registered for resale in the United States under an exemption pursuant to Section 144A of the 1933 Act ("**Rule 144A Securities**"), but can be sold in the United States to certain institutional buyers. A Sub-Fund may invest in Rule 144A Securities, provided that such securities are issued with registration rights pursuant to which such securities may be registered under the 1933 Act and traded on the US OTC Fixed Income Securities market. Such securities shall be considered as newly issued Transferable securities within the meaning of point A. 1) c) under "*2. Investment Powers and Restrictions*" hereabove.

In the event that any such securities are not registered under the 1933 Act within one year of issue, such securities shall be considered as falling under point A. 2) under "*Appendix A Investment Restrictions*" and consequently subject to the 10% limit of the Net Assets of the Sub-Fund.

##### (c) Structured Notes

Subject to any limitations in its investment objective and policy and to the *Investment Restrictions* outlined above, each Sub-Fund may invest in structured notes, comprising listed government bonds, medium-term notes, certificates or other similar instruments issued by prime rated issuers where the respective coupon and/or redemption amount has been modified (or structured), by means of a financial instrument. These notes are valued by brokers with reference to the revised discounted future cash flows of the underlying assets. The investment restrictions are applying on both the issuer of the notes as well as on the underlying of such notes.

## **APPENDIX C**

### **SPECIAL RISK CONSIDERATIONS AND RISK FACTORS**

Investment in an Investment Company with Variable Capital such as the Company carries with it a degree of risk including, but not limited to, the risks referred to below. This list details those risks identified at the time of the issue of this document. Risks may arise in the future which could not have been anticipated in advance. Risk factors may apply to each Sub-Fund to varying degrees, and this exposure will also vary over time. **The investment risks described below are not purported to be exhaustive and potential investors should review this Prospectus in its entirety and consult with their professional advisors, before making an application for Shares in any Sub-Fund.** Changes in rates of currency exchange between the value of the currency of an investor's domicile and of the currency of the Shares may cause the value of Shares to go up or down in terms of the currency of an investor's domicile. In addition, the levels and bases of, and tax relief, from taxation to which both the Company and Shareholders may be subject, may change. **The Net Asset Value of any Sub-Fund may go up or down and Shareholders may not get back the amount invested or any return on their investment. Shareholders who are subject to an initial sales commission payable at the time of the subscription as described under the chapter entitled *Investing in the Company*, should view their investment as medium to long-term given the difference between the subscription price and the Redemption Price for their Shares.**

If you are in any doubt about the suitability of an investment in a Sub-Fund, or if you are not confident you understand the risks involved, please contact your financial or other professional advisor for further information.

#### **Market Risk**

The investments of the Company may go up and down due to changing economic, political or market conditions, or due to an issuer's individual situation.

#### **Emerging markets Risk**

Because of the special risks associated with investing in emerging or developing markets, certain Sub-Funds should be considered as more speculative. Investors are strongly advised to consider carefully the special risks involved in developing markets, which are greater than the usual risks of investing in foreign securities.

Economies in developing markets generally are dependent heavily upon international trade and, accordingly, have been and may continue to be affected adversely by trade barriers, exchange controls, managed adjustments in relative currency values and other protectionist measures imposed or negotiated by the countries with which they trade. These economies also have been and may continue to be affected adversely by economic conditions in the countries in which they trade.

Brokerage commissions, custodial services and other costs relating to investment in emerging markets generally are more expensive than those relating to investment in more developed markets. Lack of adequate custodial systems in some markets may prevent investment in a given country or may acquire Sub-Funds to accept greater custodial risks in order to invest, although the Depositary Bank will endeavour to minimise such risks through the appointment of correspondents that are international, reputable and creditworthy financial institutions. In addition, such markets have different settlement and clearance procedures. In certain markets there have been times when settlements have been unable to keep pace with the volume of securities transactions, making it difficult to conduct such transactions. The inability of the concerned Sub-Fund to make intended securities purchases due to settlement problems could cause the Sub-Fund to miss attractive investment opportunities. Inability to dispose of a portfolio security caused by settlement problems could result either in losses to the Sub-Fund due to subsequent declines in value of the portfolio security or, if the Sub-Fund has entered into a contract to sell the security, could result in potential liability to the purchaser.

The risk also exists that an emergency situation may arise in one or more developing markets as a result of which trading of securities may cease or may be substantially curtailed and prices for the Sub-Fund's portfolio securities in such markets may not be readily available.

#### **Equity Risk**

Sub-Funds investing in common stocks and other equity securities are subject to Market risk that historically has resulted in greater price volatility than experienced by bonds and other fixed income securities.

Recently, the financial markets have evidenced an exceptional level of volatility. Continued volatility could disrupt the investment strategy of the Sub-Fund, decrease the value of the Sub-Fund's portfolio and adversely impact its profitability.

### Growth Securities

Sub-Funds investing in a growth style are subject to the risk of growth securities being typically quite sensitive to market movements because of their market prices tendency to reflect future expectations. When it appears that those expectations will not be met, the prices of growth securities typically fall. An investment in growth securities may under-perform certain other stock investments during periods when growth stocks are out of favor.

### Interest Rate Risk

A Sub-Fund that invests in bonds and other fixed income securities may decline in value if interest rates change. In general, the prices of debt securities rise when interest rates fall, and fall when interest rates rise. Longer term bonds are usually more dependent on interest rate changes.

### Credit Risk

The value of a Sub-Fund may be adversely affected if any of the institution which cash is invested in or deposited with suffers insolvency or other financial difficulties. A Sub-Fund that invests in bonds and other fixed income securities, is subject to the risk that some issuers may not make payments on such securities. Furthermore, an issuer may suffer adverse changes in its financial condition that could lower the credit quality or a security, leading to greater volatility in the price of the security and in the value of the Sub-Fund. A change in the quality rating of a bond or other security can also affect the security's liquidity and make it more difficult to sell.

A Sub-Fund that invests in lower quality debt securities, high yield securities, is more susceptible to these problems and its value may be more volatile.

### Currency Risk

Because the assets and liabilities of a Sub-Fund may be denominated in currencies different from the reference Currency, the Sub-Fund may be affected favourably or unfavourably by exchange control regulations or changes in the exchange rates between such Reference Currency and other currencies. Changes in currency exchange rates may influence the value of a Sub-Fund's Shares, and also may affect the value of dividends and interests earned by a Sub-Fund and gains and losses realised by a Sub-Fund. The exchange rates between the reference Currency and other currencies are determined by supply and demand in the currency exchange markets, the international balances of payments, governmental intervention, speculation and other economic and political conditions. If the currency in which a security is denominated appreciates against the Reference Currency, the price of the security could increase. Conversely, a decline in the exchange rate of the currency would adversely affect the price of the security. The risk of such declines is more pronounced with currencies of developing countries.

To the extent that a Sub-Fund seeks to use any techniques or instruments to hedge or to protect against currency exchange risk, there is no guarantee that hedging or protection will be achieved. Unless otherwise stated in any Sub-Fund's investment policy, there is no requirement that any Sub-Fund seeks to hedge or to protect against currency exchange risk in connection with any transaction.

To the extent that a Sub-Fund seeks to use any techniques or instruments on currencies for purposes other than hedging, the Sub-Fund may be affected favourably or unfavourably by the currencies' fluctuations.

### Derivatives Instruments

A Sub-Fund's use of derivatives such as futures, options, warrants, forwards, swaps and swaptions involves increased risks. A Sub-Fund's ability to use such instruments successfully depends on its Investment Manager's or Sub-Investment Manager's ability to accurately anticipate movements in stock prices, interest rates, currency exchange rates or other economic factors and the availability of liquid markets. If the Investment Manager's or Sub-Investment Manager's anticipations are wrong, or if the derivatives do not work as anticipated, the Sub-Fund could suffer greater losses than if the Sub-Fund had not used the derivatives.

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

Risks inherent in the use of such derivative instruments also include the imperfect correlation between the price of options and futures contracts and options on these contracts and movements in the prices of the securities, Money market instruments or currencies being hedged; the possibility of a non-liquid secondary market for a particular

instrument at a given time; and the risk that a Sub-Fund may not be able to purchase or sell a portfolio security during a favourable period or the risk that a Sub-Fund may have to sell a portfolio security during an unfavourable period.

When a Sub-Fund enters into a derivative instrument transaction, it is exposed to counterparty risk.

In some instances, the use of the above mentioned instruments may have the effect of leveraging the Sub-Fund. According to CSSF Circular 11/512 the prospectus shall, pursuant to Article 47 of the 2010 Law, include a prominent statement specifying whether financial derivative transactions may be used for hedging purposes or in furtherance of the investment objectives as well as the possible effects of using financial derivative instruments on the risk profile. In addition, if the net asset value of a UCITS is susceptible to increased volatility as a result of the composition of the portfolio or the management techniques that may be used, the prospectus has to contain a prominent statement drawing attention to this characteristic of the UCITS.

Leveraging adds increased risks because losses may be out of proportion to the amount invested on the instrument. These instruments are highly volatile instruments and their market values may be subject to wide fluctuations.

#### Investment in Structured Notes

The primary risks affecting the Sub-Funds investing in Structured Notes are "*Credit Risk*," "*Interest Rate Risk*" and "*Liquidity Risk*."

Credit Risk refers to the likelihood that the Sub-Fund could lose money if an issuer is unable to meet its financial obligations, such as the payment of principal and/or interest on an instrument, or goes bankrupt. The Sub-Fund may invest a portion of its assets in structured notes which are not guaranteed by any government of the OECD, which may make the Sub-Fund subject to substantial credit risk. This is especially true during periods of economic uncertainty or during economic downturns.

Credit risk is much more present than in other fixed income products as these Structured Notes are linked to the credit risk of a portfolio of underlying issuers.

Interest Rate Risk refers to the possibility that the value of the Sub-Fund's portfolio investments may fall since fixed income securities generally fall in value when interest rates rise. The longer the term of a fixed income instrument, the more sensitive it will be to fluctuations in value from interest rate changes. Changes in interest rates may have a significant effect on this Sub-Fund, because it may hold securities with long terms to maturity and structured notes.

Liquidity Risk refers to the possibility that the Sub-Fund may lose money or to be prevented from earning capital gains if it cannot sell a security at the time and price that is most beneficial to the Sub-Fund and may be unable to raise cash to meet redemption requests. Because structured securities may be less liquid than other securities, the Sub-Fund may be more susceptible to liquidity risks than funds that invest in other securities.

#### Investment in REITs

Investments in REITs and real estate securities may be subject to certain of the same risks associated with the direct ownership of real estate. These risks include: declines in the value of real estate generally; changes in neighborhood or property appeal; environmental clean-up costs; condemnation or casualty losses; risks related to general and local economic conditions; legislative or regulatory changes; over-building and competition; increases in property taxes and operating expenses; lack of availability of mortgage funds; high or extended vacancy rates; and rent controls or variations in rental income. The general performance of the real estate industry has historically been cyclical and particularly sensitive to economic downturns. Rising interest rates may cause REIT investors to demand a higher annual return, which may cause a decline in the prices of REIT equity securities. Rising interest rates also generally increase the costs of obtaining financing, which could cause the value of a Fund's investments to decline. During periods of declining interest rates, certain mortgage REITs may hold mortgages that the mortgagors may elect to prepay, and such prepayment may diminish the yield on securities issued by those REITs. In addition, mortgage REITs may be affected by the borrowers' ability to repay their debt to the REIT when due. Equity REIT securities may be affected by changes in the value of the underlying property owned by the REIT and the ability of tenants to pay rent. In addition, REITs may not be diversified, can be dependent on heavy cash flow and are subject to self-liquidation. REITs are subject to the possibility of failing to qualify for tax-free pass-through of income and failing to maintain exemption under the United States Investment Company Act of 1940, as amended. Also, equity REITs may be dependent upon management skill and may be subject to the risks of obtaining adequate financing for projects on favorable terms. REITs may have limited financial resources, may trade less frequently and in a limited volume, and may be subject to more abrupt or erratic price movements than more widely held securities.

#### Non-U.S. Securities Risk

Non-U.S. securities, including American Depositary Receipts ("**ADRs**"), Global Depositary Receipts ("**GDRs**"), similar depositary receipts and equities denominated in U.S. Dollars issued by non-U.S. issuers are subject to more risks

than U.S. domestic investments. These additional risks include potentially less liquidity and greater price volatility, as well as risks related to adverse political, regulatory, market or economic developments. Foreign companies also may be subject to significantly higher levels of taxation than U.S. companies, including potentially confiscatory levels of taxation, thereby reducing their earnings potential.

In addition, amounts realised on foreign securities may be subject to high and potentially confiscatory levels of foreign taxation and withholding. Investments in non-U.S. securities also involves exposure to fluctuations in foreign currency exchange rates; withholding and other taxes; trade settlement, custodial, and other operational risks; and the less stringent investor protection and disclosure standards of some foreign markets. In addition, foreign markets can and often do perform differently from U.S. markets.

#### OTC transactions

Certain Sub-Funds may engage in OTC transactions with banks or brokers acting as counterpart. Participants to such markets are not protected against defaulting counterparts in their transactions because such contracts are not guaranteed by a clearing house.

#### Management risks

Structured notes are usually managed by other asset managers, therefore performance of these products is highly reliant on the ability of the asset manager to achieve its own objective of performance and to maintain appropriate staff (i.e. managers specialized in credit, credit analysts) and systems.

#### Accumulation of fees

As the Company intends to invest in other investments funds, the Shareholders will incur a duplication of fees and commissions (management fees, Depositary fees, Central Administration fees ...).

#### Liquidity risk

A Sub-Fund may lose money or be prevented from earning capital gains if or when particular securities are difficult to purchase or sell, possibly preventing a Sub-Fund from selling such securities at an advantageous time or price that would have been most beneficial to the Sub-Fund, or possibly requiring the Sub-Fund to dispose of other investments at unfavourable times and prices in order to satisfy its obligations. A Sub-Fund with an investment policy that involves securities of smaller companies, investments in real estate, foreign securities, investments in emerging markets, non-publicly traded securities, derivative instruments or securities with substantial sector-specific risks, Market risks and/or Credit risk tend to have a greater exposure to Liquidity risk.

#### Counterparty risk

A Sub-Fund that invests in OTC contracts may find itself exposed to risk arising from the solvency of its counterparts and from their ability to respect the conditions of these contracts. The Sub-Fund may thus enter into futures, options and swap contracts including CDS or use derivative techniques, each of which involves the risk that the counterpart will fail to respect its commitments under the terms of each contract.

#### Leverage risk

Risks inherent in the use of foreign currency contracts, swaps, futures contracts and options on these contracts include: the higher the leverage, the greater the variation in the price of the derivative in the event of a fluctuation in the price of the underlying asset (in comparison with the subscription price determined according to the conditions of the derivative). The risk of derivatives thus increases in parallel with an increase in the leverage effect.

#### Cross-Liability risk

For the purpose of the relations between the investors of different Sub-Funds, each Sub-Fund will be deemed to be a separate entity with, but not limited to, its own contributions, capital gains, losses, charges and expenses. Thus, liabilities of an individual Sub-Fund which remain undischarged will not attach to the Company as a whole. However, while Luxembourg law states that, unless otherwise provided for in the fund documentation, there is no cross-liability, there can be no assurance that such provisions of Luxembourg law will be recognised and effective in other jurisdictions. There is no segregation of liabilities between Classes of the same Sub-Fund.

#### Business dependent upon key individuals

The success of the Company is significantly dependent upon the expertise of key people within the Investment Manager or the Investment Sub-Manager and any future unavailability of their services could have an adverse impact on the Company's performance.

#### Operational risk

A failure or delay in the systems, processes and controls of the Sub-Fund or its service providers (including all safekeeping of assets) could lead to losses for the Sub-Fund.

