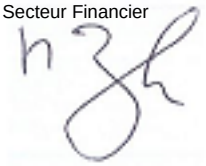
**VISA 2023/173004-1583-0-PC**
L'apposition du visa ne peut en aucun cas servir d'argument de publicité
Luxembourg, le 2023-05-08
Commission de Surveillance du Secteur Financier



# CAMEROS SICAV

## SICAV

**Sicav incorporated under Luxembourg law**

## PROSPECTUS

April 2023

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# IMPORTANT INFORMATION

This Prospectus should be read in its entirety before making any application for shares of the Company (the "Shares"). If you are in any doubt about the contents of this Prospectus you should consult your financial or other professional adviser.

Shares are offered on the basis of the information contained in this Prospectus and the documents referred to therein.

No person has been authorised to issue any advertisement or to give any information, or to make any representations in connection with the offering, placing, subscription, sale, switching or redemption of Shares other than those contained in this Prospectus and, if issued, given or made, such advertisement, information or representations must not be relied upon as having been authorised by the Company or the Domiciliation Agent, Administrative Agent, Paying Agent, Registrar and Transfer Agent. Neither the delivery of this Prospectus nor the offer, placement, subscription or issue of any of the Shares shall under any circumstances create any implication or constitute a representation that the information given in this Prospectus is correct as of any time subsequent to the date hereof.

The distribution of this Prospectus and supplementary documentation and the offering of Shares may be restricted in certain countries. Investors wishing to apply for Shares should inform themselves as to the requirements within their own country for transactions in Shares, any applicable exchange control regulations and the tax consequences of any transaction in Shares.

This Prospectus does not constitute an offer or solicitation by anyone in any country in which such offer or solicitation is not lawful or authorised, or to any person to whom it is unlawful to make such offer or solicitation.

Investors should note that not all the protections provided under their relevant regulatory regime may apply and there may be no right to compensation under such regulatory regime, if such scheme exists.

The Domiciliation Agent, Administrative Agent, Paying Agent, Registrar and Transfer Agent shall not divulge any confidential information concerning the Investor unless required to do so by law or regulation. The Investor agrees that personal details contained in the application form and arising from the business relationship with the Domiciliation Agent, Administrative Agent, Paying Agent, Registrar and Transfer Agent may be stored, modified or used in any other way by the Domiciliation Agent, Administrative Agent, Paying Agent, Registrar and Transfer Agent for the purpose of administering and developing the business relationship with the Investor. To this end data may be transmitted to companies being appointed by the Domiciliation Agent, Administrative Agent, Paying Agent, Registrar and Transfer Agent to support the business relationship (e.g. external processing centres, despatch or paying agents).

The distribution of this Prospectus in certain countries may require that this Prospectus be translated into the languages specified by the regulatory authorities of those countries. Should any inconsistency arise between the translated and the English version of this Prospectus, the English version shall always prevail.

The Domiciliation Agent, Administrative Agent, Paying Agent, Registrar and Transfer Agent may use telephone recording procedures to record any conversation. Investors are deemed to consent to the tape-recording of conversations with the Domiciliation Agent, Administrative Agent, Paying Agent, Registrar and Transfer Agent and to the use of such tape recordings by the Domiciliation Agent, Administrative Agent, Paying Agent, Registrar and Transfer Agent and/or the Company in legal proceedings or otherwise at their discretion.

**The price of Shares in the Company and the income from them may go down as well as up and an Investor may not get back the amount invested.**

**Investment Restrictions applying to US investors**

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

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

The term "US Person" also means any entity organized principally for passive investment (such as a commodity pool, investment company or other similar entity) that was formed: (a) for the purpose of facilitating investment by a US Person in a commodity pool with respect to which the operator is exempt from certain requirements of Part 4 of the regulations promulgated by the United States Commodity Futures Trading Commission by virtue of its participants being non- US Persons or (b) by US Persons principally for the purpose of investing in securities not registered under the United States Securities Act of 1933, unless it is formed and owned by "accredited investors" (as defined in Rule 501 (a) under the Securities Act of 1933) who are not natural persons, estates or trusts.

"United States" means the United States of America (including the States and the District of Columbia), its territories, its possessions and any other areas subject to its jurisdiction.

If you are in any doubt as to your status, you should consult your financial or other professional adviser.

# C O N T E N T S

## MANAGEMENT AND ADMINISTRATION

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|---|---|
| **Registered Office:** | 15 Avenue J.F. Kennedy, L-1855 Luxembourg |
| **Distributor:** | Pictet & Cie (Europe) S.A.<br>15A Avenue J.F. Kennedy, L-1855 Luxembourg |
| **Board of Directors:**<br>**Chairman** | Javier Benito Olalla<br>Samaria 12, 10° Derecha<br>28009 Madrid, Spain |
| **Directors** | Ignacio Aragón Ramírez de Pineda<br>A&G Fondos, SGIIC, S.A.<br>Paseo de la Castellana 92,<br>28046 Madrid, Spain<br><br>Jesús Lara Astasio<br>JB Gestión Patrimonial<br>Paseo de la Castellana 92,<br>28046 Madrid, Spain |
| **Management Company** | FundPartner Solutions (Europe) S.A.<br>15 Avenue J.F. Kennedy, L-1855 Luxembourg<br><br>Directors of the Management Company:<br><br>M. Marc BRIOL<br>CEO Pictet Asset Services<br>Banque Pictet & Cie SA<br>60, route des Acacias, CH-1211, Geneva 73, Switzerland<br><br>M. Jacob DORIAN, Managing Director<br>Chief Executive Officer<br>FundPartner Solutions (Europe) S.A.<br>15, avenue J.F. Kennedy, L-1855 Luxembourg, Grand Duchy of Luxembourg<br>M. Geoffrey LINARD DE GUERTECHIN<br>Independant Director,<br>15, avenue J.F. Kennedy, L-1855 Luxembourg, Grand Duchy of Luxembourg |
| **Investment Manager** | A&G Fondos, SGIIC, S.A.<br>Paseo de la Castellana 92,<br>28046 Madrid, Spain |

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| **Investment Advisers** | Equilibria Capital Management Limited<br>O'Hara House<br>One Bermudiana Road<br>Hamilton HM08, Bermuda |
| **Depositary** | Pictet & Cie (Europe) S.A.<br>15A Avenue J.F. Kennedy, L-1855 Luxembourg |
| **Domiciliation Agent, Administrative Agent, Paying Agent, Registrar and Transfer Agent** | FundPartner Solutions (Europe) S.A.<br>15 Avenue J.F. Kennedy, L-1855 Luxembourg |
| **Auditor** | Deloitte Audit sarl<br>20, Boulevard de Kockelscheuer<br>L-1821 Luxembourg |

## 1. LEGAL STATUS

CAMEROS SICAV (the "Company") is an open-ended investment company ("SICAV"), created for an unlimited duration on 29 September 1994 as a *société anonyme* under Luxembourg law, in accordance with the amended Law of 10 August 1915 on commercial companies and with the amended Law of 17 December 2010 on undertakings for collective investment (the "2010 Law"). The Company is subject to the provisions of Part I of the 2010 Law.

The registered office is located in Luxembourg at 15 Avenue J.F. Kennedy. The Company is registered in the Luxembourg Trade and Companies Register under number B 48 766.

The articles of association of the Company (the "Articles") were filed with the clerk of the Tribunal d'Arrondissement of and at Luxembourg along with the legal Notice relating to the issue and sale of Shares and published in the Mémorial C, *Recueil des Sociétés et Associations* (the "Mémorial") of 2 November 1994. The Articles were last amended on 31 March 2017 and published in the *Recueil Electronique des Sociétés et Associations* on 16 May 2017. Interested parties may obtain a copy of the Articles or consult them at the Company's office and the Luxembourg Trade and Companies Register.

The Company's central administration is located in Luxembourg.

At all times, the Company's share capital will be equal to the net asset value and will not fall below the minimum capital amount of EUR 1,250,000 required by law.

## 2. INVESTMENT OBJECTIVES AND POLICY

The Company objective is to provide capital growth by offering mainly an exposure to the following asset classes: equities and equity-related securities (such as depositary receipts (ADR/GDR), closed-ended Real Estate Investment Trust (REITS)), debt securities of any type (including Money Market Instruments).
In order to achieve its objective, the Company will mainly invest:

a) directly in the securities/asset classes above-mentioned; and/or
b) in UCIs (UCITS and/or other UCIs referred to Section 22 “Investment Restrictions, Techniques and Instruments” of the Prospectus), having as main objective to invest or grant an exposure to the abovementioned securities/asset classes.

The Company can be exposed to investment grade debt securities (up to 100% of the Company’s net assets) and non-investment grade debt securities (including non-rated debt securities) (up to 50% of the Company’s net assets), in proportions that will vary according to financial market conditions and investment opportunities. The Sub-Fund portfolio will be with a minimum rating of B- (or equivalent, as measured by any recognized credit rating agency or with quality considered as equivalent by the Investment Manager), or higher. In case there are no S&P, Moody’s, Fitch or Bloomberg Default Risk (DRSK) rating available, the rating issued by an independent rating agency will be used as an alternative. However, the Company will not invest directly in distressed or defaulted securities. It is understood that, in the event of downgrading in the credit ratings of a security or an issuer to distressed or defaulted, the Company may, at the discretion of the Investment Manager, and in the best interests of the Company’s Shareholders, continue to hold those debt securities which have been downgraded, provided that in any case the Company’s maximum exposure to distressed or defaulted securities will be limited to a maximum of 10% of its net assets.

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

For hedging and for investment purposes, within the limits set out in Section 22 "Investment Restrictions, Techniques and Instruments" of the Prospectus, the Company may use all types of financial derivative instruments traded on a Regulated Market and/or OTC provided they are contracted with leading financial institutions specialized in this type of transactions and subject to regulatory supervision. The Company may take exposure through any financial derivative instruments such as but not limited to futures, options, contracts for difference, swaps and forwards on any underlying in line with the 2010 Law and any other related regulation as well as with the investment policy of the Company, including but not limited to, currencies (including non-delivery forwards), interest rates, transferable securities, basket of transferable securities, indices (including volatility indices) and UCITS and other UCIs.

The Company may also invest in Special Purpose Acquisition Companies (SPACs) up to 10% of its net assets.

The Company may invest up to 10% in structured products, such as but not limited to notes, certificates or any other transferable securities, with embedded derivatives or delta one, whose returns are correlated with changes in, among others, equities or a basket of equities, debts, transferable securities, financial indices, baskets of transferable securities, volatility, currency at all times in compliance with the grand-ducal regulation of 8 February 2008.

Within the 10% limit above, in case of opportunities or for defensive purposes, the Company may invest up to 10% structured products delta one giving exposure to precious metals.

Those investments may not be used to elude the investment policy of the Company.

The Company may hold liquid assets (i.e. bank deposits at sight, such as cash held in currency accounts) up to 20% of its net assets for ancillary liquidity purposes in normal market conditions. Under exceptional market conditions and on a temporary basis, this limit may be increased up to 100% of its net assets.

In order to achieve its investment goals and for treasury purposes, the Company may also invest in bank deposits, money market instruments or money market funds, pursuant to the applicable investment restrictions. For defensive purposes in the best interest of shareholders, the Company may invest up to 100% of its net assets in these instruments on a temporary basis

The Company is actively managed. The Company has no benchmark index and is not managed in reference to a benchmark index.

The Company's reference currency is the Euro.

## 3. MANAGEMENT AND ADMINISTRATION STRUCTURE

**Management Company**

Although the Company's Directors are legally the ultimately responsible entity for managing the Company, the monitoring of the Company's operations as well as specifying and implementing the

investment policy of the Company is delegated to FundPartner Solutions (Europe) S.A., as the appointed Management Company since 17 February 2014.

The Management Company is in charge of the daily management of the Company and has to ensure that the various service providers to whom the Management Company has delegated certain functions (including the functions of investment management and marketing) carry out their duties in compliance with the provisions of the 2010 Law, the Articles, the Prospectus as well as the various material contracts and agreements establishing and governing their relation with the Company. The Management Company will further ensure that an appropriate risk management process is used.

