



PROSPECTUS

SABADELL FUNDS SICAV

Société d'Investissement à Capital Variable
established in Luxembourg

EUROPA INVEST S.A.
(MANAGEMENT COMPANY)

BANCO DE SABADELL S.A.
(PROMOTER)

December 2016

IMPORTANT INFORMATION

IMPORTANT: IF YOU ARE IN ANY DOUBT AS TO THE CONTENTS OF THIS PROSPECTUS YOU SHOULD CONSULT YOUR STOCKBROKER, BANK MANAGER, SOLICITOR ACCOUNTANT OR OTHER FINANCIAL ADVISER.

The Directors, whose names appear below, accept responsibility for the information contained in this document. The Directors have taken all reasonable care to ensure that the facts stated herein are true and accurate in all material respects at the date hereof and that there are no other material facts, the omission of which would make misleading any statement herein whether of fact or opinion. The Directors accept responsibility accordingly.

SABADELL FUNDS SICAV (the “**Company**”) is an investment company organised under the laws of the Grand Duchy of Luxembourg as a *société d’investissement à capital variable*, is governed by Part I of the UCI Law and qualifies as a UCITS.

No person has been authorised by the Company to give any information or make any representations in connection with the offering of Shares other than those contained in this Prospectus or any other document approved by the Company or the Management Company, and, if given or made, such information or representations must not be relied on as having been made by the Company.

The distribution of this Prospectus and the offering of Shares in certain jurisdictions may be restricted. Persons into whose possession this Prospectus comes are required by the Company to inform themselves about and to observe any such restrictions. This Prospectus does not constitute an offer or solicitation by anyone in any jurisdiction in which such an offer or solicitation is not authorised or to any person to whom it is unlawful to make such offer or solicitation.

This Prospectus may only be issued with one or more Supplements (each a “**Supplement**”), each containing information relating to a separate Sub-Fund. The creation of new Sub-Funds requires the prior approval of the CSSF. If there are different classes of Shares representing a Sub-Fund, details relating to the separate classes may be dealt with in the same Supplement or in a separate Supplement for each class. The creation of further classes of Shares will be effected in accordance with the requirements of the CSSF. This Prospectus and the relevant Supplement should be read and construed as one document. To the extent that there is any inconsistency between this Prospectus and the relevant Supplement, the relevant Supplement shall prevail.

Applications for Shares will only be considered on the basis of this Prospectus (and any relevant Supplement) and the key investor information document (the “**KIID**”). The latest audited annual report and accounts and the latest unaudited semi-annual report may be obtained from the offices of the Central Administrator. The delivery of this Prospectus (whether or not accompanied by any reports) or the issue of Shares shall not, under any circumstances, create any implication that the affairs of the Company have not changed since the date hereof.

Potential investors should not treat the contents of this Prospectus as advice relating to legal, taxation, investment or any matters and are recommended to consult their own professional advisers concerning the acquisition, holding or disposal of Shares.

The provisions of the Articles are binding on each of its Shareholders (who are taken to have notice of them).

This Prospectus is based on information, law and practice currently in force in Luxembourg (which may be subject to change) at the date hereof. The Company cannot be bound by an out of date Prospectus when it has issued a new Prospectus, and investors should check with the Central Administrator that this is the most recently published Prospectus.

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 him/her/it-self 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 directly against the Company. Investors are advised to take advice on their rights.

Complaints concerning the operation or marketing of the Company may be referred through a registered letter to the address of the Management Company, currently as follows: Europa Invest S.A., 14, boulevard Royal, L-2449 Luxembourg.

Restrictions on Distribution and Sale of Shares

Luxembourg - The Company is registered pursuant to Part I of the UCI Law. However, such registration does not require any Luxembourg authority to approve or disapprove either the adequacy or accuracy of this Prospectus or the assets held in the various Sub-Funds. Any representations to the contrary are unauthorised and unlawful.

European Union ("EU") - The Company is a UCITS for the purposes of the UCITS Directive and the Board of Directors proposes to market the Shares in accordance with the UCITS Directive in both member states of the EU and non-member states, as decided by the Board of Directors from time to time.

United States of America ("U.S.") - The Shares have not been and will not be registered under the 1933 Act or the securities laws of any of the states of the U.S. The Shares may not be offered, sold or delivered directly or indirectly in the U.S. or to or for the account or benefit of any U.S. Person except in case the Directors authorise the holding by a US person provided that:

- (a) such US Person is a US Tax-Exempt Investor which certifies that it is an "accredited investor" and a "qualified purchaser", in each case as defined under applicable US federal securities laws;
- (b) such issue or transfer does not result in a violation of the United States Securities Act of 1933, as amended, (the "**1933 Act**") or the securities laws of any of the states of the United States;
- (c) such issue or transfer will not require the Sub-Fund to register under the United States Investment Company Act of 1940, as amended, or to file a prospectus with the US Commodity Futures Trading Commission or the US National Futures Association pursuant to regulations under the US Commodity Exchange Act ("**CEA**");
- (d) such issue or transfer will not cause any assets of the Sub-Fund to be "plan assets" for the purposes of Part 4 of Title 1 of the US Employee Retirement Income Security Act of 1974 ("**ERISA**"); and
- (e) such issue or transfer will not result in any adverse regulatory or tax consequences to the Sub-Fund or its Shareholders as a whole.

Each applicant for, and transferee of, Shares who is a US Person will be required to provide such representations, warranties or documentation as may be required by the Directors to ensure that these requirements are met prior to the issue or the registration of any transfer of Shares. If the transferee is not already a Shareholder, it will be required to complete the appropriate application form.

The Articles give powers to the Board of Directors to impose such restrictions as they may think necessary for the purpose of ensuring that no Shares in the Company are acquired or held by any

person in breach of the law or the requirements of any country or governmental authority or by any person in circumstances which in the opinion of the Board of Directors might result in the Company incurring any liability or taxation or suffering any other disadvantage which the Company may not otherwise have incurred or suffered and, in particular, by any U.S. Person as referred to above. The Company may compulsorily redeem all Shares held by any such person.

The value of the Shares may fall as well as rise and a Shareholder on transfer or redemption of Shares may not get back the amount he initially invested. Income from the Shares may fluctuate in money terms and changes in rates of exchange may cause the value of Shares to go up or down. The levels and basis of, and reliefs from taxation may change. There can be no assurance that the investment objectives of any Sub-Fund will be achieved.

Investors should inform themselves and should take appropriate advice on the legal requirements as to possible tax consequences, foreign exchange restrictions or exchange control requirements which they might encounter under the laws of the countries of their citizenship, residence, or domicile and which might be relevant to the subscription, purchase, holding, conversion, redemption or disposal of the Shares of the Company.

Further copies of this Prospectus and the latest KIID may be obtained from:

SABADELL FUNDS SICAV
c/o Banque de Luxembourg
14, boulevard Royal
L-2449 Luxembourg

Generally

This Prospectus, any Supplements and the KIID may also be translated into other languages. Any such translation shall only contain the same information and have the same meaning as the English language Prospectus, Supplements and the KIID. To the extent that there is any inconsistency between the English language Prospectus/Supplements/KIID and the Prospectus/Supplements/KIID in another language, the English language Prospectus/Supplements/KIID will prevail, except to the extent (but only to the extent) required by the law of any jurisdiction where the Shares are sold, that in an action based upon disclosure in a prospectus or a KIID in a language other than English, the language of the Prospectus/Supplement/KIID on which such action is based shall prevail.

Investors should read and consider the section entitled "Risk Factors" before investing in the Company.

All or part of the fees and expenses may be charged to the capital of the Company. This will have the effect of lowering the capital value of your investment.

DIRECTORY

SABADELL FUNDS SICAV

Registered Office

14, boulevard Royal, L-2449 Luxembourg

Directors

José Antonio Pérez Roger (Chairman),
CIO of BanSabadell Inversion, S.A., S.G.I.I.C., Sociedad Unipersonal

Josep Sentís Masoliver
Head of Insurance and Pensions Investments of BanSabadell Inversion, S.A., S.G.I.I.C., Sociedad Unipersonal

Félix Sánchez Velázquez
Head of Multimanager Investments of BanSabadell Inversion, S.A., S.G.I.I.C., Sociedad Unipersonal

Gonzalo Baretino Coloma,
Head of Legal of Banco de Sabadell, S.A. Group

Management Company

Europa Invest S.A.
14, boulevard Royal
L-2449 Luxembourg

Depositary and Paying Agent

Banque de Luxembourg
14, boulevard Royal
L-2449 Luxembourg

Domiciliary Agent

Banque de Luxembourg
14, boulevard Royal
L-2449 Luxembourg

Directors of Management Company

Cirus Andreu Cabot (Chairman), Deputy General
Manager of Banco de Sabadell, S.A.