#### Exchange Rates

Shareholders should be aware that such an investment may involve exchange rate risks. For example (i) the Sub-Fund's assets may be denominated in a currency other than the Reference Currency; (ii) the Shares may be denominated in a currency other than the currency of the Shareholder's home jurisdiction; and/or (iii) the Shares may be denominated in a currency other than the currency in which a Shareholder wishes to receive his monies. Exchange rates between currencies are determined by factors of supply and demand in the international currency markets which are influenced by macro economic factors, speculation and central bank and government intervention (including the imposition of currency controls and restrictions). Fluctuations in exchange rates may affect the value of the Shares. Shareholders of Classes of Shares denominated in a currency other than the Reference Currency of the Sub-Fund will be subject to the risk that the value of their respective functional currency will fluctuate against the Reference Currency. The Sub-Fund may, in the discretion of the Investment Manager, attempt to reduce or minimize the effect of fluctuations in the exchange rate on the value of the non Reference Currency Shares. There is no guarantee that any FX hedging for non Reference Currency Classes of Shares will achieve the objective of reducing the effect of exchange rate fluctuations.

#### Repurchase and Reverse Repurchase Agreements

A Sub-Fund may enter into repurchase and reverse repurchase agreements which involve certain risks. For example, if the seller of securities to a Sub-Fund under a reverse repurchase agreement defaults on its obligation to repurchase the underlying securities, as a result of its bankruptcy or otherwise, such Sub-Fund will seek to dispose of such securities, which action could involve costs or delays. If a seller defaults on its obligation to repurchase securities under a reverse repurchase agreement, a Sub-Fund may suffer a loss to the extent that it is forced to liquidate its position in the market, and proceeds from the sale of the underlying securities are less than the repurchase price agreed to by the defaulting seller.

#### Structured products risk

The investor is well aware that the product is built with the purchase of stocks and the sale of options. It can in no way be considered a capital guaranteed product. The secondary market valuation of the product may strongly be affected according to interest rates movements, dividend payments, underlying fluctuations, market volatility. Moreover, we indicate that the guarantor of structured product has a credit rating and a credit spread that might change over time, this affecting the secondary market price. Also the investor should be aware that the redemption at maturity of such structured product is subject to the non occurrence of any credit event or event of default affecting the guarantor during the life of the structured product.

#### Contingent Convertible Capital Instruments

Contingent convertible capital instruments ("**CoCos**") are hybrid capital securities that absorb losses when the capital of the issuing bank falls below a certain level. A comprehensive appreciation of the value of the instrument also needs to consider the underlying loss absorption mechanism and whether the CoCo is a perpetual note with discretionary coupons (AT1 CoCos) or has a stated maturity and fixed coupons (T2 CoCos). CoCo yields tend to be higher than those of higher-ranked debt instruments of the same issuer and are highly dependent on their two main design characteristics – the trigger level and the loss absorption mechanism. CoCos can absorb losses either by converting into common equity or by suffering a principal writedown. The trigger can be either mechanical (ie defined numerically in terms of a specific capital ratio) or discretionary (ie subject to supervisory judgment). For perpetual instruments (AT1 CoCos) discretionary coupon payments may be cancelled by the issuer at any point, for any reason, and for any length of time.

### Risks linked to the investments in CoCos are the following:

- Trigger level risk: trigger levels differ and determine exposure to conversion risk depending on the CET1 distance to the trigger level.

The conversion triggers will be disclosed in the prospectus of each issuance. Nonetheless, the investor needs an ongoing understanding of the amount of CET1 the issuer has in place relative to the trigger level. The amount of CET1 varies depending on the issuer while trigger levels differ depending on the specific terms of issuance. The trigger could be activated either through a material loss in capital as represented in the numerator or an increase in risk weighted assets as measured in the denominator. Transparency is critical to mitigating the risk.

- Coupon cancellation: coupon payments on AT1 instruments are entirely discretionary and may be cancelled by the issuer at any point, for any reason, and for any length of time.

While all CoCos (AT1 and T2) are subject to conversion or write down when the issuing bank reaches the trigger level, for AT1s there is an additional source of risk for the investor in the form of coupon cancellation in a going concern situation. *Coupon* payments on AT1 instruments are entirely discretionary and may be cancelled by the issuer at any point, for any reason, and for any length of time. The cancellation of *coupon* payments on AT1 CoCos does not amount to an event of default. Cancelled payments do not accumulate and are instead written off. This significantly increases uncertainty in the valuation of AT1 instruments and may lead to mispricing of risk. Perhaps most challenging to investors, given the required absence of dividend stoppers/pushers, the AT1 holders may see their coupons cancelled while the issuer continues to pay dividends on its common equity and variable compensation to its workforce.

- Capital structure inversion risk: contrary to classic capital hierarchy, CoCo investors may suffer a loss of capital when equity holders do not.

In certain scenarios, holders of CoCos will suffer losses ahead of equity holders, e.g., when a high trigger principal write-down CoCo is activated. This cut against the normal order of capital structure hierarchy where equity holders are expected to suffer the first loss. This is less likely with a low trigger CoCo when equity holders will already have suffered loss. Moreover, high trigger Tier 2 CoCos may suffer losses not at the point of gone concern but conceivably in advance of lower trigger AT1s and equity.

- Call extension risk: AT1 CoCos are issued as perpetual instruments, callable at pre-determined levels only with the approval of the competent authority.

It cannot be assumed that the perpetual CoCos will be called on call date. AT1 CoCos are a form of permanent capital. The investor may not receive return of principal if expected on call date or indeed at any date.

- Unknown risk: the structure of the instruments is innovative yet untested.

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

- Yield Valuation risk: investors have been drawn to the instrument as a result of the CoCos' often attractive yield which may be viewed as a complexity premium.

Yield has been a primary reason this asset class has attracted strong demand, yet it remains unclear whether investors have fully considered the underlying risks. Relative to more highly rated debt issues of the same issuer or similarly rated debt issues of other issuers, CoCos tend to compare favourably from a yield standpoint. The concern is whether investors have fully considered the risk of conversion or, for AT1 CoCos, coupon cancellation.

- Concentration risk (Issuer / Industry): exposure to an issuer or industry might be taken through different securities among the capital structure, increasing therefore the concentration on the issuer industry. Instrument behavior might differ according to their hierarchy in the capital structure.

- Conversion /write down risk: conversion into equity or writes down will occur in case the trigger level is reached or if the regulatory authority considers the bank's existence threatened;

- Liquidity risk: instrument might suffer from a lack of marketability preventing it to be bought or sold quickly enough to prevent or minimize a loss.

### Sustainable risk

Issuers of financial securities face sustainability risks such as:

- transition risks, resulting from the development of a low-carbon economic model (regulatory and legal risks, technological risks, reputational risks or risks linked to market opportunities),
- physical risks, resulting from damage caused by extreme weather and climate events. These can be acute (due to natural events such as fires), or chronic (related to sustained higher temperatures and long-term geographic shifts such as rising sea level). These include heat, cold, drought, tropical cyclones, fires and floods.
- social and human rights risks, impacting negatively workers and surrounding communities (forced labour and slavery, child labour, respect for indigenous peoples and their cultural heritage, the right of ownership, discrimination,

freedom of association, the health and safety of persons, the decent nature of working conditions, remuneration and social protection, the right to privacy),  
- governance and other ethical risks (embargoes and sanctions, terrorism, corruption and bribery, resources appropriation, tax evasion, data protection).

These sustainability risks can cause an actual or a potential material negative impact on the value of an investment.



**APPENDIX D**  
**GLOSSARY OF TERMS**

**In this Prospectus the following words and phrases have the meanings set forth below:**

<u>Administrative Agent</u>	means	Société Générale Luxembourg acting as administrative agent of the Company on appointment by the Management Company.
<u>Articles of Incorporation</u>	means	The articles of incorporation of the Company, as amended from time to time.
<u>Board of Directors</u>	means	The board of directors of the Company.
<u>Business Day</u>	means	Any full working day in Luxembourg and Monaco for the Sub-Funds Talents UCITS Fund - Multi-Assets Convictions and Talents UCITS Fund - Alpha Total Return.  Any full working day in Luxembourg and France for the Sub-Fund Talents UCITS Fund – Descartes Credit Return 2028.  Any full working day in Luxembourg for the Sub-Fund Talents UCITS Fund – Global Opportunities.
<u>Calculation Day</u>	means	The Business Day during which the Administrative Agent calculates the Net Asset Value dated as of a given Valuation Day.  On any such Calculation Day, the calculation of the Net Asset Value is made using closing prices of the Valuation Day on the markets where the securities held by the concerned Sub-Fund are negotiated.
<u>Class/Class of Share</u>	means	Class of Shares (the characteristics of which are set out under the <i>Summary Table of Shares issued by the Company</i> ).
<u>Contingent convertible capital instruments (CoCos)</u>	means	are defined as hybrid capital securities that absorb losses when the capital of the issuing bank falls below a certain level.
<u>CSSF</u>	means	Commission de Surveillance du Secteur Financier of Luxembourg which is the Luxembourg Supervisory Authority or its successor.
<u>Depositary Bank/Depositary</u>	means	Société Générale Luxembourg, acting as Depositary bank and principal paying agent of the Company on appointment by the Company.
<u>Depositary Agreement</u>	means	the depositary and paying agent agreement entered into for an unlimited period of time between the Company, the Management Company and the Depositary.
<u>Directors</u>	means	the members of the Board of Directors of the Company.
<u>Domiciliation Agent</u>	means	Société Générale Luxembourg acting as domiciliary agent of the Company.
<u>EMTN</u>	means	are defined as securities whose cash flow characteristics depend upon one or more indices or that have embedded forwards or options or securities where an investor's investment return and the issuer's payment obligations are contingent on, or highly sensitive to, changes in the value of underlying assets, indices, interest rates or cash flows.
<u>ESMA 2012/832</u>	means	ESMA Guidelines and Recommendations 2012/832 dated 18 December 2012 regarding Guidelines on ETFs and other UCITS issues and implemented in the Luxembourg regulation by the CSSF Circular 13/559.
<u>ETF</u>	means	a marketable security that tracks an index, a commodity, bonds or a basket of assets like an index fund.
<u>EU Level 2 Regulation</u>	means	Commission Delegated Regulation (EU) 2016/438 of 17.12.2015 supplementing Directive 2009/65/EC of the European Parliament and of the Council with regard to obligations of depositaries.
<u>FATCA</u>		Means Compliance Act Enacted in 2010 as part of the Hiring Incentives to Restore Employment act, the FATCA regime addresses perceived abuses by US taxpayers with respect to offshore financial assets. FATCA compels Foreign Financial Institutions to report U.S. financial assets holders to the IRS.

<u>Institutional Investors</u>	means	An institutional investor as defined from time to time by the guidelines or recommendations of the competent Luxembourg financial supervisory authority.
<u>Intermediary</u>	means	Any sales agent, distributor, servicing agent and/or nominee appointed to offer and sell the Shares to investors and handle the subscription, redemption, conversion or transfer requests of Shareholders.
<u>Investment Grade</u>	means	a qualifier given by rating agencies to companies having a rating greater than or equal to BBB- according to the Standard & Poor's (S&P) classification scale. This qualifier is reserved for issuers having a low probability of default according to the rating agencies. They are in contrast to bonds with a lower rating (from BB+ to D according to S&P), commonly called High Yield, whose probability of default is generally higher.
<u>Investment Managers</u>	means	Jukoï Capital S.A.M acting as investment managers of the Company on appointment by the Management Company for certain Sub-Funds identified in this Prospectus. The Management Company may act as investment manager for certain Sub-Funds identified in this Prospectus.
<u>Issue Price</u>	means	the Net Asset Value per Share of the relevant Sub-Fund expressed with three decimals and rounded up or down to the nearest unit of the Reference Currency
<u>Key Information Document</u>	means	The Key Information Document issued in relation to each Class of Shares of each Sub-Fund.
<u>2010 Law</u>	means	The Luxembourg law relating to undertakings for collective investment dated 17 December 2010, as amended by the Law implementing Directive 2014/91/EU.
<u>NFFE</u>	means	means an "NFFE" means any Non-U.S. Entity that is not an FFI as defined in relevant U.S. Treasury Regulations or is an Entity described in subparagraph B(4)(j) of the VI section of the ANNEX I of the Agreement between the Government of the Grand Duchy of Luxembourg and the Government of the United States of America to Improve International Tax Compliance and with respect to The United States information reporting provisions commonly known as the Foreign Account Tax Compliance Act signed in G.D. of Luxembourg on 28th of march 2014, and also includes any Non-U.S. Entity that is established in Luxembourg or another Partner Jurisdiction and that is not a Financial Institution.
<u>Out of pocket expenses</u>	means	all reasonable costs, expenses and disbursement that are not provisioned but that may be attributed to the Company.
<u>Passive NFFE</u>	means	means any NFFE that is not (i) an Active NFFE, or (ii) a withholding foreign partnership or withholding foreign trust pursuant to relevant U.S. Treasury Regulations.
<u>Active NFFE</u>	means	means any NFFE that meets any of the following criteria: a) Less than 50 percent of the NFFE's gross income for the preceding calendar year or other appropriate reporting period is passive income and less than 50 percent of the assets held by the NFFE during the preceding calendar year or other appropriate reporting period are assets that procedure or are held for the production of passive income; b) The stock of the NFFE is regularly traded on an established securities market or the NFFE is a Related Entity of an Entity the stock of which is regularly traded on an established securities market; c) The NFFE is organized in a U.S. Territory and all of the owners of the payee are bona fide residents of that U.S. Territory; d) The NFFE is a government (other than the U.S. government), a political subdivision of such government (which for the avoidance of doubt, includes a state, province, county, or municipality), or a public body performing a function of such government or a political subdivision thereof, a government of a U.S. Territory, an international organization, a non-U.S. central bank of issue, or an Entity wholly owned by one or more of the foregoing;

		<p>e) Substantially all of the activities of the NFFE consist of holding (in whole or in part) the outstanding stock of, or providing financing and services to, one or more subsidiaries that engage in trades or businesses other than the business of a Financial Institution, except that an Entity shall not qualify for NFFE status if the Entity functions (or holds itself out) as an investment fund, such as a private equity fund, venture capital fund, leveraged buyout fund, or any investment vehicle whose purpose is to acquire or fund companies and then hold interests in those companies as capital assets for investment purposes;</p> <p>f) The NFFE is not yet operating a business and has no prior operating history, but is investing capital into assets with the intent to operate a business other than that of a Financial Institution, provided that the NFFE shall not qualify for this exception after the date that is 24 months after the date of the initial organization of the NFFE;</p> <p>g) The NFFE was not a Financial Institution in the past five years, and is in the process of liquidating its assets or is reorganizing with the intent to continue or recommence operations in a business other than that of a Financial Institution;</p> <p>h) The NFFE primarily engages in financing and hedging transactions with, or for, Related Entities that are not Financial Institutions, and does not provide financing or hedging services to any Entity that is not a Related Entity, provided that the group of any such Related Entities is primarily engaged in a business other than that of a Financial Institution;</p> <p>i) The NFFE is an "excepted NFFE" as described in relevant U.S. Treasury Regulations; or</p> <p>j) The NFFE meets all of the following requirements:</p> <p>i. It is established and operated in its jurisdiction of residence exclusively for religious, charitable, scientific, artistic, cultural, athletic, or educational purposes; or it is established and operated in its jurisdiction of residence and it is a professional organization, business league, chamber of commerce, labor organization, agricultural or horticultural organization, civic league or an organization operated exclusively for the promotion of social welfare;</p> <p>ii. It is exempt from income tax in its jurisdiction of residence;</p> <p>iii. It has no shareholders or members who have a proprietary or beneficial interest in its income or assets;</p> <p>iv. The applicable laws of the NFFE's jurisdiction of residence or the NFFE's formation documents do not permit any income or assets of the NFFE to be distributed to, or applied for the benefit of, a private person or non-charitable Entity other than pursuant to the conduct of the NFFE's charitable activities, or as payment of reasonable compensation for services rendered, or as payment representing the fair market value of property which the NFFE has purchased; and</p> <p>v. The applicable laws of the NFFE's jurisdiction of residence or the NFFE's formation documents require that, upon the NFFE's liquidation or dissolution, all of its assets be distributed to a governmental entity or other non-profit organization, or escheat to the government of the NFFE's jurisdiction of residence or any political subdivision thereof.</p>
<u>Non Participating FFI</u>	means	<p>means a nonparticipating Financial Institution, as that term is defined in relevant U.S. Treasury Regulations, but does not include a Luxembourg Financial Institution or other Partner Jurisdiction Financial Institution other than a Financial Institution treated as a Nonparticipating Financial Institution pursuant to subparagraph 2(b) of Article 5 of the Agreement between the Government of the Grand Duchy of Luxembourg and the Government of the United States of America to Improve International Tax Compliance and with respect to The United States information reporting provisions commonly known as the Foreign Account Tax Compliance Act signed in G.D. of Luxembourg on 28th of march 2014, or the corresponding provision in an agreement between the United States and a Partner Jurisdiction.</p>