The service providers appointed by the Management Company have to produce reports on a regular basis to the Management Company. Any event deemed important by the Management Company will be reported to the Company's Board of Directors.

The Management Company may at any moment

- give further instructions to the Investment Manager to which functions are delegated;
- withdraw the mandate given to the Investment Manager with immediate effect when this is in the interests of the Shareholders.

FundPartner Solutions (Europe) S.A. as the Company's Management Company also takes care of the functions of Domiciliation Agent, Administrative Agent, Paying Agent and Registrar and Transfer Agent under the terms of the Management Company Services Agreement entered into on 16 October 2012 for an indefinite period, which may be terminated by either party, subject to 3 months' prior notification.

FundPartner Solutions (Europe) S.A. was incorporated as a *société anonyme* (limited company) under Luxembourg law for an indefinite period on 17 July 2008, under the former denomination Funds Management Company S.A. Its fully paid-up capital is CHF 6,250,000 at the date of this Prospectus.

As keeper of the register and transfer agent, FundPartner Solutions (Europe) S.A. is primarily responsible for ensuring the issue, conversion and redemption of Shares and maintaining the register of shareholders of the Company.

As administrative agent and paying agent, FundPartner Solutions (Europe) S.A. is responsible for calculating and publishing the net asset value of the Shares of the Company pursuant to the 2010 Law and the Articles and for performing administrative and accounting services for the Company as necessary.
As domiciliary agent, FundPartner Solutions (Europe) S.A. is primarily responsible for receiving and keeping safely any and all notices, correspondence, telephonic advice or other representations and communications received for the account of the Company, as well as for providing such other facilities as may from time to time be necessary in the course of the day-to-day administration of the Company.

The Management Company has established remuneration policies for those categories of staff, including senior management, risk takers, control functions, and any employees receiving total remuneration that takes them into the same remuneration bracket as senior management and risk takers whose professional activities have a material impact on the risk profiles of the Management Company or the Company, that are consistent with and promote a sound and effective risk management and do not encourage risk-

taking which is inconsistent with the risk profiles of the Company or with the Articles and which do not interfere with the obligation of the Management Company to act in the best interests of the Company.

The Management Company remuneration policy, procedures and practices are designed to be consistent and promote sound and effective risk management. It is designed to be consistent with the Management Company's business strategy, values and integrity, and long-term interests of its clients, as well as those of the wider Pictet Group.

The Management Company remuneration policy, procedures and practices also (i) include an assessment of performance set in a multi-year framework appropriate to the holding period recommended to the investors of the Company in order to ensure that the assessment process is based on the longer-term performance of the Company and its investment risks and (ii) appropriately balance fixed and variable components of total remuneration.

The details of the up-to-date remuneration policy of the Management Company, including, but not limited to, a description of how remuneration and benefits are calculated, individuals responsible for awarding the remuneration and benefits, including, as the case may be, the composition of the remuneration committee, are available at:

https://www.group.pictet/corporate/fr/home.html.

A paper copy is made available free of charge upon request at the Management Company's registered office.

**Investment Managers and advisors**

The Board of Directors is responsible for the administration of the Company as well as for establishing the investment policy to pursue. Daily management of the portfolio has been delegated by the Management Company to A&G Fondos, SGIIC, S.A.

The Investment Manager may be assisted by an investment adviser (the "Investment Adviser").

An advisory mandate was given to Equilibria Capital Management Limited as from 28 April 2016. The parties may terminate this agreement subject to giving 90 days' advance notice.

**Depositary**

Pictet & Cie (Europe) S.A. (the "Depositary") has been appointed by the Company as the depositary for (i) the safekeeping of the assets of the Company (ii) the cash monitoring, (iii) the oversight functions and (iv) such other services as are agreed from time to time and reflected in the depositary agreement.

The Depositary is a credit institution established in Luxembourg, whose registered office is situated at 15A, avenue J.F. Kennedy, L-1855 Luxembourg, and which is registered with the *ari* of Luxembourg under number B 32060. It is licensed to carry out banking activities under the terms of the Luxembourg law of 5 April 1993 on the financial services sector, as amended.

**Duties of the Depositary**

The Depositary is entrusted with the safekeeping of the Company's assets. For the financial instruments which can be held in custody, they may be held either directly by the Depositary or they can also be held by any third-party delegate for which the Depositary must ensure that they provide, in principle, the same guarantees as the Depositary itself, i.e. for Luxembourg institutions to be a credit institution within the meaning of the law of 5 April 1993 on the financial sector or for foreign institutions, to be a financial institution subject to the rules of prudential supervision considered as equivalent to those provided by EU legislation. The Depositary also ensures that the Company's cash flows are properly monitored, and in particular that the subscription monies have been received and all cash of the Company has been booked in the cash account in the name of (i) the Company, (ii) the Management Company on behalf of the Company or (iii) the Depositary on behalf of the Company.

In addition, the Depositary shall also ensure:

(i) that the sale, issue, repurchase, redemption and cancellation of the shares of the Company are carried out in accordance with Luxembourg law and the Articles of;

(ii) that the value of the shares of the Company is calculated in accordance with Luxembourg law and the Articles;

(iii) to carry out the instructions of the Management Company, unless they conflict with Luxembourg law or the Articles;

(iv) that in transactions involving the Company's assets any consideration is remitted to the Company within the usual time limits;

(v) that the Company's incomes are applied in accordance with Luxembourg law and the Articles.

The Depositary regularly provides the Company and its Management Company with a complete inventory of all assets of the Company.

**Delegation of functions**

Pursuant to the provisions of the UCITS Directive and of the depositary agreement, the Depositary, subject to certain conditions and in order to effectively conduct its duties, delegates part or all of its safekeeping duties over the Company's assets set out in the UCITS Directive, to one or more third-party delegates appointed by the Depositary from time to time, including its affiliates.

The Depositary shall exercise care and diligence in choosing and appointing the third-party delegates so as to ensure that each third-party delegate has and maintains the required expertise and competence. The depositary agreement shall also periodically assess whether the third-party delegates fulfils applicable legal and regulatory requirements and will exercise ongoing supervision over each third-party delegate to ensure that the obligations of the third-party delegates continue to be competently discharged.

The liability of the Depositary shall not be affected by the fact that it has entrusted all or some of the Company's assets in its safekeeping to such third-party delegates.

In case of a loss of a financial instrument held in custody, the Depositary shall return a financial instrument of an identical type or the corresponding amount to the Company without undue delay, except if such loss results from an external event beyond the Depositary's reasonable control and the consequences of which would have been unavoidable despite all reasonable efforts to the contrary.
An up-to-date list of the appointed third-party delegates is available upon request at the registered office of the Depositary and is available on:

http://www.pictet.com/corporate/fr/home/asset_services/custody_services/sub-custodians.html.

Pursuant to the UCITS Directive, the Depositary and the Company will ensure that, where (i) the law of a third country requires that certain financial instruments of the Company be held in custody by a local entity and there is no local entities in that third country subject to effective prudential regulation (including minimum capital requirements) and supervision and (ii) the Company instructs the Depositary to delegate the safekeeping of these financial instruments to such a local entity, the investors of the Company shall be duly informed, prior to their investment, of the fact that such delegation is required due to the legal constraints of the law of the third country, of the circumstances justifying the delegation and of the risks involved in such a delegation.

**Conflicts of interests**

In carrying out its functions, the Depositary shall act honestly, fairly, professionally, independently and solely in the interest of the Company and the investors of the Company.

Potential conflicts of interest may nevertheless arise from time to time from the provision by the Depositary and/or its affiliates of other services to the Company, the Management Company and/or other parties. Depositary's affiliates are also appointed as third-party delegates of the Depositary. Potential conflicts of interest which have been identified between the Depositary and its delegates are mainly fraud (unreported irregularities to the competent authorities to avoid bad reputation), legal recourse risk (reluctance or avoidance to take legal steps against the depositary), selection bias (the choice of the depositary not based on quality and price), insolvency risk (lower standards in asset segregation or attention to the depositary's solvency) or single group exposure risk (intragroup investments).
Depositary (or any of its affiliates) may in the course of its business have conflicts or potential conflicts of interest with those of the Company and/or other funds for which the Depositary (or any of its affiliates) acts.

The Depositary has pre-defined all kind of situations which could potentially lead to a conflict of interest and has accordingly carried out a screening exercise on all activities provided to the Company either by the Depositary itself or by its delegates. Such exercise resulted in the identification of potential conflicts of interest that are however adequately managed. The details of potential conflicts of interest listed above are available free of charge from the registered office of the Depositary and on the following website:

https://www.group.pictet/corporate/fr/home/asset_services/custody_services/sub-custodians.html.

On a regular basis, the Depositary re-assesses those services and delegations to and from delegates with which conflicts of interest may arise and will update such list accordingly.

Where a conflict or potential conflict of interest arises, the Depositary will have regard to its obligations to the Company and will treat the Company and the other funds for which it acts fairly and such that, so far as is practicable, any transactions are effected on terms which shall be based on objective pre-defined criteria and meet the sole interest of the Company and the investors of the Company. Such potential conflicts of interest are identified, managed and monitored in various other ways including, without limitation, the hierarchical and functional separation of Depositary's depositary functions from its other potentially conflicting tasks and by the Depositary adhering to its own conflicts of interest policy.

**Miscellaneous**

The Depositary or the Company may terminate the depositary agreement at any time upon ninety (90) calendar days' written notice (or earlier in case of certain breaches of the depositary agreement, including the insolvency of any of them) provided that the depositary agreement shall not terminate until a replacement depositary is appointed.

Up-to-date information regarding the description of the Depositary's duties and of conflicts of interest that may arise as well as of any safekeeping functions delegated by the Depositary, the list of third-party delegates and any conflicts of interest that may arise from such a delegation will be made available to investors on request at the Depositary's registered office.

**Independent Statutory Auditors**

The auditing has been entrusted to Deloitte Audit S.à r.l., 20, Boulevard de Kockelscheuer, L-1821 Luxembourg.

## 4. SHAREHOLDERS' RIGHTS

**Shares**

The Shares are issued in registered form only, without a par value and fully paid up. They are recorded in a shareholders' register, which will be kept at the Company's registered office. Shares redeemed by the Company will be cancelled.

All Shares may be freely transferred and shall have an equal share of any benefits, liquidation proceeds and/or dividends.

Each share has one vote. Fractions of Shares are not entitled to voting rights.

Shareholders are also entitled to the general rights of shareholders as described in the Luxembourg Law of 10 August 1915 as subsequently amended, except for preferential subscription rights to new Shares.

Shareholders shall receive written confirmation of their ownership.

**General Meeting of Shareholders**

The annual general meeting of Shareholders of the Company (the "Annual General Meeting") is held at the registered office of the Company or such other place as may be specified in the notice of meeting in

Luxembourg on such date as determined by the Directors at their discretion but no later than six months after the end of the previous financial year. If the day of the annual general meeting is not a business day on which banks are generally open for business in the Grand Duchy of Luxembourg and Madrid, the annual general meeting will be held on the next business day.

Notices convening a General Meeting will be sent to all registered shareholders at least 8 days prior to the Meeting. These notices will include details of the time and place of the meeting, the agenda, conditions for admission and requirements concerning the quorum and majority as laid down by Luxembourg law.

In accordance with the Articles and Luxembourg law, all decisions taken by the shareholders pertaining to the Company must be taken at the General Meeting of all shareholders.

## 5. SUBSCRIPTIONS

Subscriptions for Shares will be accepted at the issue price, as defined in the section entitled "Issue Price" below, at the registered office of the Depositary and at the offices of any other establishments so authorised by the Company.

The Company may accept subscriptions against payment in kind, which will be subject to a valuation by an auditor.

For any subscription arriving at the Depositary at the latest by 4 p.m. on the day prior to a net asset value calculation date, the net asset value calculated on that date will be applicable.