Marta Romaguera Casadesús, Head of the Business
Planning and Transforming Unit of BanSabadell
Inversión, S.A., S.G.I.I.C., Sociedad Unipersonal

Xavier Masip Llonch
Head of the Internal Control Unit of BanSabadell
Inversión, S.A., S.G.I.I.C., Sociedad Unipersonal

Eric Chinchon, independent Director

Omar Miranda, independent Director

Conducting persons of the Management Company

José Antonio Pérez Roger

Didier Morin

Marc Tort Torner

Central Administrator

Banque de Luxembourg
14, boulevard Royal
L-2449 Luxembourg

Sub-Administrator and Transfer Agent

European Fund Administration
2, rue d'Alsace, B.P. 1725
L-1017 Luxembourg

Investment Manager and Distributor

BanSabadell Inversión, S.A., S.G.I.I.C., Sociedad Unipersonal
Parc d'Activitats Econòmiques Can Sant Joan
Carrer del Sena, 12

Promoter

Banco de Sabadell, S.A.
Plaça Sant Roc, 20
SP-08201 Sabadell, Barcelona

SP-08174 Sant Cugat del Vallès, Barcelona

Legal Advisers

Arendt & Medernach
41A, avenue J-F Kennedy
L-2082 Luxembourg

Auditor

Ernst & Young S.A.
35 E Avenue J.-F. Kennedy
L-1855 Luxembourg

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DEFINITIONS

“Articles”	articles of incorporation of the Company
“Auditor”	Ernst & Young S.A.
“Board”, “Board of Directors” or “Directors”	the members of the board of directors of the Company for the time being and any duly constituted committee thereof and any successors to such members as may be appointed from time to time
“Business Day”	in relation to a sub-fund of the Company (each a “ Sub-Fund ” and collectively “ Sub-Funds ”) means any day when the banks are fully open in Luxembourg and/or such other place or places and such other day or days as the Directors may determine and notify to Shareholders in advance
“Central Administrator”	Banque de Luxembourg
“Class”	a class of Shares in a particular Sub-Fund
“Company”	SABADELL FUNDS SICAV
“CSSF”	the Luxembourg authority, currently the <i>Commission de Surveillance du Secteur Financier</i> , or its successor in charge of the supervision of undertakings for collective investment in the Grand-Duchy of Luxembourg
“Dealing Request Deadline”	such time in respect of any relevant Business Day as shall be specified in the relevant Supplement for that Sub-Fund or such other time as the Directors may determine and notify to Shareholders in advance provided always that the Dealing Request Deadline is no later than the point as at which the Net Asset Value is determined for the relevant Business Day
“Depository”	Banque de Luxembourg
“Distributor”	BanSabadell Inversion, S.A., S.G.I.I.C., Sociedad Unipersonal
“EU”	the European Union
“Depository and Principal Paying Agent Agreement”	the agreement pursuant to which the Banque de Luxembourg is appointed by the Company as Depository and Principal Paying Agent
“Central Administration Agent and Registrar and Transfer Agent Agreement”	the agreement pursuant to which the Banque de Luxembourg is appointed by the Company as Central Administrator, Registrar and Transfer Agent
“Domiciliation Agreement”	the agreement pursuant to which the Banque de Luxembourg is appointed by the Company as Domiciliation Agent
“Group of Companies”	companies belonging to the same body of undertakings and which must draw up consolidated accounts in accordance with Council Directive 83/349/EEC of 13 June 1983 on consolidated accounts

	and according to recognised international accounting rules, as amended
“Ineligible Applicant”	<p>any person to whom a transfer of Shares (legally or beneficially) or by whom a holding of Shares (legally or beneficially) would or, in the opinion of the Directors, might:</p> <ul style="list-style-type: none"> a) be in breach of any law (or regulation by a competent authority) of any country or territory by virtue of which the person in question is not qualified to hold such Shares; or b) require the Company, the Management Company or the Investment Manager to be registered under any law or regulation in a jurisdiction where it is not yet registered, whether as an investment Sub-Fund or otherwise, or cause the Company to be required to comply with any registration requirements in respect of any of its Shares, whether in the United States of America or any other jurisdiction; or c) cause the Company, its Shareholders, the Management Company or the Investment Manager some legal, regulatory, taxation, pecuniary or material administrative disadvantage which the Company, its Shareholders, the Management Company or the Investment Manager might not otherwise have incurred or suffered; or d) any US Person.
“Initial Offer Period”	the period set by the Directors in relation to any Sub-Fund or Class of Shares as the period during which Shares are initially on offer and as specified in the relevant Supplement
“Initial Offer Price”	the initial price payable for a Share as specified in the relevant Supplement for each Sub-Fund
“Investment Management Agreement”	the investment management agreement pursuant to which the Investment Manager is appointed to provide discretionary investment management services to the Company and the Sub-Funds
“Investment Manager”	BanSabadell Inversion, S.A., S.G.I.I.C., Sociedad Unipersonal
“Luxembourg”	the Grand Duchy of Luxembourg
“Management Company”	Europa Invest S.A.
“Member State”	a member state of the European Union, including any states that might become members of the European Union from time to time pursuant to the corresponding agreements between them and the European Union-
“Minimum Holding”	where applicable, the minimum holding for each class of Shares as specified in the relevant Supplement for each Sub-Fund
“Minimum Additional Subscription”	the minimum additional investment for each class of Shares as specified in the relevant Supplement for each Sub-Fund

“Minimum Subscription”	the minimum investment for each class of Shares as specified in the relevant Supplement for each Sub-Fund
“Money Market Instruments”	instruments normally dealt in on the money market which are liquid, and have a value which can be accurately determined at any time, and instruments eligible as money market instruments, as defined by guidelines issued by the CSSF from time to time
“Net Asset Value”	the net asset value of the Company, a Sub-Fund or a Class (as the context may require) as calculated in accordance with the Articles
“Net Asset Value per Share”	the Net Asset Value in respect of any Sub-Fund or Class divided by the number of Shares of the relevant Sub-Fund or Class in issue at the relevant time
“OECD”	the Organisation for Economic Co-operation and Development
“Paying Agent”	Banque de Luxembourg
“Prospectus”	this Prospectus, as may be amended or supplemented from time to time
“Redemption Price”	the price per Share at which Shares are redeemed or calculated in the manner described under the Section “Redemption” of this Prospectus
“Reference Currency”	the base currency of the Company, the relevant Class or the relevant Sub-Fund, as the case may be
“Regulated Market”	a market in the meaning of directive 2004/39/EC of the EC Parliament and Council on markets in financial instruments namely 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 or systems, and which is authorised and functions regularly and in accordance with the provisions of Title III of the Directive 2004/39/EC
“Share” or “Shares”	shares of any Class in the Company as the context requires
“Share Class” or “Class of Shares” or “Class”	all of the Shares issued by the Company as a particular class of Shares relating to a single Sub-Fund
“Shareholder”	a holder of Shares in the Company
“Subscription Price”	the price per Share at which Shares may be issued after the close of the Initial Offer Period calculated in the manner described under the Section “Subscriptions” of this Prospectus
“Supplement”	a supplement to this Prospectus specifying certain information in respect of a Sub-Fund and/or one or more Classes
“SEC”	Securities and Exchange Commission in the U.S.

"Transferable Securities"	<ul style="list-style-type: none"> (i) shares and other securities equivalent to shares ("shares"); (ii) bonds and other debt instruments ("debt securities"); and (iii) any other negotiable securities that carry the right to acquire any such transferable securities by subscription or exchange, to the extent they do not qualify as Techniques and Instruments as described in Appendix 1 of this Prospectus
"UCI(s)"	undertaking(s) for collective investment
"UCI Law"	the Luxembourg law of 17 December 2010 on undertakings for collective investment, as may be amended from time to time
"UCITS"	an undertaking for collective investment in transferable securities established pursuant to UCITS Directive
"UCITS Directive"	the Directive 2009/65/EC of the European Parliament and Council of 13 July 2009 on the coordination of laws, regulations and administrative provisions relating to undertakings for collective investment in transferable securities, as amended by the Directive 2014/91/EU of the European Parliament and Council of 23 July 2014
"UCITS V Directive"	the Directive 2014/91/EU of the European Parliament and of the Council of 23 July 2014 amending Directive 2009/65/EC on the coordination of laws, regulations and administrative provisions relating to undertakings for collective investment in transferable securities (UCITS) as regards depositary functions, remuneration policies and sanctions
"US Tax-Exempt Investor"	a US person within the meaning of the United States Internal Revenue Code of 1986, as amended, that is subject to ERISA or is otherwise exempt from payment of US Federal income tax
"US Person"	means (i) a citizen or resident of the United States, (ii) a corporation or partnership created or organised in the United States or under the law of the United States or any state, (iii) a trust where (a) a US court is able to exercise primary supervision over the administration of the trust and (b) one or more US Persons have the authority to control all substantial decisions of the trust or (iv) an estate which is subject to US tax on its worldwide income from all sources. In addition, the term US Person includes any individual or entity that would be a US Person under Regulation S of the 1933 Act. The Regulation S definition is set out in full in each application form
"Valuation Day"	the Business Day as of which the Central Administrator determines the Net Asset Value per Share of each Sub-Fund, as specified in the relevant Supplement for that Sub-Fund

In this Prospectus the words and expressions set out in the first column above shall have the meanings set opposite them unless the context requires otherwise. All references to "Euro", "EUR" and "€" are to the unit of the European single currency, all references to "US Dollars", "USD" and "US\$" are to the currency of the United States and all references to "Sterling", "GBP" and "£" are to the currency of the United Kingdom.