<u>Management Company</u>	means	Société Générale Investment Solutions (Europe) acting as Management Company of the Company.
<u>Market</u>	means	Any Regulated Market as defined in this glossary of terms.
<u>MCAR</u>	means	Marginal contribution to active risk. The investment team utilizes MCAR to monitor sector allocations and are typically within a 5% to 10% nominal range of benchmark weightings. Sector allocation is primarily the result of individual stock selection process and active risk controls.
<u>Money market instruments</u>	means	Instruments normally dealt in on the money market which are liquid and have a value which can be accurately determined at any time. These instruments have a maturity at issuance or a residual maturity of up to 397 days or undergoing regular yield adjustments in line with money market conditions at least every 397 days within the meaning of Directive 2007/16/EU.
<u>Net Asset Value/NAV</u>	means	The net asset value of any Class within any Sub-Fund determined in accordance with the relevant provisions detailed in section VI "Net Asset Value".
<u>OECD Countries</u>	means	Countries that are members, from time to time, of the Organisation for Economic Co-operation and Development, including as of the date of this Prospectus, Australia, Austria, Belgium, Canada, Chile, Czech Republic, Denmark, Estonia, Finland, France, Germany, Greece, Hungary, Iceland, Ireland, Israel, Italy, Japan, South Korea, Luxembourg, Mexico, The Netherlands, New Zealand, Norway, Poland, Portugal, Slovak Republic, Slovenia, Spain, Sweden, Switzerland, Turkey, United Kingdom, United States.
<u>Prospectus</u>	means	The prospectus of the Company, which is deemed to include the latest available annual report and, where applicable, the non-audited semi-annual report, if published since the last annual report. These reports form an integral part of this Prospectus.
<u>Reference Currency</u>	means	The currency in which the Sub-Funds and Classes of Shares are denominated.
<u>Registrar Agent</u>	means	Société Générale Luxembourg acting as registrar agent of the Company on appointment by the Management Company.
<u>Regulated Market</u>	means	Any of the following (i) a regulated market within the meaning of article 4, item 1.14 of Directive 2004/39/EC of the European Parliament and of the Council of 21 April 2004 on markets in financial instruments; (ii) a market in a Member State which is regulated, operates regularly and is recognized and open to the public; or (iii) a stock exchange or market in a non-Member State which is regulated, operates regularly and is recognized and open to the public.
<u>Safe-keeping Delegate</u>	means	Any entity appointed by the Depositary, to whom Safe-keeping Services (as defined in the Depositary Agreement) have been delegated in accordance with article 34 bis of the 2010 Law and articles 13 to 17 of the EU Level 2 Regulation.
<u>Share</u>	means	A Share issue to a Shareholder in any Sub-Fund.
<u>Shareholder</u>	means	A person who has invested in the Company and is registered as a holder of Shares in the register of the Shareholders; institutions that are not Intermediaries shall be treated as Shareholders, except that, if they are financial institutions in a country whose anti-money laundering legislation is not equivalent to that of the Grand Duchy of Luxembourg, shall be required to provide the Registrar Agent with evidence of the identity of the beneficial owners of the Shares.
<u>SFTR</u>	means	EU Regulation 2015/2365 of the European Parliament and of the Council of 25 November 2015 on transparency of securities financing transactions and of reuse and amending Regulation (EU) No 648/2012. This mostly includes repurchase transactions, securities lending, sell/buy back transactions, margin lending and TRS that the Company might conclude (if these TRS comply with all applicable UCITS rules).
<u>Sub-Fund</u>	means	Each of the Sub-Funds of the Company corresponding to a separate portfolio of assets.

<u>Transferable security</u>	means	<p>Within the meaning of Directive 2007/16/EU</p> <p>(i) Shares and other securities equivalent to shares</p> <p>(ii) Bonds and other debt instruments</p> <p>(iii) Any other negotiable securities which carry the right to acquire any such transferable securities by means of subscription or exchange.</p>
<u>TRS</u>	means	total return swap, which is a derivative contract as defined in point (7) of Article 2 of Regulation (EU) No 648/2012 in which one counterparty transfers the total economic performance, including income from interest and fees, gains and losses from price movements, and credit losses, of a reference obligation to another counterparty.
<u>UCITS</u>	means	Undertaking for Collective Investment in Transferable Securities governed by the amended Council Directive 2009/65/EC of 13 July 2009 on the coordination of laws, regulations and administrative provisions relating to UCITS.
<u>US Person</u>	means	(i) Any natural person resident in the United States;
		(ii) Any partnership or corporation organised or incorporated under the laws of the United States;
		(iii) Any estate of which any executor or administrator is a U.S. person;
		(iv) Any trust of which any trustee is a U.S. Person;
		(v) Any agency or branch of a foreign entity located in the United States;
		(vi) Any non-discretionary account or similar account (other than an estate or trust), held by a dealer or other fiduciary for the benefit or account of a U.S. person;
		(vii) Any discretionary account or similar account (other than an estate or trust) held by a dealer or other fiduciary organised, incorporated, or (if an individual) resident in the United States; and
		(viii) Any partnership or corporation if:
		(A) Organised or incorporated under the laws of any foreign jurisdiction; and
		Formed by a U.S. Person principally for the purpose of investing in securities not registered under the Act, unless it is organised or incorporated, and owned, by accredited investors who are not natural persons, estates or trusts.
<u>Valuation Day</u>	means	Each day which is a Business Day on which the Net Asset Value per Share is dated as determined for each Sub-Fund in Part II entitled Sub-Funds particularities.

# APPENDIX E – SUMMARY TABLE OF SHARES ISSUED BY THE COMPANY

Name of the Sub-Fund	Reference Currency	Classes of Shares	Capitalisation n/ Distribution	ISIN Code LU	Management Fees	Distribution Fee	Performance Fee	Subscription Fee Redemption Fee	Initial Issue Price	Initial Subscription Amount	Minimum Shareholding
Talents UCITS Fund – Multi Asset Convictions	EUR	<b>JE</b>	Capitalisation	LU2528486496	0%	0%	0	0	EUR 1,000	1 Share	1 Share
	USD	<b>JU*</b>	Capitalisation	LU2528491819	0%	0%	0	0	USD 1,000	1 Share	1 Share
	GBP	<b>JG*</b>	Capitalisation	LU2528491736	0%	0%	0	0	GBP 1,000	1 Share	1 Share
	CHF	<b>JC*</b>	Capitalisation	LU2528491652	0%	0%	0	0	CHF 1,000	1 Share	1 Share
	JPY	<b>JJ*</b>	Capitalisation	LU2528491579	0%	0%	0	0	JPY 100,000	1 Share	1 Share
	AUD	<b>JA*</b>	Capitalisation	LU2528491496	0%	0%	0	0	AUD 1,000	1 Share	1 Share
	EUR	<b>IE*</b>	Capitalisation	LU2528491223	Up to 2%	Up to 1%	20%	0	EUR 1,000	EUR 10,000	EUR 10,000
	USD	<b>IU*</b>	Capitalisation	LU2528491900	Up to 2%	Up to 1%	20%	0	USD 1,000	USD 10,000	USD 10,000
	GBP	<b>IG*</b>	Capitalisation	LU2528491140	Up to 2%	Up to 1%	20%	0	GBP 1,000	GBP 10,000	GBP 10,000
	CHF	<b>IC*</b>	Capitalisation	LU2528490928	Up to 2%	Up to 1%	20%	0	CHF 1,000	CHF 10,000	CHF 10,000
	JPY	<b>IJ*</b>	Capitalisation	LU2528490845	Up to 2%	Up to 1%	20%	0	JPY 100,000	JPY 1,000,000	JPY 1,000,000
	AUD	<b>IA*</b>	Capitalisation	LU2528490761	Up to 2%	Up to 1%	20%	0	AUD 1,000	AUD 10,000	AUD 10,000
	EUR	<b>RE</b>	Capitalisation	LU2528490688	Up to 2%	Up to 1%	20%	0	EUR 1,000	EUR 10,000	EUR 10,000
	USD	<b>RU*</b>	Capitalisation	LU2528490506	Up to 2%	Up to 1%	20%	0	USD 1,000	USD 10,000	USD 10,000
	GBP	<b>RG*</b>	Capitalisation	LU2528490415	Up to 2%	Up to 1%	20%	0	GBP 1,000	GBP 10,000	GBP 10,000
	CHF	<b>RC*</b>	Capitalisation	LU2528491066	Up to 2%	Up to 1%	20%	0	CHF 1,000	CHF 10,000	CHF 10,000
	JPY	<b>RJ*</b>	Capitalisation	LU2528492031	Up to 2%	Up to 1%	20%	0	JPY 100,000	JPY 1,000,000	JPY 1,000,000
	AUD	<b>RA*</b>	Capitalisation	LU2528492114	Up to 2%	Up to 1%	20%	0	AUD 1,000	AUD 10,000	AUD 10,000
	EUR	<b>P1E</b>	Capitalisation	LU2528492205	Up to 2%	Up to 1%	20%	0	EUR 1,000	EUR 250,000	EUR 250,000
	USD	<b>P1U*</b>	Capitalisation	LU2528493948	Up to 2%	Up to 1%	20%	0	USD 1,000	USD 250,000	USD 250,000
	GBP	<b>P1G*</b>	Capitalisation	LU2528493864	Up to 2%	Up to 1%	20%	0	GBP 1,000	GBP 250,000	GBP 250,000
	CHF	<b>P1C*</b>	Capitalisation	LU2528493781	Up to 2%	Up to 1%	20%	0	CHF 1,000	CHF 250,000	CHF 250,000
	JPY	<b>P1J*</b>	Capitalisation	LU2528493609	Up to 2%	Up to 1%	20%	0	JPY 100,000	JPY 25,000,000	JPY 25,000,000
	AUD	<b>P1A*</b>	Capitalisation	LU2528493518	Up to 2%	Up to 1%	20%	0	AUD 1,000	AUD 250,000	AUD 250,000
	EUR	<b>P2E*</b>	Capitalisation	LU2528493435	Up to 2%	Up to 1%	20%	0	EUR 1,000	EUR 5,000,000	EUR 5,000,000
	USD	<b>P2U*</b>	Capitalisation	LU2528493351	Up to 2%	Up to 1%	20%	0	USD 1,000	USD 5,000,000	USD 5,000,000
	GBP	<b>P2G*</b>	Capitalisation	LU2528493278	Up to 2%	Up to 1%	20%	0	GBP 1,000	GBP 5,000,000	GBP 5,000,000
	CHF	<b>P2C*</b>	Capitalisation	LU2528493195	Up to 2%	Up to 1%	20%	0	CHF 1,000	CHF 5,000,000	CHF 5,000,000
	JPY	<b>P2J*</b>	Capitalisation	LU2528492973	Up to 2%	Up to 1%	20%	0	JPY 100,000	JPY 5,000,000,000	JPY 5,000,000,000
	AUD	<b>P2A*</b>	Capitalisation	LU2528492890	Up to 2%	Up to 1%	20%	0	AUD 1,000	AUD 5,000,000	AUD 5,000,000
	EUR	<b>P3E*</b>	Capitalisation	LU2528492627	Up to 2%	Up to 1%	20%	0	EUR 1,000	EUR 25,000,000	EUR 25,000,000
	USD	<b>P3U*</b>	Capitalisation	LU2528492544	Up to 2%	Up to 1%	20%	0	USD 1,000	USD 25,000,000	USD 25,000,000
	GBP	<b>P3G*</b>	Capitalisation	LU2528492460	Up to 2%	Up to 1%	20%	0	GBP 1,000	GBP 25,000,000	GBP 25,000,000
	CHF	<b>P3C*</b>	Capitalisation	LU2528492387	Up to 2%	Up to 1%	20%	0	CHF 1,000	CHF 25,000,000	CHF 25,000,000
	JPY	<b>P3J*</b>	Capitalisation	LU2528490332	Up to 2%	Up to 1%	20%	0	JPY 100,000	JPY 2500,000,000	JPY 2500,000,000
	AUD	<b>P3A*</b>	Capitalisation	LU2528490258	Up to 2%	Up to 1%	20%	0	AUD 1,000	AUD 25,000,000	AUD 25,000,000
Talents UCITS Fund – Alpha Total Return	EUR	<b>JE</b>	Capitalisation	LU2528490175	0%	0%	0	0	EUR 1,000	1 Share	1 Share
	USD	<b>JU*</b>	Capitalisation	LU2528488278	0%	0%	0	0	USD 1,000	1 Share	1 Share
	GBP	<b>JG*</b>	Capitalisation	LU2528487973	0%	0%	0	0	GBP 1,000	1 Share	1 Share
	CHF	<b>JC*</b>	Capitalisation	LU2528487890	0%	0%	0	0	CHF 1,000	1 Share	1 Share
	JPY	<b>JJ*</b>	Capitalisation	LU2528487627	0%	0%	0	0	JPY 100,000	1 Share	1 Share
	AUD	<b>JA*</b>	Capitalisation	LU2528487544	0%	0%	0	0	AUD 1,000	1 Share	1 Share
	EUR	<b>IE*</b>	Capitalisation	LU2528487460	Up to 1%	Up to 0.25%	10%	0	EUR 1,000	EUR 10,000	EUR 10,000