For any subscription arriving at the Depositary after 4 p.m. on the banking day prior to a net asset value calculation date, the applicable net asset value shall be the one calculated on the following net asset value calculation date.

Payment of the issue price is made by payment or transfer in euros or, at the request of the shareholder, in another currency participating in the euro, within five banking days following the applicable net asset value calculation date to Pictet & Cie (Europe) S.A., for the account of Cameros Sicav.

## 6. ISSUE PRICE

The issue price for Shares is equal to the net asset value of a share calculated on the first date of calculation of the net asset value following the subscription date, plus a commission for the Company (spread) of up to 1.5% maximum, on the understanding that the same spread shall be applied to all subscription requests for each net asset value calculation date and represents approximately the fees that would be borne by the Company if it had to acquire all the investments relating to the subscription.

To the amount thus obtained may be added sales fees payable to intermediaries not exceeding 5% of the net asset value.

This issue price will be increased to cover any duties, taxes and stamp duties due.

## 7. REDEMPTIONS

Shareholders are entitled to redeem all or part of their Shares at any time at the redemption price defined in the section "Redemption Price" below, by sending to the Depositary or other authorised establishments an irrevocable request for redemption.

For any request for redemption arriving at the Depositary at the latest by 4pm on the day prior to a net asset value calculation date, the net asset value calculated on that date will be applicable.

For any redemption request arriving at the Depositary after 4pm on the banking day prior to a net asset value calculation date, the applicable net asset value will be the one calculated on the following net asset value calculation date.

If, on account of redemption requests, it is necessary on a given valuation day to redeem more than 10% of the Shares issued by the Company, the Board of Directors may decide that redemptions will be postponed until the Company's next net asset value valuation day. On this net asset value calculation date, redemption requests that have been deferred will have priority over requests received for that particular net asset value calculation date and which have not been deferred.

The amount payable for the Shares presented for redemption will be paid by cheque or transfer in the base currency of the Company within five banking days following the net asset value calculation date applicable to the redemption (see section entitled "Redemption Price" below).

## 8. REDEMPTION PRICE

The redemption price for Shares in the Company is equal to the net asset value of a share calculated on the first net asset value calculation date following the date of the redemption request, minus a commission for the Company (spread) of up to 1.5% maximum, on the understanding that the same spread shall be applied to all requests for redemption considered for each net asset value calculation date. The spread represents approximately the fees that would be borne by the Company if it had to make all the investments relating to the redemption.

The redemption price will be reduced to cover any duties, taxes and stamp duties to be paid.

The redemption price may be greater or less than the subscription price paid, depending on the performance of the net asset value.

## 9. PROHIBITION AND PREVENTION OF LATE TRADING AND MARKET TIMING

The Company does not permit practices related to Market Timing or Late Trading. The Company reserves the right to reject subscription, redemption and conversion orders from an investor who the Company suspects of using such practices and may take the necessary measures to protect the other investors of the Company.

## 10. ANTI-MONEY LAUNDERING AND PREVENTION OF TERRORIST FINANCING

Pursuant to international rules and Luxembourg laws and regulations comprising, but not limited to, the law of 12 November 2004 (as amended) on the fight against money laundering and terrorist financing,

as amended, the Grand Ducal Regulation dated 1 February 2010, CSSF Regulation 12-02 of 14 December 2012, CSSF Circulars 13/556, 15/609 and 17/650 concerning the fight against money laundering and terrorist financing, and any respective amendments or replacement, obligations have been imposed on professionals of the financial sector to prevent the use of undertakings for collective investment such as the Company for money laundering and terrorist financing purposes ("AML & KYC").

As a result of such provisions, the registrar and transfer agent of a Luxembourg undertaking for collective investment shall ascertain the identity of the subscriber in accordance with Luxembourg laws and regulations. The Registrar and Transfer Agent may require applicants to provide any document it deems necessary to effect such identification. In addition, the Registrar and Transfer Agent, as delegate of the Company, may require any other information that the Company may require in order to comply with its legal and regulatory obligations, including but not limited to the CRS Law (as defined in section 15. "Tax Status").

In case of delay or failure by an applicant to provide the documents required, the application for subscription will not be accepted and in case of redemption, payment of redemption proceeds delayed. Neither the Company, the Management Company, nor the Registrar and Transfer Agent have any liability for delays or failure to process deals as a result of the applicant providing no or only incomplete documentation.

Shareholders may be requested to provide additional or updated identification documents from time to time pursuant to on-going client due diligence requirements under relevant laws and regulations.

The list of identification documents to be provided by each applicant to the Registrar and Transfer Agent will be based on the AML & KYC requirements as stipulated in the CSSF's circulars and regulations as amended from time to time. These requirements may be amended following any new Luxembourg regulations.

Applicants may be asked to produce additional documents for verification of their identity before acceptance of their applications. In case of refusal by the applicant to provide the documents required, the application will not be accepted.

Before redemption proceeds are released, the Registrar and Transfer Agent will require original documents or certified copies of original documents to comply with the Luxembourg regulations.

## 11. CALCULATION OF THE NET ASSET VALUE

The net asset value as well as the issue and redemption prices will be calculated by the Management Company every Monday.

If one of the days in question is a public holiday, the net asset value of the Company will be calculated on the following banking day.

The net asset value will be determined by dividing the net assets by the total number of Shares of the Company in circulation and rounding the sum obtained to the nearest hundredth. The Company's net assets correspond to the difference between its total assets and total liabilities.

The net asset value per share is determined on the "Valuation Day" on the basis of the value of the Company's underlying investments, determined as follows:

a) The value of any cash in hand or on deposit, bills and demand notes and accounts receivable, prepaid expenses, dividends deposited and interest declared or accrued and not yet received, will be constituted by the par value of the assets, unless it appears unlikely that this amount will be received, in which case the value will be determined after deducting a certain amount that the Company deems appropriate to reflect the true value of these assets.

b) The value of the assets listed or traded on a Regulated Market, a securities market of Another State or any Other Regulated Market (as these terms are defined in the section "Eligible Investments") will be determined according to their last known price on the Valuation Day, otherwise, if there is no transaction, according to the last price known at the time on the market that is the main market for the assets in question.

c) Where these assets are not listed on a Regulated Market, a securities market of Anther State or any Other Regulated Market, or if, for the portfolio assets on the Valuation Day, no price is available, or if the price calculated as per point (b) does not represent the real value of the assets, these assets will be valued on the basis of their probable liquidation value, estimated prudently and in good faith, by the Board of Directors.

d) The units/shares of open-ended undertakings for collective investment will be valued on the basis of the last known net asset value or, if the price determined is not representative of the real value of the assets, the price will be determined by the Board of Directors in a fair and equitable manner. The units/shares of closed-ended UCIs will be valued on the basis of their last known market value available.

e) The Money Market Instruments that are not listed or traded on a Regulated Market, a securities market of Another State, or any Other Regulated Market, and whose residual maturity does not exceed twelve months, will be valued at their nominal value plus any interest due; the total value is amortized using the linear amortisation method.

f) Futures and options contracts that are not traded on a Regulated Market, a securities market of Another State or any Other Regulated Market will be valued at their liquidation value calculated in accordance with rules determined in good faith by the Board of Directors, using uniform criteria for each kind of contract. The value of futures and options contracts traded on a Regulated Market, a securities market of Another State or any Other Regulated Market will be based on the closing or settlement rate published by the Regulated Market, securities market of Another State or Other Regulated Market on which the contracts in question are primarily traded. If it has not been possible to liquidate a forward contract or option contract on the Valuation Day of the net assets in question, the criteria for calculating the liquidation value of such a forward contract or option contract will be fairly and equitably established by the Board of Directors.

g) Payments made and received under swap contracts will be updated on the valuation date at the zero-coupon swap rate corresponding to the maturity of the contracts. The value of the swaps will then be equal to the difference between the two updates.

h) All other assets will be valued on the basis of their probable market value that will be estimated prudently and in good faith.

The value of all assets and commitments not expressed in the Company's Base Currency will be converted to the Company's Base Currency at the last exchange rate listed by a leading major bank. If these rates are not available, the exchange rate will be determined in good faith or according to procedures set by the Board of Directors.

The Board of Directors, at its sole discretion, may allow the use of any other method of valuation if it deems that the method best reflects the fair value of an asset.

The net asset value per share as well as the issue and redemption prices of Shares may be obtained from the Company's registered office during banking hours.

## 12. SUSPENSION OF THE CALCULATION OF THE NET ASSET VALUE, SUBSCRIPTION AND REDEMPTION

The Company may suspend calculation of the net asset value per share as well as the issue and redemption of Shares in the event of one of the following circumstances:

a) in any period in which one of the Regulated Markets, securities markets of Another State or Other Regulated Markets on which a substantial portion of the investments of the Company is listed or traded, or when one or several currency markets of the currencies in which the net asset value of a significant portion of the Company's assets is expressed, are closed for a reason other than for normal holidays or during which operations are restricted, suspended or, on a short-term basis, subject to major fluctuations, if such restriction or suspension affects the valuation of the investments of the Company that are listed thereon;

b) if the Board of Directors deems that the political, economic, military, monetary or social situation, strikes, or any other event of *force majeure* beyond the responsibility or power of the Company, prevent it from accessing the investments and determining the net asset value in a normal and fair manner;

c) if the means of communication normally used to determine the price or the value of investments of the Company or the prices on the Regulated Markets, securities markets of Another State or Other Regulated Markets for the investments of the Company are not available or when, for whatever reason, the value of an investment of the Company cannot be known with sufficient speed or precision;

d) in any period in which the Company is unable to repatriate funds for making payments for repurchasing Shares or in which the fund transfers involved in realising or acquiring investments or payments due for the repurchase of Shares cannot, in the opinion of the Board of Directors, be performed at normal exchange rates;

e) in the case of requests for large redemptions, the Company thus reserves the right to only take back Shares at the redemption price as determined once it has been able to sell the necessary securities as soon as possible, taking into account the interests of all the Shareholders, and that it has been able

to access the proceeds of these sales. A single price will be calculated for all redemption and subscription requests present at a given time;

- when for any other reason the price of any investment belonging to the Company cannot be determined promptly or accurately;

- following the publication of a notice convening an extraordinary general meeting of shareholders in order to decide on the liquidation of the Company or the merger of the Company.

The start and end of these periods of suspension will be notified by the Company to all shareholders affected (i.e. those who have presented a request for subscription or redemption of Shares for which the calculation of the net asset value has been suspended).

Any request for subscription or redemption of Shares shall be irrevocable, except when the calculation of the net asset value per share has been suspended, in which case the Shareholders may notify the Company that they wish to withdraw their request. If such a notice is not received by the Company, the request will be processed on the first Valuation Day following the end of the suspension period.

The Company may, at any time and at its discretion, temporarily suspend, permanently cease, or limit the issue of Shares of the Company to natural or legal persons residing or domiciled in certain countries or territories, or prohibit them from acquiring Shares if such a measure is necessary to protect the Shareholders as a whole and the Company.

Moreover, the Company reserves the right to:

a) reject, at its discretion, any request to subscribe to Shares,

b) redeem, at any time, Shares that have been acquired in violation of an exclusion measure.

The Company does not allow practices related to market timing (i.e. the arbitrage methods by which investors systematically subscribe to, redeem or convert Shares in short time periods by taking advantage of time differences etc.) or any other excessive transaction practice that might jeopardise the performance of the Company or affect investors. The Company reserves the right to reject requests for subscriptions and redemptions, or to withhold, in addition to the fees for subscription or redemption that might be levied in accordance with this prospectus, a maximum fee of 4%, in addition to the fees for subscription and redemption that may be levied, on the value of the orders of any investor suspected of using such practices and to take, if necessary, any appropriate measures to protect the other investors. In particular, the Company may decide to repurchase all the Shares held by such an investor. Neither the directors nor the Company shall be held responsible for any loss resulting from the rejection of such orders.

## 13. DIVIDENDS

As a rule, the Company's policy is not to distribute dividends but to capitalise income.

Nonetheless, the Board of Directors reserves the right to implement a distribution policy. In this case, any dividends will be payable on the decision of the Board of Directors within 6 months of the end of the financial year.