THE COMPANY AND THE SUB-FUNDS

The Company is an open-ended investment company incorporated under the laws of Luxembourg as a *Société d'Investissement à Capital Variable* ("**SICAV**") in accordance with the provisions of Part I of the UCI Law, as may be amended from time to time. The Company was incorporated for an unlimited period on 29 July 1998 under the name of URQUIJO FONDOS KBL, (SICAV). The Articles were first published in the *Mémorial C, Recueil Spécial des Sociétés et Associations* of the Grand Duchy of Luxembourg on 20 August 1998 and the Company is registered with the Luxembourg Trade and Companies' Register under the number B 65496. The Articles were most recently updated on 13 November 2013 and this amendment was published on 25 November 2013 in the *Mémorial C*.

The Company has appointed Europa Invest S.A. as its Management Company.

The Company is an umbrella Fund designed to offer investors access to a variety of investment strategies through a range of separate Sub-Funds. At the date of this Prospectus, the Company consists of the following Sub-Funds, which have all been established for an unlimited duration

- SABADELL FUNDS SICAV – NOVEUROPE
- SABADELL FUNDS SICAV – CAPITAL APPRECIATION 1
- SABADELL FUNDS SICAV – CAPITAL APPRECIATION 2
- SABADELL FUNDS SICAV – CAPITAL APPRECIATION 3
- SABADELL FUNDS SICAV – DOLLAR PORTFOLIO
- SABADELL FUNDS SICAV – STERLING PORTFOLIO

At all times the Company's capital will be equal to the Net Asset Value of the Company and will not fall below the minimum capital required by Luxembourg law.

The Directors may establish additional Sub-Funds from time to time in respect of which a Supplement or Supplements will be issued with the prior approval of the CSSF.

The assets of each Sub-Fund will be segregated from one another and will be invested in accordance with the investment objectives and investment policies applicable to each Sub-Fund and as set out in the relevant Supplement. Pursuant to Article 181 of the UCI Law, each Sub-Fund corresponds to a distinct part of the assets and liabilities of the Company, *i.e.* the assets of a Sub-Fund are exclusively available to satisfy the rights of investors in relation to that Sub-Fund and the rights of creditors whose claims have arisen in connection with the creation and operation of that Sub-Fund.

The liabilities of a particular Sub-Fund (in the event of a winding up of the Company or a repurchase of the Shares in the Company or all the Shares of any Sub-Fund) shall be binding on the Company but only to the extent of the particular Sub-Fund's assets and in the event of a particular Sub-Fund's liabilities exceeding its assets, recourse shall not be made against the assets of another Sub-Fund to satisfy any such deficit.

The Reference Currency of each Sub-Fund and/or Class is set out in the relevant Supplement.

Shares of a Sub-Fund may be listed on the Luxembourg Stock Exchange or on another stock exchange. The Board of Directors will decide whether Shares of a particular Sub-Fund are to be listed. The relevant Supplement will specify if the Shares of a particular Sub-Fund are listed.

The Sub-Funds and their Investment Objectives and Policies

Details of the investment objective, investment policies and certain terms relating to an investment in the Sub-Funds will be set out in the relevant Supplement.

Profile of a Typical Investor

The profile of a typical investor will be set out in the relevant Supplement.

The choice of a specific Sub-Fund should be determined by the investor's attitude to risk, preference for income or growth, intended investment time horizon and in the context of the investor's overall portfolio. Investors should seek professional advice before making investment decisions.

Classes of Shares

Each Sub-Fund may offer more than one Class of Shares. Each Class of Shares may have different features with respect to its criteria for subscription, redemption, minimum holding, fee structure, Reference Currency and dividend policy. A separate Net Asset Value per Share will be calculated for each Class. The Classes of Shares currently available for each Sub-Fund are set out in the relevant Supplement. Further Classes may be created by the Board of Directors in accordance with the requirements of the CSSF.

The limits for minimum subscription for any Sub-Fund or Class of Shares may be waived or reduced at the discretion of the Directors.

Unless otherwise stated in the relevant Supplement:

- title to registered shares is evidenced by entries in the Company's share register Shareholders will receive confirmation notes of their shareholdings; and
- in principle, registered share certificates are not issued.

Investment Restrictions

Investment of the assets of each Sub-Fund must comply with the UCI Law. The investment and borrowing restrictions applying to the Company and each Sub-Fund are set out in Appendix 1. The Directors may impose further restrictions in respect of any Sub-Fund. Each Sub-Fund may also hold ancillary liquid assets.

Reports and Financial Statements

The accounting year of the Company commences on 1 January of each year and terminates on the 31 December of each year. The Company will publish an audited annual report within four months following the end of the accounting year. Copies of the unaudited half yearly reports will also be prepared within two months following the end of the accounting year. Copies of the annual audited financial statements and half yearly reports will be circulated to Shareholders and prospective investors upon request.

Distribution Policy

The annual general meeting of Shareholders will decide each year, on a proposal of the Board of Directors, for each Sub-Fund the appropriate allocation of the annual net returns of the investments. In principle, the Board of Directors has decided to seek capital appreciation. Consequently, capital gains, interest, dividends and other income received will be automatically reinvested and no dividend will be paid out to Shareholders. However, if there was a change in the economic or fiscal conditions, the Board of Directors may decide to propose a dividend distribution to the Shareholders' meeting.

Distribution of dividends may be independent of any realized or unrealized capital gains or losses. In any event, no distribution may be made if, as a result thereof, the Net Asset Value of the Sub-Fund would fall below the equivalent of EUR 1,250,000.

Any resolution of the general meeting of Shareholders deciding the distribution of dividends with respect to Shares of a particular Sub-Fund must be previously approved by a simple majority of the Shareholders of the relevant Sub-Fund present and/or represented at the meeting.

Notwithstanding the above, interim dividends may at any time be paid with respect to the Shares of a Sub-Fund further to a decision of the Board of Directors

Announcements of dividends as well as the name of the Paying Agent will be published in a widely distributed Luxembourg newspaper and in any other newspaper as determined by the Board of Directors.

Payments, if any, will be made in the Reference Currency of the relevant Class. Dividends remaining unclaimed for five years after their declaration will be forfeited and revert to the relevant Sub-Fund.

DIRECTORS

The Board of Directors

The Board of Directors is responsible for the overall management and control of the Company in accordance with the Articles. The Board of Directors is further responsible for the implementation of each Sub-Fund's investment objective and policies as well as for the oversight of the administration and operations of each Sub-Fund.

The Board of Directors shall have the broadest powers to act in any circumstances on behalf of the Company, subject to the powers reserved by law to the Shareholders.

MANAGEMENT COMPANY

The Company appointed, Europa Invest S.A. pursuant to the Management Company Services Agreement signed on the 28th September 2007, to serve as its management company within the meaning of the UCI Law. The Management Company is responsible, subject to the overall supervision of the Directors, for the provision of investment management services, administrative services and marketing services to the Company.

The Management Company was established in Luxembourg on 7 October 1991. Its Articles were first published in the "*Mémorial*" of 20 November 1991 Nr. 438 and the last amendment to its Articles was on 16 April 2014, which was published in the

“*Mémorial*” of 22 April 2014 Nr. 1013. The Management Company is regulated by Chapter 15 of the UCI Law. The Management Company’s registered office is at:

14, boulevard Royal, L-2449, Luxembourg.

In addition to the Company, the Management Company might act as management company for other funds. The list of funds managed by the Management Company will be set out in the Company’s annual reports and may be obtained upon request from the Management Company.

In accordance with the UCI Law and with the prior consent of the Directors, the Management Company may delegate all or part of its duties and powers to any person or entity, provided such duties and powers remain under the supervision and responsibility of the Management Company. The Management Company has appointed BanSabadell Inversion, S.A., S.G.I.I.C., Sociedad Unipersonal to carry out the following functions: (i) investment management, (ii) distribution, (iii) compliance and (iv) risk management, and Banque de Luxembourg to carry out certain administrative functions in respect of the Company.