	USD	<b>IU*</b>	Capitalisation	LU2528487387	Up to 1%	Up to 0.25%	10%	0	USD 1,000	USD 10,000	USD 10,000
	GBP	<b>IG*</b>	Capitalisation	LU2528488195	Up to 1%	Up to 0.25%	10%	0	GBP 1,000	GBP 10,000	GBP 10,000
	CHF	<b>IC*</b>	Capitalisation	LU2528487205	Up to 1%	Up to 0.25%	10%	0	CHF 1,000	CHF 10,000	CHF 10,000
	JPY	<b>IJ*</b>	Capitalisation	LU2528487031	Up to 1%	Up to 0.25%	10%	0	JPY 100,000	JPY 1,000,000	JPY 1,000,000
	AUD	<b>IA*</b>	Capitalisation	LU2528486900	Up to 1%	Up to 0.25%	10%	0	AUD 1,000	AUD 10,000	AUD 10,000
	EUR	<b>RE</b>	Capitalisation	LU2528486819	Up to 1%	Up to 0.25%	10%	0	EUR 1,000	EUR 10,000	EUR 10,000
	USD	<b>RU*</b>	Capitalisation	LU2528486736	Up to 1%	Up to 0.25%	10%	0	USD 1,000	USD 10,000	USD 10,000
	GBP	<b>RG*</b>	Capitalisation	LU2528486652	Up to 1%	Up to 0.25%	10%	0	GBP 1,000	GBP 10,000	GBP 10,000
	CHF	<b>RC*</b>	Capitalisation	LU2528486579	Up to 1%	Up to 0.25%	10%	0	CHF 1,000	CHF 10,000	CHF 10,000
	JPY	<b>RJ*</b>	Capitalisation	LU2528487114	Up to 1%	Up to 0.25%	10%	0	JPY 100,000	JPY 1,000,000	JPY 1,000,000
	AUD	<b>RA*</b>	Capitalisation	LU2528488351	Up to 1%	Up to 0.25%	10%	0	AUD 1,000	AUD 10,000	AUD 10,000
	EUR	<b>P1E</b>	Capitalisation	LU2528489169	Up to 1%	Up to 0.25%	10%	0	EUR 1,000	EUR 250,000	EUR 250,000
	USD	<b>P1U*</b>	Capitalisation	LU2528488435	Up to 1%	Up to 0.25%	10%	0	USD 1,000	USD 250,000	USD 250,000
	GBP	<b>P1G*</b>	Capitalisation	LU2528489912	Up to 1%	Up to 0.25%	10%	0	GBP 1,000	GBP 250,000	GBP 250,000
	CHF	<b>P1C*</b>	Capitalisation	LU2528489839	Up to 1%	Up to 0.25%	10%	0	CHF 1,000	CHF 250,000	CHF 250,000
	JPY	<b>P1J*</b>	Capitalisation	LU2528489755	Up to 1%	Up to 0.25%	10%	0	JPY 100,000	JPY 25,000,000	JPY 25,000,000
	AUD	<b>P1A*</b>	Capitalisation	LU2528489672	Up to 1%	Up to 0.25%	10%	0	AUD 1,000	AUD 250,000	AUD 250,000
	EUR	<b>P2E*</b>	Capitalisation	LU2528489599	Up to 1%	Up to 0.25%	10%	0	EUR 1,000	EUR 25,000,000	EUR 25,000,000
	USD	<b>P2U*</b>	Capitalisation	LU2528489326	Up to 1%	Up to 0.25%	10%	0	USD 1,000	USD 25,000,000	USD 25,000,000
	GBP	<b>P2G*</b>	Capitalisation	LU2528490092	Up to 1%	Up to 0.25%	10%	0	GBP 1,000	GBP 25,000,000	GBP 25,000,000
	CHF	<b>P2C*</b>	Capitalisation	LU2528489243	Up to 1%	Up to 0.25%	10%	0	CHF 1,000	CHF 25,000,000	CHF 25,000,000
	JPY	<b>P2J*</b>	Capitalisation	LU2528489086	Up to 1%	Up to 0.25%	10%	0	JPY 100,000	JPY 2500,000,000	JPY 2500,000,000
	AUD	<b>P2A*</b>	Capitalisation	LU2528488948	Up to 1%	Up to 0.25%	10%	0	AUD 1,000	AUD 25,000,000	AUD 25,000,000
	EUR	<b>P3E*</b>	Capitalisation	LU2528488864	Up to 1%	Up to 0.25%	10%	0	EUR 1,000	EUR 50,000,000	EUR 50,000,000
	USD	<b>P3U*</b>	Capitalisation	LU2528488781	Up to 1%	Up to 0.25%	10%	0	USD 1,000	USD 50,000,000	USD 50,000,000
	GBP	<b>P3G*</b>	Capitalisation	LU2528488609	Up to 1%	Up to 0.25%	10%	0	GBP 1,000	GBP 50,000,000	GBP 50,000,000
	CHF	<b>P3C*</b>	Capitalisation	LU2528488518	Up to 1%	Up to 0.25%	10%	0	CHF 1,000	CHF 50,000,000	CHF 50,000,000
	JPY	<b>P3J*</b>	Capitalisation	LU2528494086	Up to 1%	Up to 0.25%	10%	0	JPY 100,000	JPY 5,000,000,000	JPY 5,000,000,000
	AUD	<b>P3A*</b>	Capitalisation	LU2528494169	Up to 1%	Up to 0.25%	10%	0	AUD 1,000	AUD 50,000,000	AUD 50,000,000
Talents UCITS Fund – Descartes Credit Return 2028	EUR	<b>EBA</b>	Capitalisation	LU2662655732	Up to 0.65%	0	0	0	EUR 1,000	EUR 50,000	EUR 50,000
	EUR	<b>EBD</b>	Distribution	LU2662655658	Up to 0.65%	0	0	0	EUR 1,000	EUR 50,000	EUR 50,000
	EUR	<b>IA</b>	Capitalisation	LU2662655906	Up to 0.85%	0	0	0	EUR 1,000	EUR 100,000	EUR 50,000
	EUR	<b>ID</b>	Distribution	LU2662655815	Up to 0.85%	0	0	0	EUR 1,000	EUR 100,000	EUR 50,000
	EUR	<b>M</b>	Capitalisation	LU2662656037	0%	0	0	0	EUR 1,000	EUR 10,000	1 Share
	CHF	<b>EBACHE</b>	Capitalisation	LU2763022139	Up to 0.65%	0	0	0	CHF 1,000	CHF 50,000	CHF 50,000
	CHF	<b>EBDCHE</b>	Distribution	LU2763022212	Up to 0.65%	0	0	0	CHF 1,000	CHF 50,000	CHF 50,000
	CHF	<b>IACHE</b>	Capitalisation	LU2763022303	Up to 0.85%	0	0	0	CHF 1,000	CHF 100,000	CHF 50,000
	CHF	<b>IDCHE</b>	Distribution	LU2763022568	Up to 0.85%	0	0	0	CHF 1,000	CHF 100,000	CHF 50,000
	USD	<b>IAUHE</b>	Capitalisation	LU2861021660	Up to 0.85%	0	0	0	USD 1,000	USD 100,000	USD 50,000
	USD	<b>IDUHE</b>	Distribution	LU2861021744	Up to 0.85%	0	0	0	USD 1,000	USD 100,000	USD 50,000
Talents UCITS Fund – Global Opportunities	EUR	RE	Capitalisation	LU3017999346	Up to 0.50%	0	0	0	EUR 1,000	EUR 250,000	EUR 250,000

\*These Sub-Funds/Classes of Shares will be launched at a later stage.

The Sub-Funds may (but is not obliged to) enter into certain currency related transactions in order to hedge the currency exposure of the Classes denominated in a currency other than the Base Currency



## **APPENDIX F - LIST OF SAFE-KEEPING DELEGATES**

### **1.1 LIST OF DELEGATED ACTIVITIES AND SERVICES**

The Depositary may delegate Safe-keeping Services (as defined in the Depositary Agreement) to Safe-keeping Delegates under the conditions stipulated in the Depositary Agreement and in accordance with article 34*bis* of the 2010 Law and articles 13 to 17 of the EU Level 2 Regulation. Safe-keeping Delegates are as follows:

<b>Société Générale Group entities, country</b>	<b>Outsourced tasks</b>
<b><u>Société Générale, France (« SG Paris »)</u></b>	<p>SGBT uses a European platform SITI (Institutional Investors Securities Information System) located within SG Paris for its custodian activities. In this context, SG Paris is in charge of:</p> <ol style="list-style-type: none"> <li>1. corrective and progressive maintenance of this platform</li> <li>2. the tools access management</li> <li>3. users assistance</li> <li>4. data load maintenance</li> </ol> <p>This platform offers to the Fund's a web-based tool (SGSS Gallery) facility which permits it to have access to the information related to its activities.</p> <p>Furthermore, SG Luxembourg acting as Depositary, outsources to SG Paris, some tasks relating to the following processes:</p> <ol style="list-style-type: none"> <li>1. <b><u>Clearing and Custody of the assets of the Funds</u></b></li> <li>2. Ensuring maintenance of the Funds accounts on the SITI platform. SG Paris has outsourced the account administrative tasks to Société Générale Global Solution Centre Pvt Ltd, India ("SG GSC India"). Managing for the Funds to be properly represented in the General Board Meetings relating to their assets. SG Paris has outsourced this task to Broadridge, (London). Processing payments of coupons and redemption on securities</li> <li>3. Managing corporate actions on securities</li> <li>4. Managing tax recollection on the assets of the Funds</li> <li>5. Managing cash transactions</li> <li>6. Managing securities master database</li> <li>7. Managing securities settlement (Funds' assets)</li> <li>8. Managing subscriptions and redemptions on collective investments vehicles (Fund's assets)</li> <li>9. Assistance in elaborating regulatory reports</li> <li>10. Managing the sub-custodian network (selecting sub-custodians and ensuring quality on an on-going basis)</li> <li>11. Performing reconciliation of the funds securities and cash positions between the sub-custodian and the custodian</li> <li>12. <b><u>Control on investment restrictions and policy of the Funds</u></b></li> <li>13. Performing maintenance of the "MIG 21" solution dedicated to the Investment policy and restrictions controls.</li> <li>14. In the tool : parameterizing the Funds, creating the investment rules, allocating the rules to the Funds and checking data quality for Fund compliance controls in accordance to the applicable regulations and statutory constraints of the Fund. SG Paris is going to outsource the tasks related to parameterizing the Funds, allocating the rules to the Funds and checking data quality to SG GSC India.</li> <li>15. <b><u>Management of Depositary fees</u></b></li> </ol>

	<p>SGBT uses an invoicing and data warehouse tools located within Société Générale France, to handle the invoicing of depositary bank fees.</p> <p><b>16. <u>Handling of a centralized referential customer database</u></b></p>
<b><u>Société Générale Securities Services, France (« SGSS France »)</u></b>	The outsourced services consist in the booking of transactions on OTC instruments (including Foreign Exchanges) as well as management of cash flows related to these products.
<b><u>Société Générale Securities Services, Ireland Ltd.</u></b>	The outsourced services consist in global coordination and follow up of customer projects and funds events, with all contributors relating to Luxembourg funds.
<b>Other entities, Country</b>	<b>Outsourced tasks</b>

The above mentioned outsourcings comply with the Luxembourg applicable laws and fall under the supervision and liability of SG Luxembourg.

## 1.2 SUB-CUSTODIAN NETWORK

SG Luxembourg acting as the Depositary uses as Global Custodian:

### **Société Générale, France (« SG Paris »)**

With regards to the local investments of the funds for which SG Luxembourg acts as Depositary, SG Paris uses the following financial institutions as local sub-custodians as listed in the following website: [https://www.securities-services.societegenerale.com/uploads/tx\\_bisgnews/Global\\_Custody\\_Network\\_SGSS\\_2020-01\\_01.pdf](https://www.securities-services.societegenerale.com/uploads/tx_bisgnews/Global_Custody_Network_SGSS_2020-01_01.pdf).

## **APPENDIX G – REMUNERATION POLICY**

The objective of the remuneration policy implemented by the Management Company, in line with the guiding principles of the Groupe Société Générale, is to attract, motivate and retain employees in the long term, while ensuring an appropriate management of risks and compliance. The determination of the fixed and variable components also take into account the market practice.

The governance applied by the Groupe Société Générale ensures an exhaustive and independent review of the remuneration policy, through an annual review of remuneration, which is coordinated by the human resources division and involves the bank's control functions, in successive stages of validation up to the level of general management. This remuneration policy is validated ultimately by the the Management Company's board of directors.

This remuneration policy has been established in compliance with relevant regulations. It is defined in a manner that avoids providing incentives that may result in situations of a conflict of interests between employees and clients. The governance principles and rules governing remuneration are set out in the Groupe Société Générale's normative documentation concerning the management of conflicts of interest.

Remuneration includes a fixed component that rewards the capacity to hold a position in a satisfactory manner through the employee's displaying the required skills and, when relevant, a variable component that aims to reward collective and individual performance, depending on objectives defined at the beginning of the year and conditional on results, the context and also the behaviour displayed to meet said objectives, according to standards shared by the entire Groupe Société Générale.

Fixed and variable remuneration is paid, for the most part, in cash. However, above a certain threshold, the variable remuneration is subject to deferral, both in cash and in shares or share-like vehicles, with a presence and performance condition until vesting. It is also subject to a malus clause in case of misconduct.

Employees whose variable remuneration award is below a certain level may also benefit from a long term incentive award in the form of performance shares. The corresponding pools of LTI are mainly dedicated to employees who have been identified as strategic talents, key resources and top performers.

When establishing and applying its remuneration policy, the Management Company shall comply with the requirements of the 2010 Law and specially with the following principles:

1. The remuneration policy is consistent with and promotes sound and effective risk management and does not encourage risk taking which is inconsistent with the risk profiles, rules or instruments of incorporation of the UCITS that the Management Company manages;
2. The remuneration policy is in line with the business strategy, objectives, values and interests of the Management Company and the UCITS that it manages and of the investors in such UCITS, and includes measures to avoid conflicts of interest;
3. The assessment of performance is set in a multi-year framework appropriate to the holding period recommended to the investors of the UCITS managed by the Management Company in order to ensure that the assessment process is based on the longer-term performance of the UCITS and its investment risks and that the actual payment of performance-based components of remuneration is spread over the same period;
4. Fixed and variable components of total remuneration are appropriately balanced and the fixed component represents a sufficiently high proportion of the total remuneration to allow the operation of a fully flexible policy on variable remuneration components, including the possibility to pay no variable remuneration component.

The details of the up-to-date remuneration policy, including a description of how remuneration and benefits are calculated are available on the following website:

<https://www.fundsquare.net> and <https://investmentsolutions.societegenerale.lu/en/>.

A paper copy of this up-to-date remuneration policy will be made available free of charge upon request at the registered office of the Management Company 11 avenue Emile Reuter, L2420 Luxembourg.

## **PART II**

### **SUB-FUNDS PARTICULARITIES**

**Reference Currency**

This Sub-Fund is denominated in EUR.

**Investment Objective**

The objective of the Sub-Fund is to seek capital appreciation and long-term capital growth through active portfolio management.

**Investment Policy**

To achieve this investment objective, the Sub-Fund will strive to reach adequate risk diversification by investing, but not exclusively, in equity (up to 75% of the assets of the Sub-Fund), debt securities (up to 75% of the assets of the Sub-Fund) and other UCITS/UCIs (up to 50% of the assets of the Sub-Fund).

Within the limits set out in the investment restrictions of the main body of the Prospectus, the Sub-Fund may use financial derivative instruments ("FDIs") traded on a regulated market and/or over the counter (OTC) to gain exposure, both for either investment or hedging purposes, to a diversified portfolio of any of the following underlyings: currencies (including non-delivery forwards), interest rates, fixed income securities, transferable securities, financial indexes, stocks and stock indices as well as volatility indices. The Sub-Fund may take exposure through the following FDIs: Equity Index Futures and Options, Equity Options, Fixed Income Futures and Options, Interest Rate Futures and Options, Interest Rate Swaps, Futures and Options on Volatility Indices, Currency Futures and Options, Currency Forwards and Contracts for Differences (CFD).

When consistent with the Sub-Fund's investment objective, the Sub-Fund's investments may include short-term investments, such as bank deposits, deposits with eligible credit institutions and cash equivalent securities.

**Permitted assets:**

- Equities and equivalent securities, including, but not limited to, preference shares, participation notes, business trusts, ETFs, rights and depositary receipts (for instance American Depositary Receipts (ADR) and Global Depositary Receipts (GDR), Participation notes, ADR and GDR with embedded derivatives whose underlying assets will meet the eligibility criteria as provided for in article 41 (1) (a) to (e) included of the 2010 Law. Index equity futures and contracts for differences (CFDs) are also allowed for efficient portfolio management, investment and hedging purpose. The use of CFDs shall not generate any leverage.
- Debt instruments: sovereign bonds (treasury bills, treasury notes), corporate bonds, negotiable debt securities, certificates of deposit. The Sub-Fund will only invest in debt securities with a rating equal or greater than B+ of the Bloomberg Composite Credit Rating or equal or higher in the opinion of the Investment Manager. If the rating of a security held by the Sub-Fund declines (including below B+), the Sub-Fund will consider such matters in its evaluation of the merits of retaining the security in its portfolio, but will not be obligated to dispose of the security. The Sub-Fund will not invest in non-rated debt securities, distressed securities and in defaulted securities.
- Investments in other UCITS / UCIs such as eligible mutual funds and ETF investing primarily in equities, UCIs investing mainly in interest rate products (bonds and money market instruments).
- Financial derivative instruments ("FDIs") traded on a regulated market and/or over the counter (OTC) such as FDIs with equities, including equity indices, volatility and other financial indices, as underlying assets or FDIs whose underlying assets are linked to the interest rate and currency market.
- Bank deposits with eligible credit institutions. Deposits made with the same issuer may not represent more than 20% of the assets.