In addition to the aforementioned distributions, the Board of Directors may decide to distribute interim dividends.

No distribution will be made if the Company's net assets after distribution would then fall below EUR 1,250,000.

Within the same limitations, the Company may distribute bonus shares.

Any dividend that has not been claimed by its beneficiary within five years from the date of distribution will lapse and be returned to the Company. No interest will be paid on a dividend declared by the Company and held by it for the beneficiary.

## 14. COMPANY EXPENSES

**Management company fee**

The Management Company is entitled to a management company fee of maximum 0.10%.p.a., based on the Company's quarterly average net assets (with an annual minimum of up to EUR 35.000,-).

**Domiciliation Agent, Administrative Agent, Paying Agent, and Transfer Agent fee**

The Domiciliation Agent, Administrative Agent, Paying Agent, and Transfer Agent is entitled to a central administration fee of maximum 0.15%.p.a., based on the Company's quarterly average net assets.

**Investment management fee**

An investment management and advisory fee of maximum 1.55% p.a. will be levied out of the assets of the Company and will either be (i) entirely paid to the Investment Manager or (ii) split among the Investment Manager and the Investment Adviser.

**Custody fees**

As remuneration for its functions of Depositary, the Depositary is entitled to a depositary fee of maximum 0.12%.p.a., based on the Company's quarterly average net assets.

**Other expenses**

Other costs charged to the Company will include:

1) All taxes and duties which may be due on the Company's assets or income earned by the Company, in particular the subscription tax (0.05% per annum) charged to the Company's net assets.

2) Any fees and charges on transactions involving securities in the portfolio and any investment research fees.

3) The remuneration of the Depositary and its correspondents.

4) The remuneration of and reasonable costs and expenses incurred by the Domiciliation Agent.

5) The cost of exceptional measures, particularly inspections or legal proceedings undertaken to protect the Shareholders' interests.

6) The costs of printing certificates and preparing, printing, and filing administrative documents, prospectuses and explanatory reports with authorities and official bodies, fees payable for the registration and maintenance of the Company with authorities and official stock exchanges, the cost of preparing, translating, printing and distributing periodic reports and other documents required by law or regulations, the cost of accounting and calculating the net asset value, the cost of preparing, distributing and publishing reports for Shareholders, fees for legal consultants, experts and independent auditors, and any similar operating costs.

7) The fees incurred for commercial promotion of the Company as well as the other direct and fees incurred for representing the Company.

8) The remuneration and fees to be paid to the directors.

The fees denominated in any currency other than the Company's currency shall be converted at the average rate between the last buying and selling rate known in Luxembourg.

The Depositary and the Domiciliation Agent, Administrative Agent, Paying Agent, and Transfer Agent will be remunerated for their services at customary rates for Luxembourg's financial market. Their remuneration will be based on the Company's total net asset value and will be paid quarterly**.**

All recurring expenses will be charged first to the Company's income, then to realised capital gains, then to the Company's assets. Other expenditures may be amortised over a period not exceeding five years.

## 15. TAX STATUS

The following information is based on the laws, regulations, decisions and practice currently in force in Luxembourg and is subject to changes therein, possibly with retrospective effect. This summary does not purport to be a comprehensive description of all Luxembourg tax laws and Luxembourg tax considerations that may be relevant to a decision to invest in, own, hold, or dispose of shares and is not intended as tax advice to any particular investor or potential investor. Prospective investors should consult their own professional advisers as to the implications of buying, holding or disposing of Shares and to the provisions of the laws of the jurisdiction in which they are subject to tax. This summary does not describe any tax consequences arising under the laws of any state, locality or other taxing jurisdiction other than Luxembourg.

**Taxation of the Company**

The Company is not subject to taxation in Luxembourg on its income, profits or gains.

The Company is not subject to net wealth tax in Luxembourg.

No stamp duty, capital duty or other tax will be payable in Luxembourg upon the issue of the shares of the Company.

The Company is, nevertheless, in principle, subject to a subscription tax (taxe d'abonnement) levied at the rate of 0.05% per annum based on their net asset value at the end of the relevant quarter, calculated and paid quarterly.

A reduced subscription tax rate of 0.01% per annum is also applicable to the Company its shares are only held by one or more institutional investor(s) within the meaning of article 174 of the 2010 Law.
A subscription tax exemption applies to the portion of the Company's assets (prorata) invested in a Luxembourg investment fund or any of its sub-fund to the extent it is subject to the subscription tax.

A subscription tax exemption applies to the Company if it is only held by pension funds and assimilated vehicles.

**Withholding tax**

Interest and dividend income received by the Company may be subject to non-recoverable withholding tax in the source countries. The Company may further be subject to tax on the realised or unrealised capital appreciation of its assets in the countries of origin. The Company may benefit from double tax treaties entered into by Luxembourg, which may provide for exemption from withholding tax or reduction of withholding tax rate.

Distributions made by the Company as well as liquidation proceeds and capital gains derived therefrom are not subject to withholding tax in Luxembourg.

**Taxation of the Shareholders**

**Luxembourg-resident individuals**

Capital gains realised on the sale of the Shares by Luxembourg-resident individual investors who hold the Shares in their personal portfolios (and not as business assets) are generally not subject to Luxembourg income tax except if:

(i) the Shares are sold within 6 months from their subscription or purchase; or

(ii) if the Shares held in the private portfolio constitute a substantial shareholding. A shareholding is considered as substantial when the seller holds or has held, alone or with his/her spouse and underage children, either directly or indirectly at any time during the five years preceding the date of the disposal, more than 10% of the share capital of the Company.

Distributions received from the Company will be subject to Luxembourg personal income tax.

Luxembourg personal income tax is levied following a progressive income tax scale, and increased by the solidarity surcharge (*contribution au fonds pour l'emploi*).

**Luxembourg-resident corporate**

Luxembourg-resident corporate investors will be subject to corporate taxation at the rate of 24.94% (in 2022 for entities having their registered office in Luxembourg City) on capital gains realised upon disposal of Shares and on the distributions received from the Company.

Luxembourg-resident corporate investors who benefit from a special tax regime, such as, for example, (i) a UCI subject to the 2010 Law (ii) a specialised investment fund subject to Law of 13 February 2007 on specialised investment funds, as amended, (iii) a reserved alternative investment funds subject to the Law of 23 July 2016 on reserved alternative investment funds, or (iv) a family wealth management company subject to the Law of 11 May 2007 related to family wealth management companies, as amended, are exempt from income tax in Luxembourg, but are instead subject to an annual subscription tax (taxe d'abonnement) and thus income derived from the Shares, as well as gains realised thereon, are not subject to Luxembourg income taxes.

The Shares shall be part of the taxable net wealth of the Luxembourg-resident corporate investors except if the holder of the Shares is (i) a UCI subject to the 2010 Law, (ii) a vehicle governed by the Law of 22 March 2004 on securitisation, as amended, (iii) an investment company in risk capital subject to the Law of 15 June 2004 on the investment company in risk capital, as amended, (iv) a specialised investment fund subject to the Law of 13 February 2007 on specialised investment funds, as amended, (v) a reserved alternative investment fund subject to the Law of 23 July 2016 on reserved alternative investment funds, or (vi) a family wealth management company subject to the Law of 11 May 2007 related to family wealth management companies, as amended. The taxable net wealth is subject to tax on a yearly basis at the rate of 0.5%. A reduced tax rate of 0.05% is due for the portion of the net wealth exceeding EUR 500 million.

**Non-Luxembourg residents**

Non-resident individuals or collective entities who do not have a permanent establishment in Luxembourg to which the Shares are attributable, are not subject to Luxembourg taxation on capital gains realised upon disposal of the Shares nor on the distribution received from the Company and the Shares will not be subject to net wealth tax.

**Automatic Exchange of Information**

The Organisation for Economic Co-operation and Development ("OECD") has developed a common reporting standard ("CRS") to achieve a comprehensive and multilateral automatic exchange of information (AEOI) on a global basis. On 9 December 2014, Council Directive 2014/107/EU amending Directive 2011/16/EU as regards mandatory automatic exchange of information in the field of taxation (the "Euro-CRS Directive") was adopted in order to implement the CRS among the Member States.

The Euro-CRS Directive was implemented into Luxembourg law by the Law of 18 December 2015 on the automatic exchange of financial account information in the field of taxation ("CRS Law"). The CRS Law requires Luxembourg financial institutions to identify financial asset holders and establish if they are fiscally resident in countries with which Luxembourg has a tax information sharing agreement.

Accordingly, the Company will require its Shareholdersto provide information in relation to the identity and fiscal residence of financial account holders (including certain entities and their controlling persons) in order to ascertain their CRS status. Responding to CRS-related questions is mandatory. The personal data obtained will be used for the purpose of the CRS Law or such other purposes indicated by the Company in the "Data protection" section of the Prospectus in compliance with Luxembourg data protection law. Information regarding a shareholder and his/her/its account will be reported to the Luxembourg tax authorities (Administration des Contributions Directes), which will thereafter automatically transfer this information to the competent foreign tax authorities on a yearly basis, if such an account is deemed a CRS reportable account under the CRS Law.

The Company is responsible for the treatment of the personal data provided for in the CRS Law. The investors have a right of access to and rectification of the data communicated to the Luxembourg tax authorities (Administration des Contributions Directes) which can be exercised by contacting the Company at its registered office.

The Company reserves the right to refuse any application for Shares if the information, whether provided or not, does not satisfy the requirements under the CRS Law.

In addition, Luxembourg signed the OECD's multilateral competent authority agreement ("Multilateral Agreement") to exchange information automatically under the CRS. The Multilateral Agreement aims to implement the CRS among non-Member States; it requires agreements on a country-by-country basis.

The Company reserves the right to refuse any application for Shares if the information, whether provided or not, does not satisfy the requirements under the CRS Law.

**Investors should consult their professional advisers on the possible tax and other consequences with respect to the implementation of the CRS.**

**FATCA**

The Foreign Account Tax Compliance Act ("FATCA"), a part of the 2010 Hiring Incentives to Restore Employment Act, became law in the United States of America in 2010. It requires financial institutions outside the US ("foreign financial institutions" or "FFIs") to pass information about "Financial Accounts" held by "Specified US Persons", directly or indirectly, to the US tax authorities, the Internal Revenue Service ("IRS") on an annual basis. A 30% withholding tax is imposed on certain US source income of any FFI that fails to comply with this requirement. On 28 March 2014, the Grand Duchy of Luxembourg entered into a Model 1 Intergovernmental Agreement ("IGA") with the United States of America and a memorandum of understanding in respect thereof. The Company would hence have to comply with this Luxembourg IGA as implemented into Luxembourg law by the Law of 24 July 2015 relating to FATCA (the "FATCA Law") in order to comply with the provisions of FATCA rather than directly complying with the US Treasury Regulations implementing FATCA. Under the FATCA Law and the Luxembourg IGA, the Company may be required to collect information aiming to identify its direct and indirect shareholders that are Specified US Persons for FATCA purposes ("FATCA reportable accounts"). Any such information on FATCA reportable accounts provided to the Company will be shared with the Luxembourg tax authorities which will exchange that information on an automatic basis with the Government of the United States of America pursuant to Article 28 of the Convention between the Government of the United States of America and the Government of the Grand-Duchy of Luxembourg for the Avoidance of Double Taxation and the Prevention of Fiscal Evasion with respect to Taxes in Income and Capital, entered into in Luxembourg on 3 April 1996. The Company intends to

comply with the provisions of the FATCA Law and the Luxembourg IGA to be deemed compliant with FATCA and will thus not be subject to the 30% withholding tax with respect to its share of any such payments attributable to actual and deemed U.S. investments of the Company. The Company will continually assess the extent of the requirements that FATCA, and notably the FATCA Law, place upon it.