The Management Company has a remuneration policy in place which is consistent with, and promotes, sound and effective risk management and that neither encourages risk taking which is inconsistent with the risk profiles of the Company and the Articles nor impairs compliance with the Management Company’s duty to act in the best interest of the Company and its Shareholders.

The objectives of the remuneration policy include:

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

Details of the up-to-date remuneration policy of the Management Company, including, but not limited to, a description of how remuneration and benefits are calculated, are available on www.europainvest.lu.

INVESTMENT MANAGER

With the consent of the Company, the Management Company appointed BanSabadell Inversion, S.A., S.G.I.I.C., Sociedad Unipersonal as investment manager to manage and invest the assets of the Sub-Funds pursuant to their respective investment objectives and policies.

BanSabadell Inversión S.A., S.G.I.I.C., S.U., is a limited company established and existing under Spanish law, having its registered office at Parc d’Activitats econòmiques Can Sant Joan, Carrer del Sena, 12, SP-08174 Sant Cugat del Vallès, Barcelona, Spain and being registered with the Register of Spanish collective investment management companies under Spanish law, held by the Comisión Nacional del Mercado de Valores (www.cnmv.es) under number 58. Its own funds amount to EUR 149.145.855,42 as of 31 December 2015. BanSabadell Inversión, SA,

SGIIC, S.U. is a 100% subsidiary of the Company's Promoter: Banco de Sabadell, S.A.

The Investment Manager was appointed pursuant to the Investment Management Agreement entered into by the Management Company on behalf of the Company and the Investment Manager on the 28 September 2007. Under such Agreement, the Investment Manager has full discretion, subject to the overall review and control of the Management Company, to manage the assets of the Company.

The Investment Management Agreement may be terminated, amongst other reasons, (a) as a result of one party giving to the other party not less than ninety (90) days' written notice, (b) forthwith by notice in writing by either party (the "**notifying party**"), if the other party shall commit any breach of its obligations under the Investment Management Agreement and if such breach is capable of being made good, shall fail to make good such breach within ten (10) days of receipt of written notice from the notifying party requiring it so to do, and (c) subject to the prior written approval of the Board of Directors, the Investment Management Agreement may also be terminated by the Management Company without notice when this is deemed by the Management Company to be in the interests of the Company's shareholders.

The Investment Manager (and/or its directors, employees, related entities and connected persons) may subscribe, directly or indirectly for Shares.

CENTRAL ADMINISTRATOR

Banque de Luxembourg was appointed as the Central Administrator pursuant to the Central Administration Agent, Registrar and Transfer Agent Agreement, which can be terminated, amongst other reasons, upon three (3) months prior written notice by any party. The Central Administrator will carry out all administrative duties related to the administration of the Company, including the calculation of the Net Asset Value of the Shares and the provision of accounting services to the Company.

The Central Administrator is not responsible for any investment decisions of the Company or the effect of such investment decisions on the performance of the Company.

The Central Administrator will process all subscriptions, redemptions and transfers of Shares and will register these transactions in the share register of the Company.

The Central Administrator has delegated its registrar and transfer agent functions, as well as the Net Asset Value calculation, to European Fund Administration, 2, rue d'Alsace, BP 1725, L-1017 Luxembourg (the "**Sub-Administrator**"). Such delegation does not affect the liability of the Central Administrator.

DEPOSITARY

By virtue of a depositary agreement executed between the Company and Banque de Luxembourg (the "**Depositary Agreement**"), the latter has been appointed as depositary of the Company (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 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 14, boulevard Royal, L-2449 Luxembourg, and which is registered with the Luxembourg register of commerce and companies under number B 5310. 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, including, *inter alia*, custody, fund administration and related services.

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 within the meaning of Article 22.5 (a) of the UCITS Directive (the "**Custodiable Assets**"), they may be held either directly by the Depositary or, to the extent permitted by applicable laws and regulations, through other credit institutions or financial intermediaries acting as its correspondents, sub-depositary banks, nominees, agents or delegates.

The Depositary also ensures that the Company's cash flows are properly monitored. In addition, the Depositary shall:

- a) ensure that the sale, issue, repurchase, redemption and cancellation of the Shares of the Company are carried out in accordance with the UCI Law and the Articles;
- b) ensure that the value of the Shares of the Company is calculated in accordance with the UCI Law and the Articles;
- c) carry out the instructions of the Company, unless they conflict with the UCI Law or the Articles;
- d) ensure that in transactions involving the Company's assets any consideration is remitted to the Company within the usual time limits; and
- e) ensure that the Company's income is applied in accordance with the UCI Law and the Articles.

Delegation of Functions

Pursuant to the provisions of the UCI Law and of the Depositary Agreement,

the Depositary delegates the custody of the Company's Custodiable Assets to one or more third-party custodians appointed by the Depositary.

The Depositary shall exercise all due skill, care and diligence in choosing, appointing and monitoring the third-party delegates so as to ensure that each third-party delegate fulfils the requirements of the UCI Law.

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 the case of a loss of a Custodiable Asset, 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.

Where the custody function has been delegated wholly or partly to a third-party delegate, the Depositary shall ensure that the third-party delegates to whom custody functions are delegated acts in accordance with the segregation obligation laid down in Article 16 of the Commission Delegated Regulation 2016/438 of 17 December 2015.

According to the UCI Law, where 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 entity in that third country subject to effective prudential regulation (including minimum capital requirements), the supervision and delegation of the custody of these financial instruments to such a local entity shall be subject (i) to instruction by the Company to the Depositary to delegate the custody of such financial instrument to such a local entity, and (ii) to the Company's investors being duly informed, prior to their investment, of the fact that such a delegation is required due to legal constraints in the law of the relevant third country, of the circumstances justifying the delegation and of the risks involved in such a delegation. It shall rest with the Company and/or Management Company to fulfil the foregoing condition (ii), whereas the Depositary may validly refuse accepting any of the concerned financial instrument in custody until it receives to its satisfaction both the instruction referred to under the foregoing condition (i), and the written confirmation from the Company and/or the Management Company that the foregoing condition (ii) has been duly and timely fulfilled.

Conflicts of interests

In carrying out its duties and obligations as Depositary, the Depositary shall act honestly, fairly, professionally, independently and solely in the interest of the Company and its Shareholders.

As a multi-service bank, the Depositary may provide the Company, directly or indirectly, through parties related or unrelated to the Depositary, with a wide range of banking services in addition to the depositary services.

The provision of additional banking services and/or the links between the Depositary and key service providers to the Company, may lead to potential conflicts of interests with the Depositary's duties and obligations to the Company. Such potential conflicts of interests may in particular be due to the following situations (the term "**CM-CIC Group**" designates the banking group to which the Depositary belongs):

- a) the Depositary also acts as administrator of the Company;
- b) the Depositary has a significant shareholder stake in European Fund Administration in Luxembourg ("**EFA**") and some members of the staff of the CM-CIC Group are members of EFA's board of directors;
- c) the Depositary delegates the custody of financial instruments of the Company to a number of sub-custodians; and
- d) the Depositary may provide additional banking services beyond the depositary services and/or act as counterparty of the Company for over-the-counter derivative transactions.

The following circumstances should mitigate the risk of occurrence and the impact of conflicts of interests that might result from the above mentioned situations.

The performance of the tasks as central administrator is delegated by the Depositary, acting in its capacity as administrator, to a separate legal entity, EFA, a specialized financial services provider regulated by and under the supervision of the *Commission de Surveillance du Secteur Financier* in Luxembourg.

The staff members of the CM-CIC Group in EFA's board of directors do not interfere in the day-to-day management of EFA which rests with EFA's management board and staff. EFA, when performing its duties and tasks, operates with its own staff, according to its own procedures and rules of conduct and under its own control framework.

The selection and monitoring process of sub-custodians is handled in accordance with the UCI Law and is functionally and hierarchically separated as possible from other business relationships that exceed the sub-custody of the Company's financial instruments and that might bias the performance of the Depositary's selection and monitoring process. The risk of occurrence and the impact of conflicts of interests is further mitigated by the fact that, except with regards to one specific class of financial instruments, none of the sub-custodians used by Banque de Luxembourg for the custody of the Company's financial instruments is part of the CM-CIC Group. The exception exists for units held by the Company in French investment funds where, because of operational considerations, the trade processing is handled by and the custody is delegated to Banque Fédérative du Crédit Mutuel in France (the "**BFCM**") as specialized intermediary. BFCM is a member of the CM-CIC Group. BFCM, when performing its duties and tasks, operates with its own staff, according to its own procedures and rules of conduct and under its own control framework.

Additional banking services provided by the Depositary to the Company are provided in compliance with relevant legal and regulatory provisions and rules of conduct (including best execution policies) and the performance of such additional banking services and the performance of the depositary tasks are functionally and hierarchically separated.