The Sub-Fund may hold ancillary liquid assets ("cash" and "cash equivalent") which shall be limited to bank deposit at sight, such as cash held in current accounts with a bank accessible at any time, in order to cover current or exceptional payments, or for the time necessary to reinvest in eligible assets provided under article 41(1) of the 2010 Law or for a period of time strictly necessary in case of unfavourable market conditions. The holding of such ancillary liquid assets is limited to 20% of the net assets of the Sub-Fund. The above mentioned 20% limit shall only be temporarily breached for a period of time strictly necessary when, because of exceptionally unfavourable market conditions, circumstances so require and where such breach is justified having regard to the interests of the investors, for instance in highly serious circumstances such as the September 11 attacks or the bankruptcy of Lehman Brothers in 2008.

The Sub-Fund may recourse, for hedging and efficient management purposes, to the use of the financial techniques provided under Investment Techniques of Appendix B of this Prospectus.

The investment strategy seeks to achieve a reduction in risk by holding a diversified portfolio of investments.

The Sub-Fund shall neither invest in ABS nor in MBS and CDS.

### **Leverage**

It is intended that the Sub-Fund will be managed to operate in normal circumstances with full flexibility from the perspective of long/short exposure (that is, all the assets of the Sub-Fund (i.e. 100%) could be in long positions at any given time and/or all the assets of the Sub-Fund (i.e. 100%) could be in short positions at any given time). The maximum net long/short notional exposure of the Sub-Fund is expected to be 200% predominantly due to exposures from derivatives instruments, in other words the Sub-Fund may use leverage of up to 200% of the net assets of the Sub-Fund.

Short positions will only be taken through the use of FDIs.

### **Sustainable Investment Policy**

Due to the fact that the Sub-Fund does not invest in securities integrating "Environmental, Social and Governance" (ESG) criteria, the Investment Manager does not therefore apply the sustainable investment policy of Société Générale Investment Solutions (Europe).

### **Taxonomy Regulation**

In accordance of article 7 of the Taxonomy Regulation, the Management Company draws the attention of investors to the fact that the investments underlying this Sub-Fund do not take into account the European Union criteria for environmentally sustainable economic activities.

### **Benchmark**

The Sub-Fund is actively managed. It is not managed in reference to a benchmark.

### **Investment Manager**

Jukoï Capital SAM

### **Initial subscription period and Price**

Please refer to the table entitled *Summary Table of Shares issued by the Company* in Appendix E detailing the available Classes for each Sub-Fund as well as their characteristics and among others the initial Issue Price and required initial subscription amount.

### **Subsequent subscriptions, redemptions and conversion**

After the initial subscription period, application for subscription, redemption and conversion for all Classes of Shares must be received by the Registrar Agent on any Dealing Day before respectively the Sub-Fund Subscription Deadline, the Sub-Fund Redemption Deadline and Sub-Fund Conversion Deadline (as defined in Part I of the Prospectus).

### **Minimum holding**

Please refer to the table entitled *Summary Table of Shares issued by the Company* in Appendix E detailing the available Classes for each Sub-Fund as well as their characteristics and among others the minimum shareholding.

### **Calculation of the Net Asset Value**

The Net Asset Value will be calculated on a daily basis on each Business Day as defined in the General Part of the Prospectus.

### **Operating and administrative expenses**

The operating and administrative fees will not exceed 0.30% per year. The Management Company will bear any operating and administrative expenses that exceed the maximum rate specified.

In this respect, the Sub-Fund will pay the Administrative Agent a total fee in an amount of up to 0.02825% p.a. of the average Net Asset Value plus a maximum annual base fee of 25500 EUR.

The Sub-Fund will pay the Registrar Agent a maximum annual base fee with one Class of Share of 3 000 EUR plus a maximum annual base fee of 3 000 EUR per additional share class. In addition to this maximum annual base fees, some variable registration agent fees might be charged to the Sub-Fund in accordance with the Agreement in place between the Fund and the Registrar Agent.

The Depositary Bank fees agreed from time to time are payable quarterly. In this respect, the Sub-Fund will pay the Depositary a fee in an amount of up to 0.0125% p.a. of the average Net Asset Value plus a maximum annual base fee of 5000 EUR.

### Management fees

Please refer to the table entitled *Summary Table of Shares issued by the Company* in Appendix E detailing the available Classes for each Sub-Fund as well as their characteristics and among others the management fees.

Maximum level of the aggregate management fees that may be charged both to the Sub-Fund itself and to the other UCITS and/or other UCIs in which the Sub-Fund intends to invest: 3%.

### Performance fees

The Investment Manager may receive a performance fee out of the assets of the Sub-Fund for all the Classes of Shares except "J" share classes.

#### Reference indicator

**The performance calculation will be performed on a High Water Mark basis (the "HWM") for all the Classes of Shares.**

The High Water Mark is the greater of:

- (i) the Net Asset Value per Share of the relevant Class as of the end of the most recent Reference Period at which a performance fee was paid by such Class (after reduction for the performance fee then paid); and
- (ii) if no performance fee has ever been paid, then the price per Share of the relevant Class upon first issue.

#### Method for calculating the outperformance fee

The performance fee will be calculated net of all costs.

**A performance fee will only be payable to the Investment Manager if both of the following conditions are cumulatively met:**

- **the Net Asset Value of the relevant Class of the Sub-Fund at the end of the reference period, calculated on the last Valuation Day of the year, must have increased compared to the Net Asset Value of the relevant Class of the Sub-Fund calculated on the last Valuation Day of the previous year; and**
- **the Net Asset Value per Share at the end of the reference period exceeds the previous highest Net Asset Value per Share in any preceding period in respect of which the performance commission was the last calculated and paid (High Water Mark principle).**

If both of the above conditions are met, the Investment Manager will receive, for all Classes except the J Class a **performance fee equal to 20% per annum** of the positive difference between the Net Asset Value of the relevant Class of the Sub-Fund on the last Valuation Day of the relevant year and the High Water Mark, excluding the impact of subscriptions, redemptions, conversions and dividend payments and after deduction of the management fee.

Once it has been determined that a performance fee is due to the Investment Manager in respect of a relevant year under the foregoing provisions, such performance fee shall be permanently vested in the Investment Manager, which shall not be required to reimburse such fee to the Sub-Fund in the event of a subsequent decrease in the value of the Net Assets of the Sub-Fund.

#### Reference Period

The Performance Reference Period is capped at five years. The first reference period starts at the launch date of the Sub-Fund.

#### Reference Net Assets

The Reference Net Assets are the Net Assets as of the first Valuation Day of the period updated on each Valuation Day to take into account the subscription and redemption instructions received for the Class, as well as the dividends paid (if any). Moreover, the Reference Net Assets are the Net Assets before payment of the provision relating to the performance commission.

#### Crystallisation

The performance fee (if any) crystallisation frequency occurs every fiscal year. The minimum crystallization frequency is 12 months. In the case of a launch of a new share class or new Sub-Fund, a crystallisation of the performance fee will not occur if the calculation reference period is less than one year since the launch of this new share class or Sub-Fund. The

performance fee (if any) shall be paid to the Investment Manager within 10 days following the end of the Reference Period. If Shares are redeemed during the Reference Period, the performance commission accrued in respect of these Shares will be crystallised and the aggregate of all such crystallised amounts will be paid within 10 days following the end of the Reference Period.

#### Clawback of negative performances

In the event of negative performance recorded during a financial year, the underperformance will be carried over to the following financial year ("**Clawback**"). The HWM will in this case remain identical to that of the previous financial year. It is reinitialised at the start of each financial year regardless of whether an outperformance fee has been crystallised or not.

If, at the end of the following financial year, the outperformance has made it possible to make up the Clawback from the previous financial year and the resulting performance is positive, then the performance recorded gives rise to a performance fee.

If not, a new Clawback is carried forward to the next year. This approach will be repeated as long as the performance impacted by the Clawback is not positive.

From the financial year beginning on the day of the launch of the Sub-Fund, any underperformance of the Sub-Fund is compensated for before any performance fees become payable. For this purpose, the duration of the performance reference period is set at five years (reset 5 years). If the Clawback is not positive at the end of the performance reference period (5 years), the reset of the Clawback may lead to a performance difference again which may give rise to performance fees.

#### Performance fee calculation example:

	Year 1	Year 2	Year 3	Year 4	Year 5	Year 6	Year 7	Year 8	Year 9	Year 10
HWM on 1st January	1000	1000	1000	1004	1016,8	1016,8	1016,8	1016,8	1016,8	1016,8
Share price on 1 <sup>st</sup> January	1000	950	960	1005	1020	1010	1012	1000	1005	1012
Share price on 31st December of the same year	950	960	1005	1020	1010	1012	1000	1005	1012	1021
Performance of the share price	-5,0%	1,1%	4,7%	1,5%	-1,0%	0,2%	-1,2%	0,5%	0,7%	0,9%
Underperformance to be compensated for from the previous year	0,0%	-5,0%	-3,9%	0,0%	0,0%	-1,0%	-0,8%	-2,0%	-1,5%	0,0%
<b>Performance of the share price + report previous year(s)</b>	<b>-5,0%</b>	<b>-3,9%</b>	<b>0,7%</b>	<b>1,5%</b>	<b>-1,0%</b>	<b>-0,8%</b>	<b>-2,0%</b>	<b>-1,5%</b>	<b>-0,8%</b>	<b>0,9%</b>
Reset?	No	No	Yes	Yes	No	No	No	No	No	Yes
Positive performance?	No	Yes	Yes	Yes	No	No	No	No	No	Yes
Share price > HNW?	No	No	Yes	Yes	No	No	No	No	No	Yes
<b>Performance fee to be paid?</b>	<b>No</b>	<b>No</b>	<b>Yes</b>	<b>Yes</b>	<b>No</b>	<b>No</b>	<b>No</b>	<b>No</b>	<b>No</b>	<b>Yes</b>
Performance of the share price in EUR	0	0	5 (1005 - 1000)	16 (1020 - 1004)	0	0	0	0	0	4,2 (1021-1016,8)
Performance fee	0	0	<b>1</b> (5 * 20%)	<b>3,2</b> (16 * 20%)	0	0	0	0	0	<b>0,84</b> (4,2 * 20%)

The performance graphs and performance fee tables presented in this document are simulations and/or are based purely on assumptions. Therefore, they cannot be considered as reliable indicators of future performance. They do not represent a guarantee that the Sub-Fund will or is likely to perform or receive or be likely to achieve similar performance or receive similar amounts of performance fees as those similar to those shown.

**Subscription fee:** There will be no subscription fee

**Redemption fee:** There will be no redemption fee

#### **Global exposure**

The global exposure in this Sub-Fund is measured with the absolute VaR (Value at Risk) approach as detailed in applicable laws and regulations, including but not limited to CSSF Circular 11/512.

#### **Risk Considerations**

Read the Risk Descriptions section carefully before investing in the sub-fund, with special attention to the followings: Market risk, Counterparty risk, Credit risk, Liquidity risk, Operational risk.



### Reference Currency

This Sub-Fund is denominated in EUR.

### Investment Objective

The objective of the Sub-Fund is to seek capital appreciation and capital growth over the medium term through active portfolio management.

### Investment Policy

To achieve this investment objective, the Sub-Fund will strive to achieve adequate risk diversification by investing primarily, but not exclusively, in debt securities (up to 75% of the assets of the Sub-Fund), equity (up to 50% of the assets of the Sub-Fund) and other UCITS/UCIs (up to 10% of the assets of the Sub-Fund).

Within the limits set out in the investment restrictions of the main body of the Prospectus, the Sub-Fund may use financial derivative instruments ("FDIs") traded on a regulated market and/or over the counter (OTC) to gain exposure, both for either investment or hedging purposes, to a diversified portfolio of any of the following underlyings: interest rates, fixed income securities, transferable securities, financial indexes, currencies, stocks and stock indices as well as volatility indices. The Sub-Fund may take exposure through the following FDIs: Equity Index Futures and Options, Equity Options, Fixed Income Futures and Options, Interest Rate Futures and Options, Interest Rate Swaps, Currency Futures, Futures and Options on Volatility Indices and Contracts for Differences (CFD).

When consistent with the Sub-Fund's investment objective, the Sub-Fund's investments may include short-term investments, such as bank deposits, deposits with eligible credit institutions and cash equivalent securities.

#### Permitted assets:

- Equities and equivalent securities, including, but not limited to, preference shares, participation notes, business trusts, ETFs, rights and depositary receipts (for instance American Depositary Receipts (ADR) and Global Depositary Receipts (GDR), Participation notes, ADR and GDR with embedded derivatives whose underlying assets will meet the eligibility criteria as provided for in article 41 (1) (a) to (e) included of the 2010 Law. Index equity futures and contracts for differences (CFDs) are also allowed for efficient portfolio management and hedging purpose only. The use of CFDs instruments shall not generate any leverage.
- Debt instruments: sovereign bonds (treasury bills, treasury notes), corporate bonds, negotiable debt securities, certificates of deposit. The Sub-Fund will only invest in debt securities with a rating equal or greater than B+ of the Bloomberg Composite Credit Rating or equal or higher in the opinion of the Investment Manager. If the rating of a security held by the Sub-Fund declines (including below B+), the Sub-Fund will consider such matters in its evaluation of the merits of retaining the security in its portfolio, but will not be obligated to dispose of the security. The Sub-Fund will not invest in non-rated debt securities, distressed securities and defaulted securities.
- Investments in other UCITS / UCIs such as eligible mutual funds and ETF investing primarily in equities or bonds, UCIs investing mainly in interest rate products (bonds and money market instruments).
- Financial derivative instruments ("FDIs") traded on a regulated market and/or over the counter (OTC) such as FDIs with equities, including equity indices, volatility and other financial indices as underlying assets or FDIs whose underlying assets are linked to the interest rate and currency market.
- Bank deposits with eligible credit institutions. Deposits made with the same issuer may not represent more than 20% of the assets.

The Sub-Fund may hold ancillary liquid assets ("cash" and "cash equivalent") which shall be limited to bank deposit at sight, such as cash held in current accounts with a bank accessible at any time, in order to cover current or exceptional payments, or for the time necessary to reinvest in eligible assets provided under article 41(1) of the 2010 Law or for a period of time strictly necessary in case of unfavourable market conditions. The holding of such ancillary liquid assets is limited to 20% of the net assets of the Sub-Fund. The above mentioned 20% limit shall only be temporarily breached for a period of time strictly necessary when, because of exceptionally unfavourable market conditions, circumstances so require and where such breach is justified having regard to the interests of the investors, for instance in highly serious circumstances such as the September 11 attacks or the bankruptcy of Lehman Brothers in 2008.

The Sub-Fund may recourse, for hedging and efficient management purposes, to the use of the financial techniques provided under Investment Techniques of Appendix B of this Prospectus.

The Sub-Fund shall neither invest in ABS nor in MBS nor in CDS.

### **Leverage**

It is intended that the Sub-Fund will be managed to operate in normal circumstances with full flexibility from the perspective of long/short exposure (that is, all the assets of the Sub-Fund (i.e. 100%) could be in long positions at any given time and/or all the assets of the Sub-Fund (i.e. 100%) could be in short positions at any given time). The maximum net long/short notional exposure of the Sub-Fund is expected to be 150% predominantly due to exposures from derivatives instruments. Short positions will only be taken through the use of FDIs.

### **Sustainable Investment Policy**

Due to the fact that the Sub-Fund does not invest in securities integrating "Environmental, Social and Governance" (ESG) criteria, the Investment Manager does not therefore apply the sustainable investment policy of Société Générale Investment Solutions (Europe).

### **Taxonomy Regulation**

In accordance of article 7 of the Taxonomy Regulation, the Management Company draws the attention of investors to the fact that the investments underlying this Sub-Fund do not take into account the European Union criteria for environmentally sustainable economic activities.

### **Benchmark**

The Sub-Fund is actively managed. It is not managed in reference to a benchmark.

### **Investment Manager**

Jukoï Capital SAM

### **Initial subscription period and Price**

Please refer to the table entitled *Summary Table of Shares issued by the Company* in Appendix E detailing the available Classes for each Sub-Fund as well as their characteristics and among others the initial Issue Price and required initial subscription amount.