To ensure the Company's compliance with FATCA, the FATCA Law and the Luxembourg IGA in accordance with the foregoing, the Company and the Management Company may:

a) request information or documentation, including W-8 tax forms, a Global Intermediary Identification Number, if applicable, or any other valid evidence of a shareholder's FATCA registration with the IRS or a corresponding exemption, in order to ascertain that shareholder's FATCA status;
b) report information concerning a shareholder and his/her/its account holding in the Company to the Luxembourg tax authorities if such an account is deemed a FATCA reportable account under the FATCA Law and the Luxembourg IGA;
c) report information to the Luxembourg tax authorities (*Administration des Contributions Directes*) concerning payments to shareholders with FATCA status of a non-participating foreign financial institution;
d) deduct applicable US withholding taxes from certain payments made to shareholder by or on behalf of the Company in accordance with FATCA, the FATCA Law and the Luxembourg IGA; and
e) divulge any such personal information to any immediate payer of certain U.S. source income as may be required for withholding and reporting to occur with respect to the payment of such income.

The Company is responsible for the treatment of the personal data provided for in the FATCA Law. The personal data obtained will be used for the purposes of the FATCA Law and such other purposes indicated by the Company in the Prospectus in accordance with applicable data protection legislation, and may be communicated to the Luxembourg tax authorities (Administration des Contributions Directes). Responding to FATCA-related questions is mandatory. The Investors have a right of access to and rectification of the data communicated to the Luxembourg tax authorities (Administration des Contributions Directes) and may contact the Company at its registered office to exercise their right.
The Company reserves the right to refuse any application for shares if the information provided by a potential investor does not satisfy the requirements under FATCA, the FATCA Law and the IGA.

## 16. DATA PROTECTION

In accordance with the applicable Luxembourg data protection law and, as of 25 May 2018, the Regulation n°2016/679 of 27 April 2016 on the protection of natural persons with regard to the processing of personal data and on the free movement of such data ("Data Protection Law"), the Company and the Management Company, acting as data joint-controllers, collect, store and processe, 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.

The data processed includes the name, address and invested amount of each Shareholder (the "Personal Data"). If the investor is a legal person, the data processed may include the Personal Data of the investor's contact persons and/or beneficial owner(s).

The investor may, at his/her/its discretion, refuse to communicate the Personal Data to the Company. In this case however the Company and the Management Company may reject his/her/its request for subscription of Shares in the Company.

The Personal Data supplied by the investor is processed in order to enter into and execute the subscription in the Company, for the legitimate interests of the Company and to comply with the Company and the Management Company's legal obligations. In particular, the data supplied by Shareholders is processed for the purpose of (i) maintaining the register of shareholders, (ii) processing subscriptions, redemptions and conversions of Shares and payments of dividends to Shareholders, (iii) performing controls on late trading and market timing practices, (iv) complying with applicable anti-money laundering rules. In addition, Personal Data may be processed for the purposes of marketing. Each Shareholder has the right to object to the use of his/her/its Personal Data for marketing purposes by writing to the Company.

The Personal Data may also be processed by the Company's data processors (the "Processors") which, in the context of the above mentioned purposes, refer to Administrative Agent, Paying Agent, Registrar and Transfer Agent. All the Processors are located in the European Union. The Personal Data may also be disclosed to the Depositary Bank, the approved statutory auditors and the legal advisors acting as distinct data controllers for their own purposes (i.e. for the purposes of their own legitimate interests and/or for the fulfilment of a legal obligation to which they are bound), all of them being located in the European Union. The Management Company may also be acting as a distinct data controller for their own needs. The Personal Data may also be transferred to third-parties such as governmental or regulatory agencies, including tax authorities, in accordance with applicable laws and regulations. In particular, Personal Data may be disclosed to the Luxembourg tax authorities which in turn may, acting as data controller, disclose the same to foreign tax authorities (including for compliance with the FATCA/CRS obligations).

In accordance with the conditions laid down by the Data Protection Law, the Shareholders acknowledge their right to:
• access their Personal Data;
• correct their Personal Data where it is inaccurate or incomplete;
• object to the processing of their Personal Data;
• ask for erasure of their Personal Data;
• ask for Personal Data portability.

The Shareholders may exercise their above rights by writing to the Company and the Management Company at the following address: 15, Avenue J.F. Kennedy, L-1855 Luxembourg, Grand Duchy of Luxembourg.

The Shareholders also acknowledge the existence of their rights to lodge a complaint with the National Commission for Data Protection ("CNPD").

Personal Data shall not be retained for periods longer than those required for the purpose of their processing subject to any limitation periods imposed by law.

The Board of Directors draws the investors' attention to the fact that any investor will only be able to fully exercise its investor rights directly against the Company, notably the right to participate in General Meetings of Shareholders if the investor is registered himself and in its own name in the Company's

register of shareholders maintained by the Registrar and Transfer Agent. In cases where an investor invests in the Company through an intermediary investing into the Company in its own name but on behalf of the investor it may not always be possible for the investor to exercise certain shareholder rights directly against the Company. Investors should seek advice from their salesman or intermediary on their rights in the Company.

## 17. LUXEMBOURG REGISTER OF BENEFICIAL OWNERS

The Luxembourg Law of 13 January 2019 creating a Register of Beneficial Owners (the "Law of 13 January 2019") entered into force on 1 March 2019 and requires all companies registered on the Luxembourg Company Register, including the Company, to obtain and hold information on their beneficial owners ("Beneficial Owners") at their registered office. The Company must register Beneficial Owner-related information with the Luxembourg Register of beneficial owners, which is established under the authority of the Luxembourg Ministry of Justice.

The Law of 13 January 2019 broadly defines a Beneficial Owner, in the case of corporate entities such as the Company, as any natural person(s) who ultimately owns or controls the Company through direct or indirect ownership of a sufficient percentage of the shares or voting rights or ownership interest in the Company, including through bearer shareholders, or through control via other means, other than a company listed on a regulated market that is subject to disclosure requirements consistent with European Union law or subject to equivalent international standards which ensure adequate transparency of ownership information.

A shareholding of 25 % plus one share or an ownership interest of more than 25 % in the Company held by a natural person shall be an indication of direct ownership. A shareholding of 25% plus one share or an ownership interest of more than 25% in the Company held by a corporate entity, which is under the control of a natural person(s), or by multiple corporate entities, which are under the control of the same natural person(s), shall be an indication of indirect ownership.

In case the aforementioned Beneficial Owner criteria are fulfilled by an investor with regard to the Company, this investor is obliged by law to inform the Company in due course and to provide the required supporting documentation and information which is necessary for the Company to fulfill its obligation under the Law of 13 January 2019. Failure by the Company and the relevant Beneficial Owners to comply with their respective obligations deriving from the Law of 13 January 2019 will be subject to criminal fines. Should an investor be unable to verify whether they qualify as a Beneficial Owner, the investor may approach the Company for clarification.

## 18. FINANCIAL YEAR

The Company's financial year begins on 1 January and ends on 31 December.

## 19. SHAREHOLDER INFORMATION

Any notice convening a General Meeting, including one to deliberate on an amendment to the Articles, or the dissolution and liquidation of the Company, shall be sent by letter to the shareholders using the addresses contained in the register of registered Shares and published in accordance with Luxembourg law.

For an amendment to the Articles, the approved version shall be filed with the Luxembourg Trades and Companies Register.

The Company shall publish, on a yearly basis, a detailed report on its operations and the management of its assets, including the balance sheet and the statement of profits and losses, the detailed itemization of its assets, the Company's consolidated financial statements and the statutory auditors' report.

The Company's annual consolidated financial statements are denominated in euros which is the Base Currency of the share capital.

The Company will publish audited annual reports within four months of the end of the financial year and unaudited semi-annual reports within two months of the end of the reference period. The LuxGAAP accounting principles are applied for the preparation of the audited annual reports and unaudited semi-annual reports.

These reports will be made available to shareholders at the registered office of the Company and at the offices of the Depositary or other establishments appointed by it.

The net asset value per share as well as the issue and redemption prices will be available from the offices of the Depositary.

Any amendment to the Articles will be published in the Luxembourg *Recueil Electronique des Sociétés et Associations*.

## 20. DURATION - DISSOLUTION

The Company has been established for an indefinite period. However, the Board of Directors may, at any time, propose dissolution of Cameros Sicav at an Extraordinary General Meeting of shareholders. The General Meeting shall then appoint one or more liquidators who may be individuals or legal persons and determine their powers and remuneration.

If the Company's share capital falls below two-thirds of the minimum capital required by law, the Board of Directors must submit the question of dissolution to a General Meeting, for which no quorum will be required and which will decide by a simple majority of the Shares represented at the meeting.

If the Company's share capital is less than a quarter of the minimum capital required, the directors must refer the matter of dissolution of the Company to the General Meeting, deliberating without any quorum; the dissolution may be decided by shareholders holding a quarter of the Shares represented at the meeting.

In the event of the dissolution of the Company, the liquidation will be carried out in accordance with the provisions set forth in the 2010 Law, which defines the procedures to be followed in order to allow shareholders to share in the liquidation distribution, and which in the same context provides for depositing at the *Caisse de Consignation* in Luxembourg any amount that could not be distributed to shareholders at the close of the liquidation. Any deposited amounts that remain unclaimed after the limitation period will lapse in accordance with Luxembourg law. The net proceeds of liquidation shall be distributed to shareholders based on the number of Shares that they hold.

## 21. DOCUMENTS AVAILABLE FOR INSPECTION

The following documents are available at the Depositary and the Company's registered office:

1) The Articles.
2) The Management Company Agreement signed by the Company and FundPartner Solutions (Europe) S.A.
3) The most recent annual and semi-annual reports of the Company.
4) The depositary agreement signed between Pictet & Cie (Europe) S.A. and the Company.
5) The management agreement signed between A&G Fondos, SGIIC S.A., Morgan Stanley and the Company.
6) The most recent Key Information Investor Document.

## 22. INVESTMENT RESTRICTIONS, TECHNIQUES AND INSTRUMENTS

The Board of Directors has adopted the following investment restrictions in regard to the Company's assets and operations. The investment policy will respect these investment restrictions. These restrictions may be amended by the Board of Directors if it deems that this is in the best interest of the Company, in which case the prospectus will be amended.

(A) Eligible Investments

**Definitions**

"Another State" or "Other State": Any European State that is not a Member State and any State in America, Africa, Oceania, Asia, Australia, and if applicable, of the OECD ("Organisation of Economic Cooperation and Development").

"Another Regulated Market" or "Other Regulated Market": a regulated market, operating regularly, recognized and open to the public (i) which meets all the following criteria: liquidity, multilateralism in the confrontation of orders (general confrontation of buyers' and sellers' orders allowing the establishment of a single price), transparency (distribution of a maximum amount of information giving originators the opportunity to track the movement of the market to be sure that the orders are being processed at the conditions of the moment), (ii) whose securities are traded with a certain fixed periodicity, (iii) that is recognized by a state or another public authority with delegated authority from the state or another entity such as a professional association recognized by the state or the public authority and (iv) on which the traded securities must be accessible to the public.

"UCITS Directive": Council Directive 2009/65/EC of 13 July 2009 coordinating legislative, regulatory and administrative provisions in regard to certain UCITS, as amended.

"Member State": any Member State of the European Union.

"Money Market Instruments": instruments usually traded on the money market that are liquid and have a value that may be precisely determined at any time.

"Regulated Market": a regulated market as defined by the Directive 2014/65EU of the European Parliament and of the Council of 15 May 2014 on markets in financial instruments and amending

Directive 2002/92/EC and Directive 2011/61/EU i.e. a multilateral system operated and/or managed by a market operator, which brings together or facilitates the bringing together of multiple third-party buying and selling interests in financial instruments in the system and in accordance with its non-discretionary rules – in a way that results in a contract, in respect of the financial instruments admitted to trading under its rules and/or systems, and which is authorised and functions regularly and in accordance with Title III of this Directive. The list of Regulated Markets as published in the Official Journal of the European Communities is available at the following address:

https://registers.esma.europa.eu/publication/

"UCI": an undertaking for collective investment.

"UCITS": an undertaking for collective investment in transferable securities as defined in Article 1(2) of the UCITS Directive.