Where, despite the aforementioned circumstances, a conflict of interest arises at the level of the Depositary, the Depositary will at all times have regard to its duties and obligations under the Depositary Agreement with the Company and acts accordingly. If, despite all measures taken, a conflict of interest that bears the risk to significantly and adversely affect the Company or its Shareholders may not be solved by the Depositary having regard to its duties and obligations under the Depositary Agreement with the Company, the Depositary will notify the Company which shall take appropriate action.

As the financial landscape and the organizational scheme of the Company may evolve over time, the nature and scope of possible conflicts of interests as well as the circumstances under which conflicts of interests may arise at the level of the Depositary may also evolve.

In case the organizational scheme of the Company or the scope of Depositary's services to the Company is subject to a material change, such change will be submitted to the Depositary's internal acceptance committee for assessment and approval. The Depositary's internal acceptance committee will assess, among others, the impact of such change on the nature and scope of possible conflicts of interests with the Depositary's duties and obligations to the Company and assess appropriate mitigation actions.

Shareholders may contact the Depositary at the Depositary's registered office to receive information regarding a possible update of the above listed principles.

Miscellaneous

The Depositary or the Company may terminate the Depositary Agreement at any time upon not less than three (3) months' written notice (or earlier in case of certain breaches of the Depositary Agreement, including the insolvency of any party to the Depositary Agreement. As from the termination date, the Depositary will no longer be acting as the Company's depositary pursuant to the UCI Law and will therefore no longer assume any of the duties and obligations nor be subject to the liability regime imposed by the UCI Law with respect to any of the services it would be required to carry out after the termination date.

Up-to-date information regarding the list of third-party delegates will be made available to Shareholders on <http://www.banquedeluxembourg.com/en/bank/corporate/legal-information>.

As Depositary, Banque de Luxembourg will carry out the obligations and duties as provided for by the UCI Law and the applicable regulatory provisions.

The Depositary has no decision-making discretion or any advice duty relating to the Company's organization and investments. The Depositary is a service provider to the Company and is not responsible for the preparation and content of this Prospectus and therefore accepts no responsibility for the accuracy and completeness of any information contained in this Prospectus or the validity of the structure and of the investments of the Company.

Shareholders are invited to consult the Depositary Agreement to have a better understanding of the limited duties and liabilities of the Depositary.

DISTRIBUTOR

BanSabadell Inversion, S.A., S.G.I.I.C., Sociedad Unipersonal was appointed as global distributor (the "**Distributor**") of Shares, under the terms of a distribution agreement, entered into by the Company, the Management Company and the Distributor. The Distributor is responsible for marketing, offering, promoting and distributing the Shares of the Company worldwide.

Under the terms of the distribution agreement, the Distributor has the power to appoint sub-distributors and sales agents (collectively, its "**Agents**"), subject to the consent of the Management Company. Any such delegation will not affect the Distributor's liability.

BanSabadell Inversion, S.A., S.G.I.I.C., Sociedad Unipersonal will be the exclusive distributor of the Company's Sub-Funds. Such exclusivity refers to BanSabadell Inversion, S.A., S.G.I.I.C., Sociedad Unipersonal and to any of its Agents. Subscriptions for Shares within the Sub-Fund may not be accepted through another channel other than BanSabadell Inversion, S.A., S.G.I.I.C., Sociedad Unipersonal and its Agents, if any.

The only way for an investor to subscribe shares of the Company is to buy Shares through a global account via a nominee (an intermediary investing in the Company in its own name but on behalf of the investor). Such nominee will necessarily have to be either the Distributor or one of its Agents. An investor investing through a nominee retains a direct right to the Shares subscribed through the nominee.

Notwithstanding the above, the Management Company draws investors' attention to the fact that where an investor invests through a nominee, certain rights pertaining to Shareholders will not necessarily be exercised by the investor directly *vis-à-vis* the Company. We recommend investors to seek information about their rights.

The Central Administrator may at any time require the Distributor and its agents, if any, to declare their compliance with the applicable laws and regulations. In particular, the Central Administrator and the Distributor will comply at all times with any laws, circulars, rules and regulations relating to the prevention of money laundering, as amended or reviewed from time to time. In addition, the Distributor will establish adequate procedures to ensure, to the extent possible, that its Agents, if any, comply with the above statement.

The Distributor or its agents, if any, shall send the duly filled out application forms to subscribe / redeem Shares to the Central Administrator.

The Distributor and any sub-distributors (and/or its or their directors, employees, related entities and connected persons and their respective directors and employees) may subscribe, directly or indirectly, for Shares.

SUBSCRIPTIONS

Initial Offer

Shares in the Company may be subscribed for during the relevant Initial Offer Period at the Initial Offer Price and will be issued for the first time on the first Business Day after expiry of the relevant Initial Offer Period. The Directors may extend or shorten the Initial Offer Period at their discretion.

Cleared funds must be received within two (2) Business Days following the relevant Valuation Day.

Subsequent Subscriptions

Following the close of the relevant Initial Offer Period, Shares will be available for subscription at the Subscription Price on each Business Day on a forward pricing basis (see below under “**Procedure**”). The Subscription Price will be equal to the Net Asset Value per Share as of the relevant Valuation Day. In addition to such price, the Company may also charge a subscription fee, as set out in the “Fees and Expenses” section.

The Directors are authorised to resolve to close a Sub-Fund or any Class of Shares to new subscriptions on such basis and on such terms as the Directors may in their absolute discretion determine. Similarly the Directors may reject any application in whole or part at their absolute discretion. In case any monies have already been paid as a result of a subscription, such amount will be returned (without interest) as soon as practicable in the relevant Reference Currency at the risk and cost of the applicant.

Procedure

a) Applicants for Shares during the relevant Initial Offer Period should complete and sign an application form in the form available from the Sub-Administrator and send it to the Sub-Administrator by mail , facsimile or SWIFT, so as to be received by the Sub-Administrator no later than the end of the Initial Offer Period. Cleared funds in the relevant Reference Currency in respect of the subscription monies (including any subscription fee) must be received by the Paying Agent within two (2) Business Days following the Valuation Day. If the relevant application form and/or subscription monies is/are not received by these times, the application will be held over until the first Business Day after the close of the Initial Offer Period and Shares will then be issued at the next applicable Net Asset Value per Share.

b) Applicants for Shares, and Shareholders wishing to apply for Shares after the Initial Offer Period, must send their completed and signed application form by mail, facsimile or SWIFT to the Sub-Administrator by the Dealing Request Deadline. Applications received after this deadline for any given Business Day shall be treated as received prior to the next Dealing Request Deadline. Cleared funds in the relevant Reference Currency and for the full amount of the subscription monies (including any subscription

fee) must be received by the Paying Agent within two (2) Business Days following the relevant Valuation Day.

Additional supporting documents, such as documentation in relation to money laundering prevention checks, may be required by the Sub-Administrator. In the event of delay or failure by the applicant to produce any information required for verification purposes, the Sub-Administrator may refuse to accept the application and the subscription monies relating thereto or may refuse to settle a redemption request until proper information has been provided.

Amendments to a Shareholder's registration details and payment instructions will only be effected on receipt of original documentation.

Fractions of Shares up to five decimal places will be issued if necessary. Interest on subscription monies will accrue to the Company.

Minimum Investment

The Minimum Holding, the Minimum Subscription and the Minimum Additional Subscription (if any) for each Class in respect of each Sub-Fund are set out in the relevant Supplement.

Ineligible Applicants

The application form requires each prospective applicant for Shares to represent and warrant to the Company that, among other things, it is not an Ineligible Applicant.

In particular, the Shares may not be offered, issued or transferred to any person in circumstances which, in the opinion of the Directors, might result in the Company incurring any liability to taxation or suffering any other pecuniary disadvantage which the Company might not otherwise incur or suffer, or would result in the Company being required to register under any applicable US securities laws.

Shares may generally not be issued or transferred to any US Person, except that the Directors may authorise the issue or transfer of Shares to or for the account of an

US Person provided that the conditions set forth on page iii under section "Restrictions on Distribution and Sale of Shares – United States of America" are met.

Form of Shares

All the Shares will be registered Shares and will only be issued in book-stock form, meaning that a Shareholder's entitlement will be evidenced by an entry in the Company's register of Shareholders, as maintained by the Sub-Administrator, and not by a share certificate.

There will be no Shares in the form of bearer shares.

Suspension

The Directors may declare a suspension of the issue of Shares in certain circumstances as described under "Suspension of Valuation of Assets" under the Section "Valuation" of this Prospectus. No Shares will be issued during any such period of suspension.