### **Subsequent subscriptions, redemptions and conversion**

After the initial subscription period, application for subscription, redemption and conversion for all Classes of Shares must be received by the Registrar Agent on any Dealing Day before respectively the Sub-Fund Subscription Deadline, the Sub-Fund Redemption Deadline and Sub-Fund Conversion Deadline (as defined in Part I of the Prospectus).

### **Minimum holding**

Please refer to the table entitled *Summary Table of Shares issued by the Company* in Appendix E detailing the available Classes for each Sub-Fund as well as their characteristics and among others the minimum shareholding.

### **Calculation of the Net Asset Value**

The Net Asset Value will be calculated on a daily basis on each Business Day as defined in the General Part of the Prospectus.

### **Operating and administrative expenses**

The operating and administrative fees will not exceed 0.30% per year. The Management Company will bear any operating and administrative expenses that exceed the maximum rate specified.

In this respect, the Sub-Fund will pay the Administrative Agent a total fee in an amount of up to 0.02825% p.a. of the average Net Asset Value plus a maximum annual base fee of 25 500 EUR.

The Sub-Fund will pay the Registrar Agent a maximum annual base fee with one Class of Share of 3 000 EUR plus a maximum annual base fee of 3 000 EUR per additional share class. In addition to this maximum annual base fees, some

variable registration agent fees might be charged to the Sub-Fund in accordance with the Agreement in place between the Fund and the Registrar Agent.

The Depositary Bank fees agreed from time to time are payable quarterly. In this respect, the Sub-Fund will pay the Depositary a fee in an amount of up to 0.0125% p.a. of the average Net Asset Value plus a maximum annual base fee of 5 000 EUR.

### **Management fees**

Please refer to the table entitled *Summary Table of Shares issued by the Company* in Appendix E detailing the available Classes for each Sub-Fund as well as their characteristics and among others the management fees.

### **Performance fees**

The Investment Manager may receive a performance fee out of the assets of the Sub-Fund for all the Classes of Shares except “J” share classes.

#### Reference indicator

**The performance calculation will be performed on a High Water Mark basis (the “HWM”) for all the Classes of Shares.**

The High Water Mark is the greater of:

- (i) the Net Asset Value per Share of the relevant Class as of the end of the most recent Reference Period at which a performance fee was paid by such Class (after reduction for the performance fee then paid); and
- (ii) if no performance fee has ever been paid, then the price per Share of the relevant Class upon first issue.

#### Method for calculating the outperformance fee

The performance fee will be calculated net of all costs.

**A performance fee will only be payable to the Investment Manager if both of the following conditions are cumulatively met:**

- **the Net Asset Value of the relevant Class of the Sub-Fund at the end of the reference period, calculated on the last Valuation Day of the year, must have increased compared to the Net Asset Value of the relevant Class of the Sub-Fund calculated on the last Valuation Day of the previous year; and**
- **the Net Asset Value per Share at the end of the reference period exceeds the previous highest Net Asset Value per Share in any preceding period in respect of which the performance commission was the last calculated and paid (High Water Mark principle).**

If both of the above conditions are met, the Investment Manager will receive, for all Classes except the J Class **a performance fee equal to 10% per annum** of the positive difference between the Net Asset Value of the relevant Class of the Sub-Fund on the last Valuation Day of the relevant year and the High Water Mark, excluding the impact of subscriptions, redemptions, conversions and dividend payments and after deduction of the management fee.

Once it has been determined that a performance fee is due to the Investment Manager in respect of a relevant year under the foregoing provisions, such performance fee shall be permanently vested in the Investment Manager, which shall not be required to reimburse such fee to the Sub-Fund in the event of a subsequent decrease in the value of the Net Assets of the Sub-Fund.

#### Reference period

The Performance Reference Period is capped at five years. The first reference period starts at the launch date of each Sub-Fund.

#### Reference Net Assets

The Reference Net Assets are the Net Assets as of the first Valuation Day of the period updated on each Valuation Day to take into account the subscription and redemption instructions received for the Class, as well as the dividends paid (if any). Moreover, the Reference Net Assets are the Net Assets before payment of the provision relating to the performance commission.

#### Crystallisation

The performance fee (if any) crystallisation frequency occurs every fiscal year. The minimum crystallization frequency is 12 months. In the case of a launch of a new share class or new Sub-Fund, a crystallisation of the performance fee will not occur if the calculation reference period is less than one year since the launch of this new share class or Sub-Fund.

The performance fee (if any) shall be paid to the Investment Manager within 10 days following the end of the Reference Period.

If Shares are redeemed during the Reference Period, the performance commission accrued in respect of these Shares will be crystallised and the aggregate of all such crystallised amounts will be paid within 10 days following the end of the

Reference Period.

#### Clawback of negative performances

In the event of negative performance recorded during a financial year, the underperformance will be carried over to the following financial year (“**Clawback**”). The HWM will in this case remain identical to that of the previous financial year. It is reinitialised at the start of each financial year regardless of whether an outperformance fee has been crystallised or not.

If, at the end of the following financial year, the outperformance has made it possible to make up the Clawback from the previous financial year and the resulting performance is positive, then the performance recorded gives rise to a performance fee.

If not, a new Clawback is carried forward to the next year. This approach will be repeated as long as the performance impacted by the Clawback is not positive.

From the financial year beginning on the day of the launch of the Sub-Fund, any underperformance of the Sub-Fund is compensated for before any performance fees become payable. For this purpose, the duration of the performance reference period is set at five years (reset 5 years). If the Clawback is not positive at the end of the performance reference period (5 years), the reset of the Clawback may lead to a performance difference again which may give rise to performance fees.

#### Performance fee calculation example:

	Year 1	Year 2	Year 3	Year 4	Year 5	Year 6	Year 7	Year 8	Year 9	Year 10
HWM on 1st January	1000	1000	1000	1004,5	1018,5	1018,5	1018,5	1018,5	1018,5	1018,5
Share price on 1 <sup>st</sup> January	1000	950	960	1005	1020	1010	1012	1000	1005	1012
Share price on 31st December of the same year	950	960	1005	1020	1010	1012	1000	1005	1012	1021
Performance of the share price	-5,0%	1,1%	4,7%	1,5%	-1,0%	0,2%	-1,2%	0,5%	0,7%	0,9%
Underperformance to be compensated for from the previous year	0,0%	-5,0%	-3,9%	0,0%	0,0%	-1,0%	-0,8%	-2,0%	-1,5%	0,0%
<b>Performance of the share price + report previous year(s)</b>	<b>-5,0%</b>	<b>-3,9%</b>	<b>0,7%</b>	<b>1,5%</b>	<b>-1,0%</b>	<b>-0,8%</b>	<b>-2,0%</b>	<b>-1,5%</b>	<b>-0,8%</b>	<b>0,9%</b>
Reset?	No	No	Yes	Yes	No	No	No	No	No	Yes
Positive performance?	No	Yes	Yes	Yes	No	No	No	No	No	Yes
Share price > HNW?	No	No	Yes	Yes	No	No	No	No	No	Yes
<b>Performance fee to be paid?</b>	<b>No</b>	<b>No</b>	<b>Yes</b>	<b>Yes</b>	<b>No</b>	<b>No</b>	<b>No</b>	<b>No</b>	<b>No</b>	<b>Yes</b>
Performance of the share price in EUR	0	0	5 (1005 - 1000)	15,5 (1020 - 1004,5)	0	0	0	0	0	2,5 (1021-1018,5)
Performance fee	-20	0	<b>0,5</b> (5 * 10%)	<b>1,55</b> (15,5 * 10%)	0	0	0	0	0	<b>0,25</b> (2,5 * 10%)

The performance graphs and performance fee tables presented in this document are simulations presented in this document and/or are based purely on assumptions. Therefore, they cannot be considered as reliable indicators of future performance. They do not represent a guarantee that the Sub-Fund will or is likely to perform or receive or be likely to achieve similar performance or receive similar amounts of performance fees as those similar to those shown.

**Subscription fee:** There will be no subscription fee.

**Redemption fee:** There will be no redemption fee.

#### **Global exposure**

The global exposure in this Sub-Fund is measured with the absolute VaR (Value at Risk) approach as detailed in applicable laws and regulations, including but not limited to CSSF Circular 11/512.

#### **Risk Considerations**

Read the Risk Descriptions section carefully before investing in the sub-fund, with special attention to the followings: Market risk, Counterparty risk, Credit risk, Liquidity risk, Operational risk.

The Sub-Fund is denominated in EUR.

#### Investment Objective

The Sub-Fund will seek to achieve its investment objective by investing on a long-only basis in a diversified portfolio of European Collateralised Loan Obligations ("CLOs") which will be listed or traded on a Regulated Market.

In general terms, CLOs are securities that entitle their holders to receive payments that depend on the cash flows from an underlying portfolio of corporate loans (the "**Collateral**"). They are usually issued in multiple tranches with different entitlements to the interest and principal proceeds generated by the Collateral. Performance depends mainly on the performance of the Collateral, which may be managed or static, and on structural terms.

#### Investment Policy

The Sub-Fund's portfolio of CLOs may be fixed or floating rate and will be highly rated by a Recognised Rating Agency. 100% of the CLOs in the Sub-Fund's portfolio will have a rating at time of investment at or above AA- or equivalent by a Recognised Rating Agency, and at least 75% of the CLOs will have a rating at time of investment at or above AAA or equivalent. In the event of a downgrade of the CLOs, the Sub-Fund may continue to hold lower rated securities and in particular the Sub-Fund may hold them until maturity.

CLOs are traded securities which are backed by a pool of senior corporate debt. The issuers of the CLOs in which the Sub-Fund will invest will be established as companies and trusts solely for the purpose of issuing CLO tranches and such companies and trusts will be located in Europe and the underlying credit exposure of such CLOs will be primarily to European and U.S. assets.

The debt obligations underlying a CLO are made up of a diversified portfolio of primarily floating rate loans, as well as fixed/floating rate bonds or notes made to or issued by corporates, with up to 100% of the pool in corporate debt securities. The underlying portfolio is typically subject to requirements on minimum credit quality, minimum diversification and maximum duration, as well as to restrictions on single-obligor and industry concentrations.

The portfolio will be well diversified and will hold a minimum of 20 securities that are themselves well diversified in terms of rating category, collateral manager, geographic location and industry sector of the underlying loan issuers.

The Sub-Fund will only invest in European CLOs, i.e. where the issuers of the CLOs are either global and/or established and located in Europe. The underlying credit exposure of such CLOs will be primarily to European and U.S. obligors. 100% of the Sub-Fund's assets are denominated in Euro.

The Sub-Fund may hold ancillary liquid assets ("cash" and "cash equivalent") which shall be limited to bank deposit at sight, such as cash held in current accounts with a bank accessible at any time, in order to cover current or exceptional payments, or for the time necessary to reinvest in eligible assets provided under article 41(1) of the 2010 Law or for a period of time strictly necessary in case of unfavourable market conditions. The holding of such ancillary liquid assets is limited to 20% of the net assets of the Sub-Fund. The above mentioned 20% limit shall only be temporarily breached for a period of time strictly necessary when, because of exceptionally unfavourable market conditions, circumstances so require and where such breach is justified having regard to the interests of the shareholders, for instance in highly serious circumstances such as the September 11 attacks or the bankruptcy of Lehman Brothers in 2008.

The strategy is not limited to a "buy and hold" investment strategy (i.e. purchasing CLO tranches and holding them to maturity in order to benefit from the interest payments during the life of the tranche); the Investment Manager may proceed to arbitrage operations if market opportunities arise or in case of degradation of ESG criteria.

While getting closer to the maturity date of 30/06/2028, the Sub-Fund may invest a substantial part of its assets in Money market instruments.

The Sub-Fund is created for a limited duration and will be liquidated at its maturity date on 30/06/2028. The maturity date may be extended for an additional 1 + 1 year period. Such extension may be decided by the Board of Directors, at its sole discretion. The Board of Directors will provide Shareholders with a written communication, ahead of the liquidation, to remind them of the upcoming effective date of this event.

#### Investment process

The Sub-Fund will seek to achieve its investment objective and policies through the evaluation of CLO tranches by the

Investment Manager.

Each CLO the Sub-Fund will invest in will typically be exposed to over a hundred issuers, hence the Sub-Fund will be ultimately exposed to a few hundreds of borrowers. Thus, the Sub-Fund will indirectly finance (i) a large number of corporate issuers that (ii) will be selected by another party (the CLO Manager).

In this context, the Sub-Fund's investment process will combine a) fundamental security analysis, b) extra-financial analysis and c) dynamic allocation across high grade rating categories.

#### **a) Fundamental security analysis**

Quantitative analysis (structural, cash-flow modelling, sensitivity analysis, portfolio stratification and valuation and pricing/relative value) supports our security and market qualitative and fundamental analyses (portfolio, manager and legal considerations).

Critical to this quantitative analysis are our proprietary CLO analysis model, which enable us to

- (i) compare CLO deals and tranches through an analysis of multiple deal and credit metrics,
- (ii) determine the capital resilience of a particular tranche by calculating the breakpoint default rate (% of portfolio defaults before \$1 loss), and
- (iii) derive projected cash flows based our base case and stress case scenario, incorporating expected default rates in the portfolio, loss severity upon default, prepayments, reinvestment rates etc.

Individual securities are purchased to fill these criteria subject to availability/pricing/relative value/risk characteristics.

The principals and portfolio management team of the Investment Manager also have long and established relationships with key participants in the primary and secondary market for CLOs, including arrangers, managers, traders and research providers. These relationships are expected to support the effective sourcing of investment opportunities.

The Investment Manager will also review comparable CLOs to ensure the CLO that is being evaluated offers attractive relative value.

#### **b) Extra-financial analysis**

The Sub-Fund promotes environmental and/or social characteristics within the meaning of article 8 of the Regulation (EU) 2019/2088 of 27 November 2019 on sustainability-related disclosures in the financial sector, by taking into account "Environmental, Social and Governance" (ESG) criteria in its investment process.

The Sub-Fund's extra-financial analysis will be articulated as follows:

##### **1) Best in Class approach**

The Investment Manager employs a Best in Class approach to select the CLOs that are managed by Managers that have a rigorous and comprehensive approach to apply ESG driven investment criteria, guaranteeing a proper ESG selection of the underlying portfolios. Selection will include a due diligence by the Investment Manager on their ESG teams and process and will include quantitative and qualitative criteria. A specific ESG comitee composed of the portfolio managers and the Head of Risk and ESG Management at the Investment Manager will maintain the list of authorized CLO managers.

##### **2) Exclusion policy**

The Investment Manager applies an exclusion policy by investing in deals that specifically exclude in their offering circulars issuers that are investing their collateral in Loans issued by companies involved in the Controversial Sectors. The assessment of the level of involvement in each activity is based on percentage of revenue. The thresholds are:

- Any involvement in Controversial weapons
- 50% for Prostitution and adult entertainment
- 50% for tobacco producing companies, suppliers or distributors
- 50% for Thermal coal mining

##### **3) ESG score**

ESG Score for each CLO is based on the number of ESG prohibition in its rules and the strength of these restrictions, as undertaken in its offering circular. The Sub-Fund uses ESG scores provided by specialized company Dealscribe.

In addition to its own exclusion policy, the Sub-Fund will invest in deals with minimum ESG scores. This minimum threshold is deemed to increase during the life of the Sub-Fund as ESG criteria selection improves in the CLO industry.

The Investment Manager will apply an ESG score to each CLO in which the Sub-Fund invests or is about to invest and, additionally, maintain during the life of the Sub-Fund a satisfactory weighted average consolidated ESG score i.e. a score that corresponds to a CLO that would be in the 1st quartile of the European CLO universe at the time of investment.

#### 4) Engagement policy

Every month, the Investment Manager will screen the issuers representing more than 1% of its consolidated collateral portfolio. Each name will be analyzed to identify any company being involved in one or more recent very severe controversies under the MSCI nomenclature (red flag).

The Investment Manager will subsequently engage with the CLO Manager(s) that owns the flagged name and discuss their potential options. Potentially non satisfactory development may result in the disposal of the position in the Sub-Fund, for the best interest of the shareholders.