(1) Investments in the Company shall comprise exclusively:

a) transferable securities and Money Market Instruments listed or dealt in on a Regulated Market; and/or

b) transferable securities and Money Market Instruments dealt in on an Other Regulated Market in a Member State; and/or

c) transferable securities and Money Market Instruments admitted to official listing on a stock exchange in an Other State or dealt in on an Other Regulated Market in an Other State; and/or

d) recently issued transferable securities and money market instruments, provided that the terms of issue include an undertaking that application will be made for admission to official listing on a Regulated Market, an official stock exchanges in an Other State or on an Other Regulated Market referred to above under (a) to (c) and that such a listing will be obtained within one year of the date of issue; and/or

e) units of UCITS and/or other UCIs, whether situated in an Member State or not, provided that:

- such other UCIs have been authorised under the laws which provide that they are subject to supervision considered by the Regulatory Authority to be equivalent to that laid down in Community law, and that cooperation between authorities is sufficiently ensured (at the time of the present prospectus, the laws of Canada, Hong Kong, Japan, Norway, Switzerland or the United States);

- the level of protection for unitholders in such other UCIs is equivalent to that provided for unitholders in a UCITS, and in particular that the rules on assets segregation, borrowing, lending, and uncovered sales of transferable securities and money market instruments are equivalent to the requirements of the UCITS Directive;

- the business of such other UCIs is reported in half-yearly and annual reports to enable an assessment of the assets and liabilities, income and operations over the reporting period;

- no more than 10% of the assets of the UCITS or of the other UCIs, whose acquisition is contemplated, can, according to their constitutional documents, in aggregate be invested in units of other UCITS or other UCIs; and/or

f) deposits with credit institutions which are repayable on demand or have the right to be withdrawn, and maturing in no more than 12 months, provided that the credit institution has its registered office in a Member State or, if the registered office of the credit institution is situated in an Other State provided that it is subject to prudential rules considered by the Regulatory Authority as equivalent to those laid down in Community law; and/or

g) financial derivative instruments, including equivalent cash-settled instruments, dealt in on a Regulated Market, stock exchange in an Other State or on an Other Regulated Market referred to in subparagraphs (a) to (c) above, and/or financial derivative instruments dealt in over-the-counter ("OTC derivatives"), provided that:

- the underlying consists of instruments covered by this section (A)(1), financial indices, interest rates, foreign exchange rates or currencies, in which the Company may invest according to its investment objective;

- the counterparties to OTC derivative transactions are first class specialized institutions subject to prudential supervision, and belonging to the categories approved by the Regulatory Authority;

- 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 or on an Other Regulated Market, if the issue or the issuer of such instruments are themselves regulated for the purpose of protecting investors and savings, and provided that such instruments are:

- issued or guaranteed by a central, regional or local authority or by a central bank of a Member State, the European Central Bank, the European Union or the European Investment Bank, an Other State or, in case of a Federal State, by one of the members making up the federation, or by a public international body to which one or more Member States belong; or

- issued by an undertaking any securities of which are dealt in on Regulated Markets or Other Regulated Market referred to in (a) to (c) above; or

- issued or guaranteed by an establishment subject to prudential supervision, in accordance with criteria defined by Community law, or by an establishment which is subject to and complies with prudential rules considered by the

Regulatory Authority to be at least as stringent as those laid down by Community law; or

- issued by other bodies belonging to the categories approved by the Regulatory Authority provided that investments in such instruments are subject to investor protection equivalent to that laid down in the first, the second or the third indent and provided that the issuer is a company whose capital and reserves amount to at least ten million Euro (10,000,000 Euro) and which presents and publishes its annual accounts in accordance with directive 2013/34/EU, 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) The Company may also invest up to 10% of its net assets in transferable securities and Money Market Instruments other than those intended in point (A)(1) above.

(B) The Company may hold liquid assets on an ancillary basis.

(C) Moreover:

(1) The Company cannot invest more than 10% of its net assets in transferable securities and Money Market Instruments issued by a single entity. The Company cannot invest more than 20% of its net assets in deposits placed with a single entity.

(2)

(i) If the total value of transferable securities and Money Market Instruments held with issuers in each of which the Company invests more than 5% of its net assets, the total value of these investments will not exceed 40% of the value of the Company's net assets,

(ii) This limit does not apply to deposits in financial institutions that are subject to prudential supervision and to transactions on OTC derivative instruments with these financial institutions.

(3)

(i) The counterparty risk in an OTC derivatives transaction cannot exceed 10% of the Company's net assets when the counterparty is one of the credit establishments intended in section (A)(1)(f) above, or 5% of the net assets in other cases.

(ii) The investments in derivative financial instruments may be conducted provided that, overall, the risks to which the underlying assets are exposed do not exceed the investment limits set in points (C)(1), (C)(2)(i), (C)(3)(i) et (v), (C)(4), C(5), (C)(6)(i) and (iii). If the Company invests in a derivative financial instruments based on an index, these investments are not necessarily combined with the limits set in points (C)(1), (C)(2)(i), (C)(3)(i) and (v), (C)(4), C(5), (C)(6)(i) and (iii).

(iii) If a transferable security or Money Market Instrument comprises a derivative instrument, the derivative instrument will be accounted for pursuant to the provisions contained in paragraphs (A)(1)(g), item two and, (C)(3)(iv) as well as for the assessment and the information on risks associated with transactions involving derivative instruments indicated in this Prospectus.

(iv) The Company makes sure that the overall risk associated with derivative instruments does not exceed the total net value of its portfolio. The risks are calculated taking into consideration the current value of the underlying assets, the counterparty risk, foreseeable changes in the market and the time available to liquidate the positions.

(v) Notwithstanding the individual limits set in points (C)(1), C(2)(i) and C(3)(i) above, the Company may not combine:

- investments in transferable securities and Money Market Instruments issued by a single entity;
- deposits with a single entity; and/or
- the risks associated with transactions on OTC derivative instruments with a single entity;

that are greater than 20% of its net assets.

(4) The 10% limit stipulated in paragraph (C)(1) above is increased to 35% for transferable securities and Money Market Instruments issued or guaranteed by a Member State, its jurisdictions, Another Member State or international public organisations to which one or several Member States belong.

(5)

(i) The 10% limit set in point (C)(1) is increased up to 25% for covered bonds as defined under article 3, point 1 of Directive (EU) 2019/2162 of the European Parliament and of the Council of 27 November 2019 on the issue of covered bonds and covered bond public supervision and amending Directives 2009/65/EC and 2014/59/EU, and for certain securities when these are issued before 8 July 2022 by a credit establishment that has its statutory office in a Member State that is legally subject, to special supervision by the public authorities whose purpose is to protect the holders of such bonds. In particular, the amounts resulting from the issue of these bonds issued before 8 July 2022 must be invested, in conformity with applicable legislation, in assets that, for the entire validity period of the bonds, can hedge the receivables resulting from the bonds and that, in the event of the insolvency of the issuer, would be used in priority to reimburse the principal amount and the payment of the accrued interest. To the extent that the Company invests more than 5% of its net assets in such bonds, issued by a single issuer, the total value of these investments may not exceed 80% of the value of its net assets.

(ii) The transferable securities and Money Market Instruments mentioned in points (i) and (C)(4) should not be taken into consideration in the application of the 40% limit stipulated in point (C)(2)(i).

(6)

(i) The limits stipulated in points (C)(1), (C)(2)(i) (C)(3)(i) and (v), C(4) and C(5)(i) above may not be combined; consequently, the investments in transferable securities and Money Market Instruments issued by a single entity, in the deposits with this entity or in derivative instruments traded with this entity in conformity with points (C)(1), (C)(2)(i) (C)(3)(i) and (v), C(4) and C(5)(i) may not exceed a total of 35% of the Company's net assets.

(ii) The companies that are combined in financial consolidation as understood in Directive 83/349/EEC or in conformity with recognized international accounting rules should be considered as a single entity for the calculation of the limits described in point (C) above.

(iii) The Company may cumulatively invest up to 20% of its net assets in transferable securities and Money Market Instruments of a single group of companies.

**(7) If the Company invests in conformity with the principle of the risk spreading in transferable securities and Money Market Instruments issued or guaranteed by a Member State, its local jurisdictions or by a Member State that is a member of the OECD, or by international public organisations to which one or more Member States belong, the Company may invest up to 100% of its net assets in these transferable securities and Money Market Instruments on condition that it holds securities belonging to at least six different issues and that the securities belonging to a single issue do not exceed 30% of the net assets.**

While ensuring the respect of the principle of risk spreading, the Company may, for a period of 6 months following the date of its approval, deviate from Articles 43 to 46 of the 2010 Law.

(8) Without prejudice to the limits set forth hereafter under (E), the limits set forth in (C)(1) are raised to a maximum of 20 % for investments in shares and/or bonds issued by the same body when the aim of the Company is to replicate the composition of a certain stock or bond index which is recognised by the Luxembourg regulatory authority, on the following basis:

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

The limit of 20% is raised to 35% where this proves to be justified by exceptional market conditions in particular in Regulated Markets where certain transferable securities or Money Market Instruments are highly dominant. The investment up to this limit is only permitted for a single issuer.

(D) The Company may borrow up to a total of 10% of its net assets as long as such borrowings are temporary. Face-to-face type loans are not considered as borrowings in calculating this investment limit.

(E)

(i) The Company may not acquire shares holding voting rights in a company in proportions that enable it to exert a significant influence on the management of the issuer.

(ii) The Company may not acquire (a) more than 10% of the shares without voting rights of a single issuer; (b) more than 10% of bonds from a single issuer and/or (c) more than 10% of Money Market Instruments issued by a single issuer. Nonetheless, the limits outlined in points (a) and (b) above do not have to be followed for the acquisition, if, at that time, the gross amount of bonds or Money Market Instruments, or the net amount of the securities issued, cannot be calculated.

(iii) The limits defined in points (E)(i) and (ii) are not applicable in regard to the following:

- the transferable securities and Money Market Instruments issued or guaranteed by a Member State or its territorial jurisdictions;

- the transferable securities and Money Market Instruments issued or guaranteed by Another State;

- the transferable securities or Money Market Instruments issued by international public organizations of which one or more Member States belong; or

- the shares held in the capital of a company incorporated in Another State, provided that (i) this company invest its assets mainly in the securities of issuers from this Other State, (ii) by virtue of the laws of this State, such an interest constitutes the sole possibility for the Company of investing in securities of issuers of this State, and (iii) this company follows, in its investment policy, the rules of risk diversification and of limitation of control stipulated in Articles 43, 46 and 48 (1) and (2) of the 2010 Law.

(F)

(1)

(i) The Company may invest in units of UCITS or other UCIs mentioned in point (A)(e), on condition that no more than 20% of its net assets are invested in units of a single UCITS or other UCI. For the application of this investment limit, each compartment of a UCI with multiple compartments is assumed to constitute a distinct entity on condition that the principle of segregation of commitments between the compartments is ensured in regard to third parties.

(ii) The investments in UCI units other than UCITS may not exceed a total of 30% of the Company's net assets.

(iii) The total of the investment of the Company in UCITS and/or other UCIs may not, in aggregate, exceed 50% of the Company's net assets.

(iii) When the Company invests in units of other UCITS and/or other UCIs that are linked to the Company for common management or control or by a significant direct or indirect interest, or managed by a management company linked to the manager, no

subscription or redemption rights may be invoiced to the Company for investment in the units of these UCITS or UCIs.

When the Company invests in units or shares of other UCITS and/or other UCIs linked to the Company by a community as described in the previous paragraph, the management commissions (if any, except performance commissions) levied on behalf of the Company and of each of the UCITS and/or other UCIs concerned may not, in total, exceed 2.5% of the net managed assets in question. The Company will indicate in its annual reports, the total management commissions and the total for each of the UCITS and/or other UCIs in which it has invested in the period in question.

(iv) The Company may acquire up to 25% of the shares in a single UCITS and/or other UCI. This limit does not have to be respected at the time of acquisition if, at that time, the gross amount of units issued cannot be determined. In the case of a UCITS or other UCI with multiple compartments, this limit applies to units issued by this UCITS/UCI as a whole.