Anti-Money Laundering

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

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

In the event of delay or failure by the applicant to produce any information required for verification purposes, the Sub-Administrator, respectively the Paying Agent, may refuse to accept the application and the subscription monies relating thereto or may refuse to settle a redemption request until proper information has been provided. Investors should note specifically that where redemption proceeds are requested to be remitted to an account which is not in the name of the investor, the Paying Agent shall settle such redemption requests in exceptional circumstances only and reserves the right to request such information as may be reasonably necessary in order to verify the identity of the investor and the owner of the account to which the redemption proceeds have been requested to be paid. The redemption proceeds will not be paid to a third party account unless exceptional circumstances exist and/or if the investor and/or owner of the account provides such information.

Each applicant for Shares will be required to make such representations as may be required by the Directors in connection with anti-money laundering programmes, including, without limitation, representations that such applicant is not a prohibited country, territory, individual or entity listed on the United States Department of Treasury's Office of Foreign Assets Control ("**OFAC**") website and that it is not directly or indirectly affiliated with any country, territory, individual or entity named on an OFAC list or prohibited by any OFAC sanctions programmes. Similarly, applicants may be required to confirm and evidence that they are not in breach of sanctions or restrictive measures imposed by the European Union in the context of the political situation in Ukraine.

Data Protection

The Company, acting as data controller, may collect information including personal data as defined in applicable legislation from a Shareholder or prospective Shareholder from time to time, such as their name, first name, contact details, etc., in order to develop and process the business relationship between the Shareholder or prospective Shareholder and the Company, and for other related activities. If a Shareholder or prospective Shareholder fails to provide such information in a form which is satisfactory to the Company, the Company may restrict or prevent the ownership of Shares in the Company and the Company, the Depositary and/or the Administrator (as the case may be) shall be held harmless and indemnified against any loss arising as a result of the restriction or prevention of the ownership of Shares.

By completing and returning an application form, Shareholders consent to the use of personal data by the Company for the purpose listed above. Such use will never involve marketing purposes. The Company may disclose personal data to its agents, service providers or if required to do so by force of law or regulatory authority. Shareholders will upon written request to be addressed to the Company's address as specified above be given access to their own personal data provided to the Company. Shareholders may request in writing the rectification of, and the Company will upon written request, rectify personal data. All personal data shall not be held by the Company for longer than necessary with regard to the purpose of the data processing.

The Company may need to disclose personal data to entities located in jurisdictions outside the EU, which may not have developed an adequate level of data protection legislation. In case of a transfer of data outside the EU, the Company will contractually ensure that the personal data relating to investors is protected in a manner which is equivalent to the protection offered pursuant to the Luxembourg data protection law. In particular, such personal data may be disclosed to the LTA, which in turn may, acting as data controller, disclose it to foreign tax authorities.

REDEMPTIONS

Shareholders may apply for redemption of all or some of their Shares on any Business Day specified for the relevant Class of Shares in the relevant Supplement for the Sub-Fund in question. Shareholders should send a completed redemption request in the form available from the Sub-Administrator to the Sub-Administrator no later than the Dealing Request Deadline of the Business Day preceding the relevant Valuation Day.

Procedure

Redemption requests may be submitted to the Sub-Administrator by facsimile or by email, provided that the original redemption request has been received and all the documentation required by the Company (including any documents in connection with anti-money laundering procedures) and the anti-money-laundering procedures have been completed. Any redemption requests received after the Dealing Request Deadline for the Business Day preceding the relevant Valuation Day will be processed on the next Business Day.

A request for a partial redemption of Shares will be refused, or the holding redeemed in its entirety, if, as a result of such partial redemption, the Net Asset Value of the Shares retained by the Shareholder is less than the Minimum Holding (if any).

A redemption request, once given, is irrevocable.

Redemption Price

The Redemption Price per Share will be equal to the Net Asset Value per Share as of the relevant Valuation Day determined in accordance with the policy set out below under the Section "Valuation" of this Prospectus. The Company may charge a redemption fee of maximum 0,5% of the Net Asset Value per Share as set out in the Supplement for the Sub-Fund in question. Such redemption fee would have the result of reducing the redemption proceeds. In case the relevant Sub-Fund is a master Sub-Fund of another UCITS, the relevant feeder Sub-Fund will not pay any redemption charge.

Settlement

Payment of redemption proceeds will be made within two Business Days after the relevant Valuation Day. Payment will be made in the Reference Currency of denomination of the Shares being redeemed by direct transfer in accordance with instructions given by the redeeming Shareholder to the Sub-Administrator and at the Shareholder's risk. Payments made on receipt of faxed instructions will only be processed where payment is made to the account of record as provided on either (a) the original, duly signed, initial application form, or (b) the original, duly signed bank mandate change request.

Suspension

The Directors may declare a suspension of the redemption of Shares in certain circumstances as described under "Suspension of Valuation of Assets" under the Section "Valuation" of this Prospectus. No Shares will be redeemed during any such period of suspension.

Compulsory Redemptions

The Directors may effect a compulsory redemption of some or all Shares held by or for the benefit of a Shareholder at any time for the purpose of ensuring that no Shares are acquired or held by any person in breach of the law or the requirements of any country or governmental authority or by any person in circumstances which in the opinion of the Board of Directors might result in the Company, the Management Company or the Investment Manager incurring any liability or taxation or suffering any other disadvantage which the Company, the Management Company or the Investment Manager may not otherwise have incurred or suffered (including, but not limited to, Shareholders who become Ineligible Applicants or US Persons who are not able to meet the conditions set out under the Section "Important Information – Restrictions on Distribution and Sale of Shares" of this Prospectus). Furthermore, the Directors may effect a compulsory redemption of any or all Shares held by or for the benefit of a Shareholder at any time in exceptional circumstances where they determine that such a compulsory redemption is in the interest of investors. Subject to the relevant Supplement, if the Net Asset Value of the Shares held by the Shareholder is less than the Minimum Holding (if any), the Company reserves the right to require compulsory redemption of all Shares of the relevant Class held by a Shareholder or alternatively to effect a compulsory exchange of all Shares of the relevant Class held by a Shareholder for Shares of another Class in the same Sub-Fund which have the same Reference Currency but a lower Minimum Holding (if any). Where the Net Asset Value of the Shares held by a Shareholder is less than the Minimum Holding (if any) and the Company decides to exercise its right to compulsorily redeem for this reason, the Company will notify the Shareholder in writing and allow such Shareholder thirty (30) calendar days to purchase additional Shares to meet the minimum requirement.

Deferred Redemptions

The Directors may (but are not obliged to) defer redemptions at a particular Business Day to the next Business Day where the requested redemptions exceed 10% of a Sub-Fund's Net Asset Value. The Directors will ensure the consistent treatment of all Shareholders who have sought to redeem Shares at any Business Day at which redemptions are deferred. The Directors will pro-rate all such redemption requests to the stated level (*i.e.* 10% of the Sub-Fund's Net Asset Value) and will defer the remainder until the next Business Day. The Directors will also ensure that all deals relating to an earlier Business Day are completed before those relating to a later Business Day are considered.

The Directors currently expect not to exercise such power to defer redemptions except to the extent that they consider that existing Shareholders would otherwise be materially prejudiced or that such exercise is necessary to comply with applicable law or regulation.

Anti-Money Laundering

Investors should note that the Directors may refuse to settle a redemption request if it is not accompanied by such additional information as they, or the Sub-Administrator on their behalf, may reasonably require. This power may, without limitation to the generality of the foregoing, be exercised where proper information has not been provided for anti-money laundering verification purposes as described under “Subscriptions”.

EXCHANGING BETWEEN SUB-FUNDS OR CLASSES

Except when issues and redemptions of Shares have been suspended in the circumstances described under “Suspension of Valuation of Assets” under the Section “Valuation” of this Prospectus, holders of Shares may request an exchange of some or all of their Shares in one Class or Sub-Fund (the “**Original Class**”) for Shares in another Class or Sub-Fund (the “**New Class**”). Such exchanges can only take place, if following the exchange, the Shareholder’s holding in the New Class will satisfy the criteria and applicable minimum holding requirements (if any) of that Class or Sub-Fund.

Procedure

Shareholders should complete an exchange request in the form available from the Sub-Administrator and send it to the Sub-Administrator prior to the earlier of the Dealing Request Deadline for redemptions in the Original Class and the Dealing Request Deadline for subscriptions in the New Class. Any applications received after such time will be dealt with on the next Business Day.

The Directors may at their absolute discretion reject any request for the exchange of Shares in whole or in part.

Fractions of Shares to five decimal places may be issued by the Company on exchange where the value of Shares exchanged from the Original Class is not sufficient to purchase an integral number of Shares in the New Class and any balances representing entitlements of less than a fraction of a Share to three decimal places will be retained by the Company in order to discharge administration costs.