#### c) Dynamic allocation

The Investment Manager seeks to optimise total return through asset allocation and active portfolio management while taking into consideration price risk, default risk, sustainability risk and other possible risks. To that end, the investment team determines an optimal allocation across rating categories, duration, deal vintages, collateral manager style and experience and CLO characteristics, including ESG characteristics.

#### Taxonomy Regulation

The Sub-Fund promotes environmental characteristics within the meaning of article 6 of the Taxonomy Regulation. The Taxonomy Regulation aims to identify economic activities which qualify as environmentally sustainable (the “Eligible Activities”).

The Taxonomy Regulation identifies such activities according to their contribution to six environmental objectives:

- Climate change mitigation;
- Climate change adaptation;
- Sustainable use and protection of water and marine resources;
- Transition to a circular economy;
- Pollution prevention and control;
- Protection and restoration of biodiversity and ecosystems.

An economic activity shall qualify as environmentally sustainable where that economic activity contributes substantially to one or more of the six environmental objectives, does not significantly harm any of the environmental objectives (“do not significantly harm” or “DNSH” principle) and is carried out in compliance with the minimum safeguards laid down in Article 18 of Taxonomy Regulation. The “do no significant harm” principle applies only to those investments underlying the Sub-Fund that take into account the European Union criteria for environmentally sustainable economic activities.

The Management Company is targeting to provide investors with the proportion of investments in Eligible Activities, which could represent a non-significant part of the portfolio. As from the full availability of the data and finalization of the relevant calculation methodologies, the description of how and to what extent the investments underlying the Sub-Fund are made in Eligible Activities will be made available to investors. This proportion, as well as information relating to the proportion of enabling and transitional activities, are included in Part III of this Prospectus named Part III – Pre-contractual disclosures for the financial products referred to in Article 8, paragraphs 1, 2 and 2a and in Article 9, paragraphs 1 to 4a, of Regulation (EU) 2019/2088 and respectively Article 6, first paragraph and Article 5, first paragraph, of Regulation (EU) 2020/852.

For any questions relating to the Taxonomy Regulation, please contact the Management Company at the following email address: <https://investmentsolutions.societegenerale.lu/en/regulation/>

The Management Company draws the attention of investors to the fact that the investments underlying the remaining portion of this financial product do not take into account the EU criteria for environmentally sustainable economic activities.

#### Leverage

The Sub-Fund will not use any leverage.

#### Benchmark

The Sub-Fund is actively managed without reference to a benchmark.

## **Investment Manager**

The Management Company has appointed CARTESIA SAS as Investment Manager of this Sub-Fund. CARTESIA SAS is regulated by France's Autorité des Marchés Financiers ("**AMF**") with authorisation number GP-1300009. Its registered office is 26-28 rue Danielle Casanova 75002 Paris, France.

## **Initial subscription period and price**

Please refer to the table entitled *Summary Table of Shares issued by the Company* in Appendix E detailing the available Classes for each Sub-Fund as well as their characteristics and among others the initial Issue Price and required initial subscription amount.

## **Subsequent subscriptions, redemptions and conversion**

After the initial subscription period, application for subscription, redemption and conversion for all Classes of Shares must be received by the Registrar Agent on any Dealing Day before respectively the Sub-Fund Subscription Deadline, the Sub-Fund Redemption Deadline and Sub-Fund Conversion Deadline (as defined in Part I of the Prospectus).

## **Minimum holding**

Please refer to the table entitled *Summary Table of Shares issued by the Company* in Appendix E detailing the available Classes for each Sub-Fund as well as their characteristics and among others the minimum shareholding.

## **Calculation of the Net Asset Value**

The Net Asset Value will be calculated on a daily basis on each Business Day as defined in the General Part of the Prospectus.

## **Operating and administrative expenses**

The Sub-Fund will pay the Administrative Agent a total fee in an amount of up to 0.02825% p.a. of the average Net Asset Value plus a maximum annual base fee of EUR 46 500.

The Sub-Fund will pay the Registrar Agent a maximum annual base fee with one Class of Share of 3 000 EUR plus a maximum annual base fee of 3 000 EUR per additional share class. In addition to this maximum annual base fees, some variable registration agent fees might be charged to the Sub-Fund in accordance with the Agreement in place between the Fund and the Registrar Agent.

The Depositary Bank fees agreed from time to time are payable quarterly. In this respect, the Sub-Fund will pay the Depositary a fee in an amount of up to 0.0125% p.a. of the average Net Asset Value plus a maximum annual base fee of 5 000 EUR.

## **Management fees**

Please refer to the table entitled *Summary Table of Shares issued by the Company* in Appendix E detailing the available Classes for each Sub-Fund as well as their characteristics and among others the management fees.

## **Performance fees**

The Investment Manager will not receive any performance fee out of the assets of the Sub-Fund..

## **Subscription fee**

There will be no subscription fee

## **Redemption fee**

There will be no redemption fee

## **Global exposure**

The global exposure in this Sub-Fund is measured with the Commitment Approach as detailed in applicable laws and regulations, including but not limited to CSSF Circular 11/512.



**Risk Considerations**

Read the Risk Descriptions section carefully before investing in the sub-fund, with special attention to the followings: Market risk, Counterparty risk, Credit risk, Liquidity risk, Operational risk.

The Sub-Fund is denominated in EUR.

#### **Investment Objective**

The investment objective of the Sub-Fund is to provide long-term growth to investors from a diversified portfolio of investments. The portfolio will be actively managed, providing a dynamic exposure to equities and fixed income. The overall risk of the Sub-Fund is intended to be consistent with that of a growth portfolio.

#### **Investment Policy**

The Sub-Fund intends to achieve its objective by actively managing direct and indirect exposure to equities, fixed-income securities, Money market instruments, and ancillary liquid assets.

The non-binding target allocation of assets of the Sub-Fund is the following:

- Equities 70%
- Fixed Income 20%. The Sub-Fund may invest in fixed income in the event of unfavourable conditions on the stocks markets or in the event of an opportunity to be seized on the fixed income market, thus ensuring efficient management of the Sub-Fund
- Liquidity 10%

The Sub-Fund may invest up to 20% of its net assets through other UCITS / UCIs such as eligible mutual funds and ETF and structured products.

The remaining assets are invested directly or indirectly in debt securities (including lower rated or non-investment grade securities) and Money market instruments (up to 20% of the Sub-Fund's net assets).

The debt instruments will be principally rated Investment Grade (rating BBB- or higher delivered by Standard and Poor's ("S&P") or equivalent to BBB- or higher in the opinion of the Investment Manager). It may also opportunistically invest in debt securities rated below Investment Grade with a rating of at least B- (up to 40% of the Sub-Fund's net assets). The Sub-Fund may invest in securities which are not rated by rating agencies if they are considered to be equivalent in risk to at least a B- rated company in the opinion of the Investment Manager at the time of investment (up to 15% of the Sub-Fund's net assets). If the rating of a security held by the Sub-Fund declines (below a B- rating by S&P), or if the security goes into default, the Sub-Fund will dispose of the security. The Sub-Fund will not invest in distressed and defaulted securities

The Sub-Fund invests in securities of issuers of any market capitalisation located anywhere in the world, including Emerging Markets (with a maximum of 10% of the assets of the Sub-Fund).

Currency forward contracts, Futures and Options are allowed for investment, hedging and efficient management purposes.

The Sub-Fund may hold ancillary liquid assets ("cash" and "cash equivalent") which shall be limited to bank deposits at sight, such as cash held in current accounts with a bank accessible at any time, in order to cover current or exceptional payments, or for the time necessary to reinvest in eligible assets provided under article 41(1) of the 2010 Law or for a period of time strictly necessary in case of unfavourable market conditions. The holding of such ancillary liquid assets is limited to 20% of the net assets of the Sub-Fund. The above mentioned 20% limit shall only be temporarily breached for a period of time strictly necessary when, because of exceptionally unfavourable market conditions, circumstances so require and where such breach is justified having regard to the interests of the investors, for instance in highly serious circumstances such as the September 11 attacks or the bankruptcy of Lehman Brothers in 2008.

The Sub-Fund may recourse, for investment, hedging and efficient management purposes, to the use of the financial techniques provided under Investment Techniques of Appendix B of this Prospectus.

The Sub-Fund shall neither invest in ABS nor in MBS.

#### **Sustainable Investment Policy**

Due to the fact that the Sub-Fund does not invest in securities integrating "Environmental, Social and Governance" (ESG) criteria, the Investment Manager does not therefore apply the sustainable investment policy of Société Générale Investment Solutions (Europe).

## **Taxonomy Regulation**

In accordance with article 7 of the Taxonomy Regulation, the Management Company draws the attention of investors to the fact that the investments underlying this Sub-Fund do not take into account the European Union criteria for environmentally sustainable economic activities.

## **Leverage**

The expected level of leverage of the Sub-Fund will not exceed 50% of the Net Asset Value of the Sub-Fund.

## **Benchmark**

The Sub-Fund is actively managed without reference to a benchmark. For the purpose of performance comparison only, the return of the Sub-Fund will be compared to the following composite benchmark: 50% Eurostoxx 600 net Return, 30% S&P 500 and 20% ESTR Compounded Index.

## **Investment Manager**

The Sub-Fund will be managed by Société Générale Investment Solutions (Europe).

## **Initial subscription period and price**

Please refer to the table entitled *Summary Table of Shares issued by the Company* in Appendix E detailing the available Classes for each Sub-Fund as well as their characteristics and among others the initial Issue Price and required initial subscription amount.

## **Subsequent subscriptions, redemptions and conversion**

After the initial subscription period, application for subscription, redemption and conversion for all Classes of Shares must be received by the Registrar Agent on any Dealing Day before respectively the Sub-Fund Subscription Deadline, the Sub-Fund Redemption Deadline and the Sub-Fund Conversion Deadline (as defined in Part I of the Prospectus).

## **Minimum holding**

Please refer to the table entitled *Summary Table of Shares issued by the Company* in Appendix E detailing the available Classes for each Sub-Fund as well as their characteristics, and among others the minimum shareholding.

## **Calculation of the Net Asset Value**

The Net Asset Value will be calculated on a weekly basis as defined in the General Part of the Prospectus. It is dated each Monday that is a full Business Day in Luxembourg (the “**Valuation Date**”) (or the following full business day if that day is not a full banking Business Day), and is calculated on the Business Day following the Valuation Date, on the basis of the closing prices on Monday (or on the basis of the last prices known on this Valuation Date) on the markets on which the securities held by the Sub-Fund are listed or traded.

In addition, a NAV per share will also be determined on the last Business Day of December for the purpose of preparing the Fund’s annual report and will be calculated on the following Business Day based on the prices of the last Business Day of December. No subscription, redemption or conversion orders are possible on that day, unless that day coincides with the normal NAV determination cycle, that is to say that the last Business Day of the month of December is a Monday that is a full Business Day in Luxembourg.

## **Operating and administrative expenses**

The Sub-Fund will pay the Central Administrative Agent and Depositary a total fee in an amount of up to 0.05% p.a. of the average Net Asset Value plus an annual fee of EUR 35.000.

## **Management fees**

Please refer to the table entitled *Summary Table of Shares issued by the Company* in Appendix E detailing the available Classes for each Sub-Fund as well as their characteristics and among others the management fees.

**Performance fees**

The Investment Manager will not receive any performance fee out of the assets of the Sub-Fund.

**Subscription fee**

There will be no subscription fee

**Redemption fee**

There will be no redemption fee

**Global exposure**

The global exposure in this Sub-Fund is measured with the absolute VaR (Value at Risk) approach as detailed in applicable laws and regulations, including but not limited to CSSF Circular 11/512.

**Risk Considerations**

Read the Risk Descriptions section carefully before investing in the Sub-Fund, with special attention to the followings: Market risk, Counterparty risk, Credit risk, Liquidity risk, Operational risk.

## **PART III**

**Pre-contractual disclosures for the financial products referred to in Article 8, paragraphs 1, 2 and 2a and in Article 9, paragraphs 1 to 4a, of Regulation (EU) 2019/2088 and respectively Article 6, first paragraph and Article 5, first paragraph, of Regulation (EU) 2020/852**

**Sustainable investment** means an investment in an economic activity that contributes to an environmental or social objective, provided that the investment does not significantly harm any environmental or social objective and that the investee companies follow good governance practices.

The **EU Taxonomy** is a classification system laid down in Regulation (EU) 2020/852, establishing a list of **environmentally sustainable economic activities**. That Regulation does not include a list of socially sustainable economic activities. Sustainable investments with an environmental objective might be aligned with the Taxonomy or not.

**Product name:** Talents UCITS Fund - Descartes  
**Credit Return 2028**

**Legal entity identifier:**  
254900851NRR8A6S0W36

## Environmental and/or social characteristics

Does this financial product have a sustainable investment objective?	
 <b>Yes</b>	 <b>No</b>
<div><input type="checkbox"/> It will make a minimum of <b>sustainable investments with an environmental objective: ____%</b><div><input type="checkbox"/> in economic activities that qualify as environmentally sustainable under the EU Taxonomy</div><div><input type="checkbox"/> in economic activities that do not qualify as environmentally sustainable under the EU Taxonomy</div></div> <div><input type="checkbox"/> It will make a minimum of <b>sustainable investments with a social objective: ____%</b></div>	<div><input type="checkbox"/> It <b>promotes Environmental/Social (E/S) characteristics</b> and while it does not have as its objective a sustainable investment, it will have a minimum proportion of ____% of sustainable investments<div><input type="checkbox"/> with an environmental objective in economic activities that qualify as environmentally sustainable under the EU Taxonomy</div><div><input type="checkbox"/> with an environmental objective in economic activities that do not qualify as environmentally sustainable under the EU Taxonomy</div><div><input type="checkbox"/> with a social objective</div></div> <div><input checked="" type="checkbox"/> It promotes E/S characteristics, but <b>will not make any sustainable investments</b></div>



### What environmental and/or social characteristics are promoted by this financial product?

The Sub-Fund invests in European Collateralized Loan Obligations (**CLOs, or CLO Tranches**), which are bonds issued by Special Purpose Entities and backed by a portfolio of loans. The portfolio is constructed by a specialized investment company, called Collateral or CLO Manager.

The Sub-Fund integrates ESG criteria within its portfolio management investment decisions, combining fundamental financial analysis and extra-financial analysis through (i) CLO managers selection and (ii) specific CLO selection.

By investing in this manner, the Sub-Fund invests in CLOs which finance companies contributing to sustainable development in various sectors of activity and promotes E/S characteristics such as Greenhouse gas emissions and investment in human capital.

Moreover, the Sub-Fund’s extra-financial analysis will be articulated as follows:

### 1) Best in Class approach

The Investment Manager employs a Best in Class approach to select the CLOs that are managed by Managers that have a rigorous and comprehensive approach to apply ESG driven investment criteria, guaranteeing a proper ESG selection of the underlying portfolios. Selection will include a due diligence by the Investment Manager on their ESG teams and process and will include quantitative and qualitative criteria. A specific ESG committee composed of the portfolio managers and the Head of Risk and ESG Management at the Investment Manager will maintain the list of authorized CLO managers.

### 2) Exclusion policy

The Investment Manager applies an exclusion policy by investing in deals that specifically exclude in their offering circulars issuers that are investing their collateral in Loans issued by companies involved in the Controversial Sectors. The assessment of the level of involvement in each activity is based on percentage of revenue. The thresholds are:

- Any involvement in Controversial weapons
- 50% for Prostitution and adult entertainment
- 50% for tobacco producing companies, suppliers or distributors
- 50% for Thermal coal mining

### 3) ESG score

ESG Score for each CLO is based on the number of ESG prohibition in its rules and the strength of these restrictions, as undertaken in its offering circular. The Sub-Fund uses ESG scores provided by specialized company Dealscribe.

In addition to its own exclusion policy, the Sub-Fund will invest in deals with minimum ESG scores. This minimum threshold is deemed to increase during the life of the Sub-Fund as ESG criteria selection improves in the CLO industry.

The Investment Manager will apply an ESG score to each CLO in which the Sub-Fund invests or is about to invest and, additionally, maintain during the life of the Sub-Fund a satisfactory weighted average consolidated ESG score i.e. a score that corresponds to a CLO that would be in the 1st quartile of the European CLO universe at the time of investment.