(v) The underlying investments held by the UCITS or other UCIs in which the Company invests will not be taken into consideration in the calculation of the limits stipulated in point 1.(C) above.

(2) The investment limits laid down above may be exceeded whenever subscription rights attaching to securities which form part of the Company's assets are being exercised. If such limits are exceeded as a result of exercising subscription rights or for reasons beyond the Company's control, the Company shall endeavour as a priority aim to redress the balance, while taking due account of the interests of the Company's Shareholders.

## 23. PROHIBITED INVESTMENTS

(A) The Company will not make investments in precious metals or certificates representing these.

(B) 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 within the limits set out in paragraph 3. below.

(C) 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.

(D) The Company may not carry out uncovered sales of transferable securities, other financial instruments or Money Market Instruments referred to in 1.(A) (1) (e), (g) and (h).

(E) The Company may not borrow, other than amounts which do not in aggregate exceed 10% of its net asset value, and then only as a temporary measure. For the purpose of this restriction back to back loans for the purposes of acquiring foreign currency are not considered to be borrowings.

(F) The Company will not mortgage, pledge, hypothecate or otherwise encumber as security for indebtedness any securities held, except as may be necessary in connection with the borrowings

mentioned in (E) above, and then such mortgaging, pledging, or hypothecating may not exceed 10% of its net asset value. In connection with swap transactions, option and forward exchange 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.

(G) The Company will not underwrite or sub-underwrite securities of other issuers.

## 24. SPECIAL TECHNIQUES AND INSTRUMENTS

### A. General

The Company may employ techniques and instruments relating to Transferable Securities and Money Market Instruments provided that such techniques and instruments are used for the purposes of efficient portfolio management within the meaning of, and under the conditions set out in, applicable laws, regulations and circulars issued by the CSSF from time to time. In particular, those techniques and instruments should not result in a change of the declared investment objective of any Compartment or add substantial supplementary risks in comparison to the stated risk profile of any Compartment.

The risk exposure to a counterparty generated through efficient portfolio management techniques and OTC financial derivatives must be combined when calculating counterparty risk limits referred to under section 1. Investment in Eligible Assets (C) (3) (i) above.

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

The Company will not enter into securities lending transactions, optional repurchase transactions, reverse repurchase agreements/repurchase agreements and margin lending transactions within the meaning of Regulation (EU/2015/2365) on transparency of securities financing transactions and of reuse (the "SFT Regulation") in order to reduce risks or expenses or to provide the Company with capital gains or income. If the Company was to use such securities financing transactions in the future, the present Prospectus will be modified in accordance with the SFT Regulation.

### B. Securities lending

The Company may more specifically enter into securities lending transactions provided that the following rules are complied with in addition to the abovementioned conditions:

i) The borrower in a securities lending transaction must be subject to prudential supervision rules considered by the Luxembourg supervisory authority as equivalent to those prescribed by the European Community law;

ii) The Company may only lend securities to a borrower either directly or through a standardised system organised by a recognised clearing institution or through a lending system organised by a financial institution subject to prudential supervision rules considered by the Luxembourg supervisory authority as equivalent to those provided by the European Community law and specialised in this type of transaction;

iii) The Company may only enter into securities lending transactions provided that it is entitled at any time under the terms of the agreement to request the return of the securities lent or to terminate the agreement.

**C. Repurchase Agreement Transactions**

The Company may enter into repurchase agreements that consist of forward transactions at the maturity of which the Company (seller) has the obligation to repurchase the assets sold and the counterparty (buyer) the obligation to return the assets purchased under the transactions. The Company may further enter into reverse repurchase agreements that consist of forward transactions at the maturity of which the counterparty (seller) has the obligation to repurchase the asset sold and the Company (buyer) the obligation to return the assets purchased under the transactions. The Company may also enter into transactions that consist of the purchase/sale of securities with a clause reserving for the counterparty/Company the right to repurchase the securities from the Company/counterparty at a price and term specified by the parties in their contractual arrangements.

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

i) The counterparty to these transactions must be subject to prudential supervision rules considered by the CSSF as equivalent to those prescribed by EU law;

ii) The Company may only enter into reverse repurchase agreement and/or repurchase agreement transactions provided that it is able at any time (a) to recall the full amount of cash in a reverse repurchase agreement or any securities subject to a repurchase agreement or (b) to terminate the agreement in accordance with applicable regulations. However, fixed-term transactions that do not exceed seven days should be considered as arrangements on terms that allow the assets to be recalled at any time by the Company.

**D. Management of collateral and collateral policy**

**1) General**

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

**2) Eligible collateral**

Collateral received by the Company may be used to reduce its counterparty risk exposure if it complies with the criteria set out in applicable laws, regulations and circulars issued by the CSSF from time to time notably in terms of liquidity, valuation, issuer credit quality, correlation, risks linked to the

management of collateral and enforceability. In particular, collateral should comply with the following conditions:

(a) Any collateral received other than cash should be of high quality, highly liquid and traded on a regulated market or multilateral trading facility with transparent pricing in order that it can be sold quickly at a price that is close to pre-sale valuation;

(b) It should be valued on at least a daily basis and assets that exhibit high price volatility should not be accepted as collateral unless suitably conservative haircuts are in place;

(c) It should be issued by an entity that is independent from the counterparty and is expected not to display a high correlation with the performance of the counterparty;

(d) It should be sufficiently diversified in terms of country, markets and issuers with a maximum exposure of 20% of the Compartment's net asset value to any single issuer on an aggregate basis, taking into account all collateral received;

(e) It should be capable of being fully enforced by the Company at any time without reference to or approval from the counterparty.

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

(a) Cash and cash equivalents, including short-term bank certificates and Money Market Instruments;

(b) Bonds issued or guaranteed by a Member State of the OECD or by their local public authorities or by supranational institutions and undertakings with EU, regional or worldwide scope;

(c) Shares or units issued by money market UCIs calculating a daily net asset value and being assigned a rating of AAA or its equivalent;

(d) Shares or units issued by UCITS investing mainly in bonds/shares mentioned in (e) and (f) below;

(e) Bonds issued or guaranteed by first class issuers offering adequate liquidity;

(f) Shares admitted to or dealt in on a regulated market of a Member State or on a stock exchange of a Member State of the OECD, on the condition that these shares are included in a main index.

Notwithstanding the previous paragraphs, in line with the CSSF Circular 14/592, which transposes the Guidelines issued by the European Securities and Market Authority (ESMA) "ESMA/2012/832", at the date of the prospectus, collateral will be only be accepted if received as:

- Cash and cash equivalents, including short-term bank certificates and Money Market Instruments;
- Bonds issued or guaranteed by a Member State of the OECD or by their local public authorities or by supranational institutions and undertakings with EU, regional or worldwide scope.

To the extent that this policy should be reviewed by the Investment managers, the prospectus will be amended accordingly.

### 3) Level of collateral required

The level of collateral required across all efficient portfolio management techniques or OTC derivatives will be at least 100% of the exposure to the relevant counterparty. This will be achieved by applying the haircut policy set out below.

### 4) Haircut policy

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

In case of non-cash collateral, a haircut will be applied. The Investment Manager will only accept non-cash collateral which does not exhibit high price volatility. The non-cash collateral received on behalf of the Company will typically be government debts and supranational debt securities.

For non-cash collateral, a haircut of 1% to 8% will be applied as follows:

| | | |
|---|---|---|
| Government debts and supranational debt securities | Remaining stated maturity of | Haircut applied |
| | Not exceeding 1 year | 1% |
| | 1 to 5 years | 3% |
| | 5 to 10 years | 4% |
| | 10 to 20 years | 7% |
| | 20 to 30 years | 8% |

### 5) Reinvestment of collateral

Non-cash collateral received by the Company may not be sold, re-invested or pledged. As the case may be, cash collateral received by the Company in relation to any of these transactions may be reinvested in a manner consistent with the investment objectives of the Company in:

- placed on deposit with entities prescribed in Article 50(f) of the UCITS Directive;
- invested in high-quality government bonds;
- used for the purpose of reverse repo transactions provided the transactions are with credit institutions subject to prudential supervision and the UCITS is able to recall at any time the full amount of cash on accrued basis;
- invested in short-term money market funds as defined in the Guidelines on a Common Definition of European Money Market Funds.

Such reinvestment will be taken into account for the calculation of the Company's global exposure, in particular if it creates a leverage effect.

The reinvestment of collateral may bear additional risks, as the value of reinvested collateral may decrease, thus lessening the security such collateral represents for the Company. Likewise, the Company may have to compensate for the decrease of reinvested collateral value when restituting such collateral to the counterparty having provided such collateral.

## 25. MISCELLANEOUS

(A) 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.

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.

Investors are advised to take advice on their rights.

(B) Notwithstanding the acquisition of securities and the constitution of bank deposits as mentioned in point 1.(A)(1) or the acquisition of liquid assets and provided that the Company is not prevented from investing in transferable securities, Money Market Instruments or other liquid financial assets mentioned in point 1.(A)(e), (g) and (h) that are not fully paid up, the Company may not grant loans or act as guarantor on behalf of third parties.

(C) The Company does not have to conform to the limits of the investment restrictions in the exercise of its subscription rights related to transferable securities or Money Market Instruments that are part of the Company's assets.

(D) The Company may not issue warrants or other financial instruments that grant the right to acquire shares of the Company.

(E) The Company may determine investment restrictions that are more restrictive to the extent that these limits are necessary to comply with the laws and regulations of the countries in which the Shares are offered or sold.

## 26. RISK MANAGEMENT

The Company will use a method of risk management that allows it to control and measure at all times the risks incurred by the positions in its portfolio and their contribution to the overall risk profile. The Company will employ, if needed, a method that allows precise and independent evaluation of the value of any OTC derivative financial instrument.

The Company global risk exposure is monitored by using the *commitment approach*. This approach measures the global exposure related to positions on financial derivative instruments which may not exceed the Company's net asset value.

## 27. INVESTMENT RISKS

**General**

The following statements are intended to inform investors of the uncertainties and risks associated with investments and transactions in equities, fixed income securities, currency instruments, derivatives and other similar instruments. Investors should remember that the price of Shares and any income from them may fall as well as rise and that Shareholders may not get back the full amount invested. Past performance is not necessarily a guide to future performance and Shares should be regarded as a medium to long-term investment.

The Company bears the general risks laid down below.

**Equity Securities**

Investing in equity securities may offer a higher rate of return than other investments. However, the risks associated with investments in equity securities may also be higher, because the performance of equity securities depends upon factors which are difficult to predict. Such factors include the possibility of sudden or prolonged market declines and risks associated with individual companies. The fundamental risk associated with equity portfolio is the risk that the value of the investments it holds might decrease in value. Equity security value may fluctuate in response to the activities of an individual company or in response to general market and/or economic conditions. Historically, equity securities have provided greater long-term returns and have entailed greater short-term risks than other investment choices.

**Investment in Collective Investment Schemes**

Investment in collective investment schemes may embed a duplication of the fees and expenses charged to the Company, i.e. setting-up, filing and domiciliation costs, subscription, redemption or conversion fees, management fees, Depositary fees and other service providers' fees. The accumulation of these costs may entail higher costs and expenses than would have been charged to the Company if the latter had invested directly. The Company will however seek to avoid any irrational multiplication of costs and expenses to be borne by investors.

Also, the Company must ensure that its portfolios of targeted collective investment schemes present appropriate liquidity features to enable them to meet their obligation to redeem or repurchase their Shares. However, there is no guarantee that the market liquidity for such investments will always be sufficient to meet redemption requests as and when they are submitted. Any absence of liquidity may impact the liquidity of the Company's Shares and the value of its investments.

**Investment in Warrants**

Investors should be aware of, and prepared to accept, the greater volatility in the prices of warrants which may result in greater volatility in the price of the Shares. Thus, due to their nature, warrants may involve Shareholders in a greater degree of risk than conventional securities would do.