The Articles authorise the Directors to charge an exchange fee. The Directors shall only charge an exchange fee if a higher subscription fee is applicable to the Shares of the Sub-Fund or the Class being acquired. In such case the exchange fee shall not exceed the difference between the subscription fees applicable to the relevant Sub-Funds or Classes.

An exchange request, once given, is irrevocable save in the event of a suspension of calculation of the Net Asset Value of the Sub-Funds in respect of which the exchange requests are made.

An exchange of Shares of one Sub-Fund or Class for Shares of another Sub-Fund or Class may be treated as a redemption of Shares and a simultaneous purchase of Shares, in accordance with the applicable tax law. An exchanging Shareholder may,

therefore, realise a taxable gain or loss in connection with the conversion under the laws of the country of the Shareholder's citizenship, residence or domicile. No redemption charge will be levied on a redemption of Shares for the purpose of any exchange.

The number of Shares of the New Class to be issued will be calculated in accordance with the following formula:

$$S = \frac{(R \times NAV \times ER)}{SP}$$

where

S is the number of Shares of the New Class to be allotted.

R is the number of Shares in the Original Class to be redeemed.

NAV is the Net Asset Value per Share of the Original Class as at the relevant Business Day.

ER is the currency exchange factor (if any) as determined by the Central Administrator as representing the effective rate of exchange of settlement on the relevant Business Day applicable to the transfer of assets between the relevant Sub-Funds or Classes where the Reference Currencies are different or, where the Reference Currencies are the same, ER = 1.

SP is the Net Asset Value per Share of the New Class as at the relevant Business Day.

VALUATION

Net Asset Value and Valuation of Assets

The Net Asset Value of each Sub-Fund will be calculated by the Sub-Administrator as of each Valuation Day in accordance with the Articles.

The Net Asset Value of a Sub-Fund shall be determined as of the Valuation Day by valuing the assets of the relevant Sub-Fund (including income accrued but not collected) and deducting the liabilities of the relevant Sub-Fund.

The Net Asset Value attributable to a Class shall be determined as of the Valuation Day by calculating that portion of the Net Asset Value of the relevant Sub-Fund attributable to the relevant Class.

In the event that the Investment Manager hedges the foreign currency exposure of any Class of Shares denominated in a currency other than the Reference Currency of the relevant Sub-Fund, the costs and any benefit of such hedging will be allocated solely to the relevant Class of Shares to which the hedging relates. The Net Asset Value of a Sub-Fund will be expressed in the Reference Currency of the Sub-Fund, or in such other currency as the Directors may determine either generally or in relation to a particular Class or in a specific case.

The Net Asset Value per Share shall be calculated as of the Valuation Day by dividing the Net Asset Value of the relevant Sub-Fund or attributable to a Class by the total number of Shares in issue or deemed to be in issue in the Sub-Fund or Class as of the relevant Valuation Day and rounding the resulting total to two (2) decimal places.

In determining the value of the assets of the Company:

- a) the value of any cash in hand or on deposit, discount notes, bills and demand notes and accounts receivable, prepaid expenses, cash dividends and interest declared or accrued as aforesaid and not yet received, shall be equal to the entire amount thereof, unless the same is unlikely to be paid or received in full, in which case the value thereof shall be determined after making such discount as the board of directors may consider appropriate in such case to reflect the true value thereof;
- b) transferable securities and money market instruments listed or traded on an official stock exchange will be valued at the latest available price unless such price is not representative;
- c) transferable securities and money market instruments not listed or traded on any other Regulated Market will be valued at their last available market price on the relevant Valuation Day;
- d) in the event that any assets held in the portfolio on the Valuation Day are not listed or dealt in on an official stock exchange or on any other Regulated Market, or if, with respect to assets listed or dealt in on any stock exchange, or other Regulated Market as aforesaid, the price as determined pursuant to paragraph (2) or (3) above is not representative of the fair market value of the relevant assets, the value of such assets will be based on the reasonably foreseeable sales price determined prudently and in good faith;
- e) money market instruments with remaining maturity of less than one (1) year will be valued pursuant to the following method: the prevailing price for the valuation of an investment will be gradually adjusted from the net acquisition price to the bid price while its yield remains constant. In case of significant change in market conditions, the valuation principles for the money market instruments will be adjusted in line with the new market returns;
- f) financial derivative instruments listed or traded on an official stock exchange or other Regulated Market will be valued at the last available price; interest rate swaps will be valued on the basis of the last known price available on the relevant market where such contracts have been concluded;
- g) units and shares of UCITS and other UCIs will be valued at their last determined and available net asset value; and
- h) if, as a result of particular circumstances, a valuation performed on the basis of the above listed guidance turns out to be unfeasible or inaccurate, other valuation criteria generally accepted and proved to provide fair assessment will be applied.

In calculating the Net Asset Value of each Sub-Fund the following principles will apply:

- a) the proceeds from the issue of shares of each Sub-Fund shall be attributed in the Company's accounts to the pool of assets established for each Sub-Fund, and the assets, liabilities, income and expenses relating to this sub-fund shall be allocated to this pool of assets in accordance with the provisions of this article;
- b) assets which derive from other assets shall be attributed to the same pool of assets as the assets from which it was derived in the accounts of the Company;

each time an asset is revalued, the increase or decrease in value is allocated to the pool of assets to which this asset belongs;

- c) when the Company incurs a liability in relation to the assets of one specific pool or in relation to an action taken in the context of this specific pool, this liability shall be allocated to the relevant pool;
- d) in the event that an asset or a liability of the Company cannot be allocated to a specific pool, this asset or liability shall be allocated to all pools pro rata to the net asset values of the different Sub-Funds; the assets of a specific Sub-Fund shall only be liable for the debts, liabilities and commitments of that Sub-Fund, unless stipulated otherwise in the Articles; in respect of the relationship between shareholders, each sub-fund shall be treated as a separate entity; and
- e) following the payment of dividends to the shareholders of a Sub-Fund, the net asset value of this sub-fund shall be reduced by the amount of these dividends.

The assets of the Company shall consist of:

- a) all cash in hand or at banks, including any interest due;
- b) all bills payable, sight bills and accounts receivable in so far as the Company is reasonably aware of such (including the proceeds from sales of securities that have not yet been received);
- c) all securities, units, shares, bonds, option or subscription rights and other investments and transferable securities that are owned by the Company;
- d) all dividends and payments to be received by the Company in cash or securities (the Company may nevertheless make adjustments to take account of fluctuations in the market value of transferable securities caused by practices such as ex-dividend or ex-right trading);
- e) all outstanding interest generated by the securities owned by the Company, unless however this interest is included in the principle amount of such securities;
- f) the formation costs of the Company insofar as they have not been amortised, provided that these formation costs may be deducted directly from the Company's capital; and
- g) any other assets of any kind whatsoever, including prepaid expenses.

The liabilities of the Company are deemed to include:

- a) all borrowings, interest on loans, bills and accounts payable;
- b) all administrative expenses overdue or due (including the remuneration of managers, service providers, representatives and agents of the Company);
- c) all known liabilities, whether due or not, including all matured contractual liabilities payable either in cash or in assets, including the amount of the dividends declared by the Company but not yet paid when the valuation day coincides with the date on which the determination is made of the person who is or shall be entitled thereto;

- d) a reserve from capital and income allocated for taxes incurred up until the valuation day and established by the Board of Directors and other reserves authorised or approved by the Board of Directors; and
- e) all of the Company's other liabilities of whatever nature with the exception of those represented by the share capital of the Company. To value the amount of these liabilities, the Company may take into account administrative and other regular or recurring expenses by estimating them for the year or any other period and spreading the amount proportionally over this period.

The Directors may at their discretion permit any other method of valuation to be used if they consider that such method of valuation better reflects value generally or in particular markets or market conditions and is in accordance with good practice.

In the absence of fraud, bad faith, gross negligence or manifest error, every decision taken by the Directors or any committee of the Directors or any duly authorised person on behalf of the Company in calculating the Net Asset Value of a Class or the Net Asset Value per Share shall be final and binding on the Company and on present, past or future Shareholders, subject to the Articles.

The Directors have delegated to the Central Administrator the day to day responsibility for the calculation of the Net Asset Value and Net Asset Value per Share.

Publication of Net Asset Value per Share

The Net Asset Value per Share of each Class will be updated following each calculation of the NAV and may be obtained free of charge from, and will be available at the registered office of the Company during business hours in Luxembourg.