The Fund does not seek to invest in sustainable investments within the meaning of article 2(17) of the Sustainable Finance Disclosure Regulation ("SFDR") nor in sustainable investments within the meaning of article 2(1) of the EU Taxonomy Regulation, i.e. the investments do not take into account the EU criteria for environmentally sustainable economic activities.

No benchmark has been designated for the purpose of attaining the environmental or social characteristics.

**Sustainability indicators** measure how the environmental or social characteristics promoted by the financial product are attained.

- ***What sustainability indicators are used to measure the attainment of each of the environmental or social characteristics promoted by this financial product?***

The sustainability indicators used are as follows:

- Controversial activities / controversial sectors: The Sub-Fund employs exclusions, driven by revenue thresholds on the following sectors:
  - Controversial Military Weapons
  - Pornography/Prostitution
  - Tobacco
  - Thermal Coal

- **ESG rating:** The Sub-Fund will use ESG scores provided by specialized company Dealscribe, a recognized technology-enabled research firm providing unbiased analysis on CLO documentation and based on both human capabilities and Artificial Intelligence. The first part of Dealscribe analysis is to count the number of activities banned in each CLO, as covenanted in such CLO's offering circular. The second part assigns a weighting to the strength of each restriction. The most restrictive definitions capture borrowers that have any involvement in the restricted activity (score 7), and at the other end of the scale the loosest definitions include companies with a 75% revenue threshold (score 1).

Dealscribe industry definition weightings:

Definition	Weighting
75%+ revenue/concentration limit	1
50% revenue/principal business	2
Rating agency classified industry	3
20-30% revenue	4
10-15% revenue	5
5% revenue	6
Any involvement	7

- ***What are the objectives of the sustainable investments that the financial product partially intends to make and how does the sustainable investment contribute to such objectives?***

The financial product intends to promote environmental and social characteristics but does not pursue to invest in sustainable investments.

- ***How do the sustainable investments that the financial product partially intends to make, not cause significant harm to any environmental or social sustainable investment objective?***

The financial product intends to promote environmental and social characteristics but does not pursue to invest in sustainable investments.

- *How have the indicators for adverse impacts on sustainability factors been taken into account?*

PAIs are taken into account based on several criteria:

- Exclusion policy

The Sub-Fund excludes from the investment universe CLOs which can invest in companies with significant part of their revenues derived from the Controversial Activities.

- ESG Best-in-Class policy

The Sub-Fund follows a Best-in-Class approach by investing in European CLOs whose Dealcribe's ESG Score is greater than or equal to 20.

The Sub-Fund considers the following PAIs:

- 1-Greenhouse Gas Emissions
- 2-Carbon footprint
- 3-GHG intensity of investee companies
- 4-Exposure to companies active in the fossil fuel sector
- 10-Violations of UN Global Compact principles and Organisation for Economic Cooperation and



## Development (OECD) Guidelines for Multinational Enterprises

14-Exposure to controversial weapons (antipersonnel mines, cluster munitions, chemical weapons and biological weapons)

- *How are the sustainable investments aligned with the OECD Guidelines for Multinational Enterprises and the UN Guiding Principles on Business and Human Rights? Details:*

In accordance with the Société Générale Group's "Defense" sector policy, which meets the obligations of the Ottawa (1999) and Oslo (2008) conventions applicable to all French management companies, companies involved in activities related to prohibited or controversial weapons (antipersonnel mines, cluster bombs, depleted uranium weapons) are excluded from the fund's investment universe.

*The EU Taxonomy sets out a “do not significant harm” principle by which Taxonomy-aligned investments should not significantly harm EU Taxonomy objectives and is accompanied by specific EU criteria.*

The “do no significant harm” principle applies only to those investments underlying the financial product that take into account the EU criteria for environmentally sustainable economic activities. The investments underlying the remaining portion of this financial product do not take into account the EU criteria for environmentally sustainable economic activities.

*Any other sustainable investments must also not significantly harm any environmental or social objectives.*



### Does this financial product consider principal adverse impacts on sustainability factors?

☒ Yes

The Sub-Fund considers the PAI described in the table in section “How have the indicators for adverse impacts on sustainability factors been taken into account?”

☐ No



### What investment strategy does this financial product follow?

The investment strategy guides investment decisions based on factors such as investment objectives and risk tolerance.

The Sub-Fund seeks to achieve performance through investments in diversified portfolio of highly rated tranches of CLOs with a strong ESG profile.

The Sub-Fund combines ESG best-in-class approach with ESG integration, exclusions and engagement. All the CLO Tranches invested in portfolio will also be researched and analyzed from an ESG standpoint.

The investment process is based on qualitative and quantitative analysis. The Qualitative analysis is based on the Due Diligences on the CLO managers, its ESG Policy and its ability to select an ESG compliant collateral. Prior to investment, the Investment Manager reviews all CLO manager’s ESG policies and framework, including a detailed ESG Due Diligence Questionnaire promoted and prepared by both the

LSTA (Loan Syndication Trading Association) and the ELFA (European Leverage Finance association). Updates are performed annually.

The consideration of ESG criteria in the selection of securities aims to assess the ability of companies to transform the challenges of sustainable development into vectors of performance. The philosophy of this approach as a socially responsible investor is based on the conviction that taking into account extra-financial criteria beyond traditional financial analysis allows a better assessment of the risks and opportunities for the investor. Extra-financial analysis thus contributes to the creation of value, broadens the selection process and contributes to the robustness of the management process. In addition, ESG analysis makes it possible to assess the companies that are most successful, on the one hand, in limiting the ESG risks they face and, on the other hand, in seizing opportunities related to sustainable development.

● ***What are the binding elements of the investment strategy used to select the investments to attain each of the environmental or social characteristics promoted by this financial product?***

**Good governance** practices include sound management structures, employee relations, remuneration of staff and tax compliance.

All the securities invested in portfolio will be researched and analysed from an ESG standpoint.

The Investment Manager addresses ESG factors throughout the investment process, including research, CLO managers selection and portfolio construction. The Investment Manager incorporates i) an exclusion policy completed by ii) an ESG Integration policy.

i. Exclusion policy

The Investment Manager strictly excludes the following sectors: Controversial weapons, Prostitution, adult entertainment, Tobacco and Thermal coal by excluding CLOs investing their collateral in Loans issued by companies involved in the Controversial Sectors.

The assessment of the level of involvement in each activity is based on percentage of revenue. The thresholds are:

- Any involvement in Controversial weapons
- 50% for Prostitution and adult entertainment
- 50% for tobacco producing companies, suppliers or distributors
- 50% for Thermal coal mining

ii. ESG Integration policy

As part of its investment policy, the Sub-Fund adopts a rating upgrade approach. To carry out this analysis, the Investment Manager uses data provided by Dealscribe.

As part of the investment policy, the Sub-Fund follows a Best-in-Class approach by investing only in CLOs whose Dealscribe's ESG Score is greater than or equal to 20.

As of June 2023, CLOs with a Dealscribe ESG rating above 20 are in the top half of the European CLOs.

Furthermore, the Investment Manager will compute on a quarterly basis the Sub-Fund's weighted average ESG Score and will disclose the results in its periodic reports to investors. The Investment Manager commits to keeping the weighted average ESG score above its original level during the life of the Sub-Fund.

● ***What is the committed minimum rate to reduce the scope of the investments considered prior to the application of that investment strategy?***

The Investment Manager addresses ESG factors throughout the investment process, including research, company engagement and portfolio construction. There is no minimum rate of exclusion set as the European CLO market is constantly evolving towards best ESG practice.

● **What is the policy to assess good governance practices of the investee companies?**

The good governance is assessed in several steps during investment process.

Firstly, the minimum safeguards regarding governance are included in the exclusion policy. The Sub-Fund cannot invest in CLOs which allow investments in companies having any involvement in Controversial Weapons or with more than 50% of revenues stemming from controversial sectors / activities such as Prostitution / Adult Entertainment, Thermal Coal or Tobacco.

The selection process includes the integration of Dealscribe's ESG Score where the governance aspects are among the best-in-class in terms of ESG documentation laid out in the CLO's prospectus.



**What is the asset allocation planned for this financial product?**

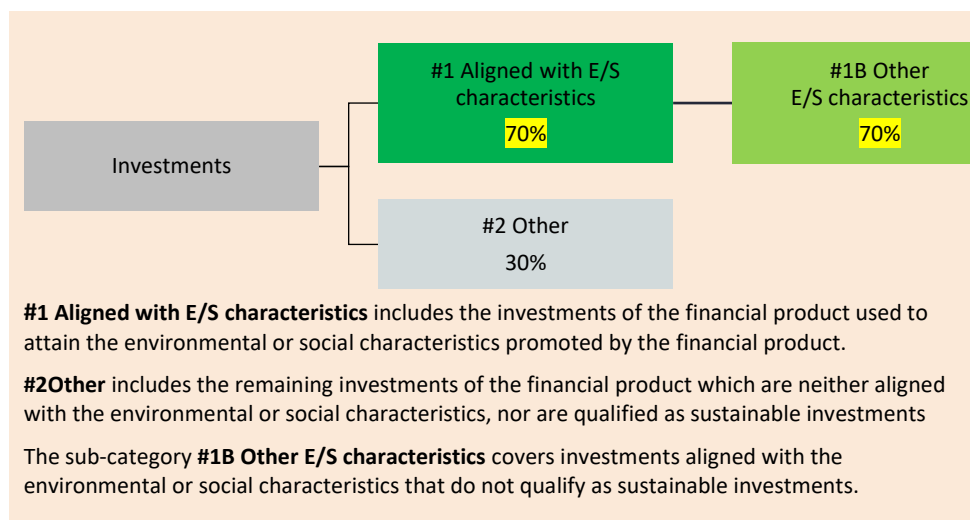
**Asset allocation**  
describes the share of investments in specific assets.

*[include note only for financial products referred to in Article 6 of Regulation (EU) 2020/852]*

Taxonomy-aligned activities are expressed as a share of:

- **turnover** reflecting the share of revenue from green activities of investee companies
- **capital expenditure** (CapEx) showing the green investments made by investee companies, e.g. for a transition to a green economy.
- **operational expenditure** (OpEx) reflecting green operational activities of investee companies.

At least 70% of the Sub-Fund investments promote environmental and social characteristics. The Sub-Fund will not make any sustainable investments. The Sub-Fund will not directly invest in sustainable investments that qualify as environmentally sustainable under the Taxonomy, nor in sustainable investments with a social objective.



● **How does the use of derivatives attain the environmental or social characteristics promoted by the financial product?**

Not applicable



**To what minimum extent are sustainable investments with an environmental objective aligned with the EU Taxonomy?**

This financial product does not pursue to invest in sustainable investments as per Art. 2(1) of the Taxonomy Regulation (EU) 2020/852 of the European Parliament and of the Council. The minimum commitment is 0%.

- Does the financial product invest in fossil gas and/or nuclear energy related activities that comply with the EU Taxonomy<sup>1</sup>?

- ☐ Yes:
- ☐ In fossil gas      ☐ In nuclear energy
- ☒ No

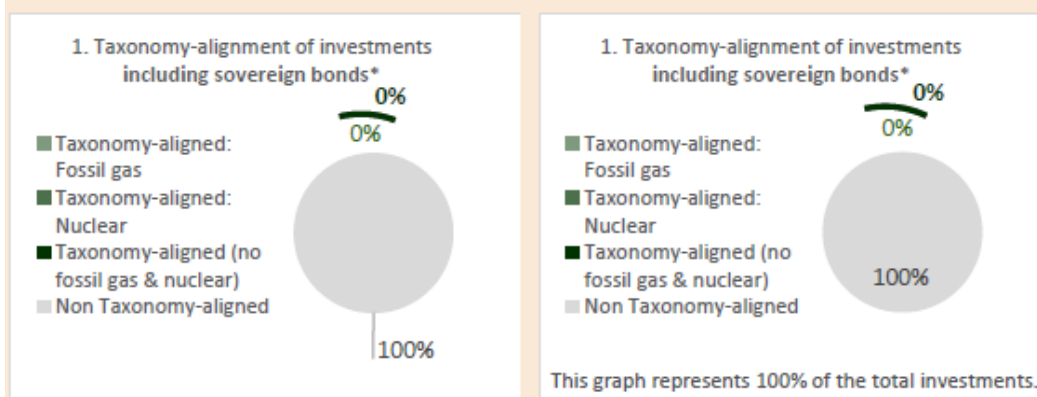
[include note only for the financial products referred to in Article 6, first paragraph, of Regulation (EU) 2020/852]

To comply with the EU Taxonomy, the criteria for **fossil gas** include limitations on emissions and switching to renewable power or low-carbon fuels by the end of 2035. For **nuclear energy**, the criteria include comprehensive safety and waste management rules.

**Enabling activities** directly enable other activities to make a substantial contribution to an environmental objective.

**Transitional activities** are activities for which low-carbon alternatives are not yet available and among others have greenhouse gas emission levels corresponding to the best performance.

The two graphs below show in green the minimum percentage of investments that are aligned with the EU Taxonomy. As there is no appropriate methodology to determine the Taxonomy-alignment of sovereign bonds\*, the first graph shows the Taxonomy alignment in relation to all the investments of the financial product including sovereign bonds, while the second graph shows the Taxonomy alignment only in relation to the investments of the financial product other than sovereign bonds.



\* For the purpose of these graphs, 'sovereign bonds' consist of all sovereign exposures.

- What is the minimum share of investments in transitional and enabling activities?

This financial product does not pursue to invest in sustainable investments as per Art. 2(1) of the Taxonomy Regulation (EU) 2020/852 of the European Parliament and of the Council. The minimum share is 0%.



- What is the minimum share of sustainable investments with an environmental objective that are not aligned with the EU Taxonomy?

This financial product does not pursue to invest in sustainable investments as per Art. 2(17) of the Regulation (EU) 2019/2088 of the European Parliament and of the Council. The minimum share is 0%.



- What is the minimum share of socially sustainable investments?

This financial product does not pursue to invest in sustainable investments as per Art. 2(17) of the Regulation (EU) 2019/2088 of the European Parliament and of the Council. The minimum share is 0%.

<sup>1</sup> Fossil gas and/or nuclear related activities will only comply with the EU Taxonomy where they contribute to limiting climate change ("climate change mitigation") and do not significantly harm any EU Taxonomy objective – see explanatory note in the left-hand margin. The full criteria for fossil gas and nuclear energy economic activities that comply with the EU Taxonomy are laid down in Commission Delegated Regulation (EU) 2022/1214.



**What investments are included under “#2 Other”, what is their purpose and are there any minimum environmental or social safeguards?**

The investments in “#2 other” will include up to 20% of the Sub-Fund’s assets in cash and cash equivalent securities and up to 30% of the Sub-Fund’s assets in CLO tranches from older vintages which did not include in their prospectuses the exclusion provisions as these were not standard at the time.

Cash may be held as ancillary liquidity or for risk balancing purposes. Minimum environmental or social safeguards are not considered for investments included under this category.



**Is a specific index designated as a reference benchmark to determine whether this financial product is aligned with the environmental and/or social characteristics that it promotes?**

*[include note for financial products where an index has been designated as a reference benchmark for the purpose of attaining the environmental or social characteristics promoted by the financial product]*

**Reference benchmarks** are indexes to measure whether the financial product attains the environmental or social characteristics that they promote.

This financial product does not have a specific index designated as a reference benchmark to determine whether this financial product is aligned with the promoted environmental and/or social characteristics

- ***How is the reference benchmark continuously aligned with each of the environmental or social characteristics promoted by the financial product?***

Not applicable

- ***How is the alignment of the investment strategy with the methodology of the index ensured on a continuous basis?***

Not applicable

- ***How does the designated index differ from a relevant broad market index?***

Not applicable

- ***Where can the methodology used for the calculation of the designated index be found?***

Not applicable



**Where can I find more product specific information online?**

**More product-specific information can be found on the website:**

<https://investmentsolutions.societegenerale.lu/en/>