**Stock Market Volatility**

The net asset value of the Company will reflect the volatility of the stock market. Stock markets are volatile and can move significantly in response to the issuer, demand and supply, political, regulatory, market and economic developments.

**Issuer-Specific Risk**

The value of an individual security or particular type of security can be more volatile than the market as a whole and can perform differently from the value of the market as a whole.

**Interest Rate Risks**

The net asset value of the Company will change in response to fluctuations in interest rates. Generally, interest rate risk involves the risk that when interest rates decline, the market value of bonds tends to increase, and vice versa. The extent to which the price of a bond changes as the interest rates move may differ by the type of the debt securities.

**Investment in derivative instruments**

Under certain conditions, the Company may use options and futures on securities, indices and interest rates, as described in the Prospectus under "Investment Restrictions", for the purpose of efficient portfolio management. Also, where appropriate, the Company may hedge market and currency risks using futures, options or forward foreign exchange contracts. In order to facilitate efficient portfolio management and to better replicate the performance of the benchmark, the Company may finally, for a purpose other than hedging, invest in derivative instruments. The Company may only invest within the limits set out in the Prospectus under "Investment Restrictions".

Transactions in futures carry a high degree of risk. The amount of the initial margin is small relative to the value of the futures contract so that transactions are "leveraged" or "geared". A relatively small market movement will have a proportionately larger impact which may work for or against the Investor. The placing of certain orders which are intended to limit losses to certain amounts may not be effective because market conditions may make it impossible to execute such orders. Financial futures prices are highly volatile and influenced by a variety of diverse factors including, i.a., changing supply and demand relationships, government, fiscal, monetary and exchange control programs and policies, national and international political and economic events and government intervention in certain markets, particularly in the currency and interest rate markets. Futures are also subject to illiquid situations when market activity decreases or when a daily price fluctuation limit has been reached.

Transactions in options also carry a high degree of risk. Selling ("writing" or "granting") an option generally entails considerably greater risk than purchasing options. Although the premium received by the seller is fixed, the seller may sustain a loss well in excess of that amount. The seller will also be exposed to the risk of the purchaser exercising the option and the seller will be obliged either to settle the option in cash or to acquire or deliver the underlying investment. If the option is "covered" by the seller holding a corresponding position in the underlying investment or a future on another option, the risk may be reduced.

**Political and/or Regulatory Risks**

The value of the Company's assets may be affected by uncertainties such as international political developments, changes in government policies, changes in taxation, restrictions on foreign investment and currency repatriation, currency fluctuations and other developments in the laws and regulations of countries in which investment may be made. Furthermore, the legal infrastructure and accounting, auditing and reporting standards in certain countries in which investment may be made may not provide the same degree of investor protection or information to investors as would generally apply in major securities markets.

The Company is domiciled in Luxembourg and investors should note that all the regulatory protections provided by their local regulatory authorities may not apply. Investors should consult their financial or other professional adviser for further information in this area.

**Funds Investing in Lower Rated, Higher Yielding Debt Securities**

The Company may invest in lower rated, higher yielding debt securities, which are subject to greater market and credit risks than higher rated securities. Generally, lower rated securities pay higher yields than more highly rated securities to compensate investors for the higher risk. The lower ratings of such securities reflect the greater possibility that adverse changes in the financial condition of the issuer, or rising interest rates, may impair the ability of the issuer to make payments to holders of the securities.

**Market and Settlement Risks**

- The securities markets in some countries lack the liquidity, efficiency and regulatory and supervisory controls of more developed markets.
- Lack of liquidity may adversely affect the ease of disposal of assets. The absence of reliable pricing information in a particular security held by the Company may make it difficult to assess reliably the market value of assets.
- The share register may not be properly maintained and the ownership or interest may not be (or remain) fully protected.
- Registration of securities may be subject to delay and during the period of delay it may be difficult to prove beneficial ownership of the securities.
- The provision for custody of assets may be less developed than in other more mature markets and thus provides an additional level of risk for the Company.
- Settlement procedures may be less developed and still be in physical as well as in dematerialised form.

**Foreign Exchange/Currency Risk**

Although Shares in the Company may be denominated in a particular currency, the Company may invest its assets in securities denominated in a wide range of currencies, some of which may not be freely convertible. The Net Asset Value of the Company as expressed in its base currency will fluctuate in accordance with the changes in the foreign exchange rate between that currency and the currencies in which the Company's investments are denominated. The Company may therefore be exposed to a number of risks as follows:

- Conversion into foreign currency or transfer from some markets of proceeds received from the sale of securities cannot be guaranteed.
- The value of the currency in some markets, in relation to other currencies, may decline such that the value of the investment is adversely affected.
- Exchange rate fluctuations may also occur between the trade date for a transaction and the date on which the currency is acquired to meet settlement obligations.

It may not be possible or practicable to hedge against the consequent foreign exchange/currency risk exposure.

**Execution and Counterparty Risk**

The Company may be subject to the risk of the inability of the counterparty, or any other entities, in or with which an investment or transaction is made, to perform in respect of undertaken transactions, whether due to insolvency, bankruptcy or other causes.

In some markets there may be no secure method of delivery against payment which would minimise the exposure to counterparty risk. It may be necessary to make payment on a purchase or delivery on a sale before receipt of the securities or, as the case may be, sale proceeds.

**Illiquidity/Suspension of Share dealings.**

The Company may face temporary illiquidity situations due to parameters such as market activity, small volumes of investments or difficulties in the pricing of underlying investments.

Under certain exceptional circumstances, such as unusual market conditions, an unusual volume of repurchase requests or other, illiquidity situations may lead the Company to suspend or defer the redemption or conversion of Shares.

**Custody Risk**

Local custody services in some of the market countries in which the Company may invest may not be the same as those in more developed market countries and there is a transaction and custody risk involved in dealing in such markets.

**Taxation**

Potential investors' attention is drawn to the taxation risks associated with investing in the Company. Further details relating to the Luxembourg tax legislation are given under the heading "Tax Aspects" in the main part of the prospectus. However, nothing in this Prospectus may be construed any tax advice and investors should consult their own professional advisers regarding any tax issues in the context of any contemplated investment in the Company.

**Risks of investing in convertible bonds**

Investments in convertible bonds are subject to the same interest rate, credit and prepayment risks linked to ordinary corporate bonds. Convertible bonds are corporate bonds with an option that allows an investor to convert the bond into shares at a given price at specified times during the life of the

convertible bond. This ability to convert allows the investor to benefit directly from the company's success should its share price rise, while also offering the regular income of a conventional corporate bond investment. This exposure to equity movements can lead to more volatility than could be expected from a comparable conventional corporate bond.

**Contingent convertible bonds risks**

Contingent convertible bonds, also known as "CoCos", are bonds which can, upon the occurrence of a predetermined event (commonly called a "trigger event"), be converted into equity shares of the issuer, potentially at a discounted price, or suffer loss of principle by the issuer decreasing the face value of the bond (*trigger level risk*). CoCos are generally issued with high yields and are utilised by an issuer as loss absorption instruments. They have no stated maturity, and coupon payments are discretionary. CoCos can be converted or cancelled at the discretion of the issuer or at the request of a regulatory authority in order for losses to be contained (*cancellation risk*).

Trigger events can vary widely and include events such as an issuer's capital ratio falling below a pre-set limit, a regulatory authority making a determination that an issuer is "non-viable", or a national authority deciding to inject capital. Trigger events can also be initiated by the management of the issuer which could cause a permanent write-down to zero of principal investment and/or accrued interest (*write-down risk*). Each CoCo will have its own unique equity conversion or principle write-down features which are tailored to the issuer and it regulatory requirements and can vary widely from bond to bond.

The value of CoCos will be influenced by many factors including (but not limited to):

- the creditworthiness of the issuer and/or fluctuations in such issuer's applicable capital ratios;
- demand and availability of the CoCo;
- general market conditions and available liquidity, especially those in emerging countries (*liquidity risk*);
- economic, financial and political events that could affect the issuer, its market, or the financial markets in general.

The investments in CoCos may also entail the following risks (non-exhaustive list):

*Valuation risk*: the value of CoCos may need to be reduced due to a higher risk of overvaluation of such asset class on the relevant eligible markets. Therefore, a Fund may lose its entire investment or may be required to accept cash or securities with a value less than its original investment.

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

*Capital structure inversion risk*: contrary to classical capital hierarchy, CoCos' investors may suffer a loss of capital when equity holders do not.

*Conversion risk*: it might be difficult for the Investment Manager to assess how the securities will behave upon conversion. In case of conversion into equity, the Investment Manager might be forced to sell these new equity shares since the investment policy of the relevant Fund does not allow equity in its portfolio. This forced sale may itself lead to liquidity issue for these shares.

*Unknown risk*: the structure of CoCos is innovative yet untested.

*Industry concentration risk*: investment in CoCos may lead to an increased industry concentration risk as such securities are issued by a limited number of banks.

**SPACs Risk**

The Company may invest directly or indirectly in special purpose acquisition companies (SPACs) or similar special purposes entities which are subject to a variety of risks beyond those associated with other equity securities. A SPAC is a publicly traded company that raises investment capital for the purpose of acquiring or merging with an existing company.

SPACs do not have any operating history or ongoing business other than seeking acquisitions, and the value of their securities is particularly dependent on the ability of the SPAC's management to identify a merger target and complete an acquisition. Some SPACs may pursue acquisitions only within certain industries or regions, which may increase the volatility of their prices. In addition, these securities, which may be traded in the over-the-counter market, may be considered illiquid and/or may be subject to restrictions on resale.

## 28. REGULATION (EU) 2019/2088 AND REGULATION (EU) 2020/852

**Regulation (EU) 2019/2088 of the European Parliament and of the Council of 27 November 2019 on sustainability-related disclosures in the financial services sector ("SFDR")**

The Management Company analyses sustainability risks as part of its risk management process.

The Management Company and the Investment Manager identify, analyse and integrate sustainability risks in their investment decision-making process as they consider that this integration could help enhance long-term risk adjusted returns for investors, in accordance with the investment objectives and policies of the Company.

Sustainability risks mean an environmental, social, or governance event or condition that, if it occurs, could potentially or actually cause a material negative impact on the value of a Company's investment. Sustainability risks can either represent a risk of their own or have an impact on other risks and may contribute significantly to risks, such as market risks, operational risks, liquidity risks or counterparty risks.

Assessment of sustainability risks is complex and may be based on environmental, social, or governance data which is difficult to obtain and incomplete, estimated, out of date or otherwise materially inaccurate. Even when identified, there can be no guarantee that these data will be correctly assessed.

The Investment Manager considers that sustainability risk are likely to have a moderate impact on the value of the Company's investments in the medium to long term.

For the purposes of Article 7(2) of SFDR, the Management Company confirms in relation to the Company that it does not consider the adverse impacts of investment decisions on sustainability factors at the present time. Sustainability factors are defined by SFDR as environmental, social and employee matters, respect for human rights, anti-corruption and anti-bribery matters.

The main reasons for which the Management Company is currently not considering adverse impacts is the absence of sufficient data and data of a sufficient quality to allow the Management Company to define material metrics for disclosure.

The Management Company intends to monitor the industry position closely and to update its approach in due course as the industry position evolves and further regulatory guidance is made available. Pictet

Group, of which the Management Company is an integral part, has committed to comply with the provisions of a number of international and Swiss codes for responsible investment. In addition, as outlined in the Group's Sustainability & Responsible ambitions 2025, it is Pictet's intention to not only consider, but mitigate where possible, material adverse impacts of investments and operations.

**Regulation (EU) 2020/852 of the European Parliament and of the Council of 18 June 2020 on the establishment of a framework to facilitate sustainable investment, and amending Regulation (EU) 2019/2088, as may be amended from time to time ("Taxonomy Regulation")**

The Company does not promote environmental or social characteristics within the meaning of SFDR (article 8) nor is it classified as pursuing a sustainable investment objective (article 9). The investments underlying the Company do not take into account the EU criteria for environmentally sustainable economic activities.