Suspension of Valuation of Assets

The Directors may at any time and from time to time temporarily suspend the determination of the Net Asset Value of the Company or a Sub-Fund and the issue, exchange and redemption of Shares in any Sub-Fund:

- a) during the whole or part of any period (other than for ordinary holidays or customary weekends) when any of the Regulated Markets on which the Company's investments are quoted, listed, traded or dealt are closed or during which dealings therein are restricted or suspended or trading is suspended or restricted; or
- b) during the whole or part of any period when circumstances outside the control of the Directors exist as a result of which any disposal or valuation by the Company of investments of the Sub-Fund is not reasonably practicable or would be detrimental to the interests of Shareholders or it is not possible to transfer monies involved in the acquisition or disposition of investments to or from the relevant account of the Company; or
- c) during the whole or part of any period when any breakdown occurs in the means of communication normally employed in determining the price or value of any of the Company's investments of the relevant Sub-Fund; or
- d) during the whole or any part of any period when for any reason the price or value of any of the Company's investments cannot be reasonably, promptly or accurately ascertained; or

- e) during the whole or any part of any period when subscription proceeds cannot be transmitted to or from the account of the Company or the Sub-Fund being unable to repatriate Sub-Funds required for making redemption payments or when such payments cannot, in the opinion of the Directors, be carried out at normal rates of exchange; or
- f) following a possible decision to merge, liquidate or dissolve the Company or, if applicable, one or several Sub-Funds; or
- g) following the suspension of the calculation of the net asset value per share/unit, the issue, redemption and/or the conversion at the level of a master Sub-Fund in which the Sub-Fund invests in its quality as feeder Sub-Fund of such master Sub-Fund; or
- h) if any other reason makes it impossible or impracticable to determine the value of a portion of the investments of the Company or any Sub-Fund; or
- i) if, in exceptional circumstances, the Directors, determine that suspension of the determination of Net Asset Value is in the interest of Shareholders (or Shareholders in that Sub-Fund as appropriate).

Any suspension of the determination of the Net Asset Value of the Company or a Sub-Fund and suspension of the issue, exchange and redemption of Shares in any Class shall be notified to Shareholders having made an application for subscription, redemption or conversion of the affected Shares.

A suspension in relation to a specific Sub-Fund shall have no effect on the calculation of the Net Asset Value per Share, the issue, redemption and conversion of Shares of any other Sub-Fund, if the assets within such other Sub-Fund are not affected to the same extent by the same circumstances.

FEES AND EXPENSES

Any fees or expenses payable by a Shareholder or out of the assets of the Company are set out in this section.

Subscription fee

The Company is allowed to charge on the subscription of Shares by an investor a percentage which will not exceed 5% of the amount subscribed. The current percentage rates, if any, are shown in the relevant Supplement for each Sub-Fund. Such subscription fee will be retained by the relevant Distributor.

Redemption fee

The Management Company is allowed to charge on the redemption of Shares by an investor a percentage which will not exceed 0,5% of the amount redeemed. The current percentage rates, if any, are shown in the relevant Supplement for each Sub-Fund. Any redemption charge will be retained by the relevant Distributor. The amount resulting from the application of the relevant redemption fee will be deducted from the redemption proceeds.

Management Fee

The Management Company will receive a management fee for the provision of investment management services to the Company. The management fee for each Sub-Fund, which is expressed as a percentage of the average Net Asset Value of the relevant Sub-Fund with respect to a particular period, is specified in the relevant Supplement.

The Management Company will pay the Investment Manager out of its own assets.

Distribution Fee

The Management Company may receive a distribution fee for the provision of distribution services to the Company. The distribution fee for each Sub-Fund, if any, which is expressed as a percentage of the average Net Asset Value of the relevant Sub-Fund with respect to a particular period, is specified in the relevant Supplement.

The Management Company will pay the Distributor out of its own assets.

Depositary's and Paying Agent's Fees

The Depositary will be entitled to the following fees:

Custody fee	max 0.05% p.a. calculated on the average net assets of the relevant Sub-Fund
Depositary fee	max 0.03% p.a. calculated on the average net assets of the sub-fund with a minimum of € 18,000 p.a. for the relevant Sub-Fund
Cash flow monitoring fee	max € 800 per month for the relevant Sub-Fund

Sub-custody and transaction settlement fees are charged separately. Value added tax, where applicable, will be added.

Domiciliation Fee

The Central Administrator is entitled to receive out of the net assets of the Company a domiciliation fee of EUR 10.000 per year for the domiciliation services rendered to the Company.

Central Administrator's Fees

The Company shall pay to the Central Administrator with respect to each Sub-Fund the following annual fees (the “**Central Administrator Fee**”), both to be paid on a monthly basis:

- a flat fee of 17.300 EUR per Sub-Fund, and
- 0.01% over the Net Asset Value of the relevant Sub-Fund.

In addition, the Central Administrator shall be entitled to charge the Company for expenses related to the valuation of the assets as well as to active and passive transactions.

Company Expenses and Fees

In addition to the above expenses, the Company will bear:

- a) all expenses of preparing, printing and distributing financial and other reports, proxy forms, prospectuses and similar documents required in accordance with the applicable laws and regulations;
- b) the fees of the CSSF;
- c) the costs for the registration of the Company and its update in all the corresponding national authorities' registers;
- d) legal expenses;
- e) certain expenses from the Management Company, legal advisers, auditors, Investment Manager, Depositary and Central Administrator; and
- f) all taxes and corporate fees payable to governments or agencies.

Any such operating and other expenses may be deferred and amortised by the Company, in accordance with standard accounting practice, at the discretion of the Management Company. An estimated accrual for operating expenses of the Company will be provided for in the calculation of the Net Asset Value of the Company.

Allocation of Assets, Charges and Expenses

All fees, duties, charges and expenses that cannot be allocated to a specific Sub-Fund will be borne by all of the existing Sub-Funds, equally. All fees, duties, charges and expenses that are attributable to a specific Sub-Fund will be assigned to such specific Sub-Fund.

Costs of Establishment

All costs and expenses for the establishment of the Company have already been amortized. The total organizational costs and expenses of establishing new Sub-Funds will be payable and borne by such new Sub-Funds. The organizational costs and expenses for the new Sub-Funds may at the discretion of the Directors be amortised on a straight-line basis over a period of up to five (5) years. The Directors may, in their absolute discretion, shorten the period over which such costs and expenses can be amortised. It is expected that such accounting treatment will not be material to the financial statements of the Company. If the effect of the accounting treatment becomes material in the future and there is a requirement to write off any unamortised balance of establishment expenses in the financial statements, the Directors will reconsider this policy.

TAXATION

General

The sections below on Luxembourg taxation relate to current law and practice and may be subject to change and interpretation.

The information given below does not constitute legal or tax advice and prospective investors should consult their own professional advisers on the possible tax consequences of buying, selling, exchanging, holding or redeeming Shares under the laws of the jurisdictions in which they may be subject to tax. Investors are also advised to inform themselves as to any exchange control regulations applicable in their country of residence.

Shareholders resident in or citizens of certain countries which have anti-offshore Sub-Fund legislation may have a current liability to tax on the undistributed gains of the Company. These consequences will vary with the law and practice of the Shareholder's country of residence, domicile or incorporation and with his personal circumstances. The Directors, the Company and each of the Company's agents shall have no liability in respect of the individual tax affairs of Shareholders.

Dividends, interest and capital gains (if any) which the Company receives with respect to investments may be subject to taxes, including withholding taxes, in the countries in which the issuers of investments are located. It is anticipated that the Company may not be able to benefit from reduced rates of withholding tax in double taxation agreements between Luxembourg and such countries. If this situation changes in the future and the application of a lower rate results in a repayment to the Company, the Net Asset Value will not be re-stated and the benefit will be allocated to the existing Shareholders rateably at the time of the repayment.

FATCA

The Company may be subject to regulations imposed by foreign regulators, in particular, the United States laws and regulations known as FATCA. FATCA provisions generally impose a reporting to the US Internal Revenue Service of non-US financial institutions ("**FFIs**") that do not comply with FATCA and US persons' direct and indirect ownership of non-US accounts and non-US entities.

Being established in Luxembourg and subject to the supervision of the Commission de Surveillance du Secteur Financier ("**CSSF**") in accordance with the law of 17 December 2010, the Company is treated as an FFI for FATCA purposes. As such, the Company may require all investors to provide documentary evidence of their citizenship and / or tax residence and all other information (the "**FATCA Information**") deemed necessary to comply with the Luxembourg law of 24 July 2015 transposing the Intergovernmental Agreement concluded on 28 March 2014 between the Grand Duchy of Luxembourg and the United States (the "**FATCA Law**").

Taking into consideration the current and foreseeable shareholder base of the Company as well as certain restrictions referred in the subscription and redemption processes, the Board elected the Non-Reporting Foreign Financial Institution status, and more precisely, a Collective Investment Vehicle as defined in Section IV. D- of the Annex II of the Luxembourg Intergovernmental Agreement ("**IGA**").

As a result of this status, the Company expects no duty to register with the IRS, to report or to withhold, but instead has to properly identify its shareholders in accordance

with Annex I of the Luxembourg IGA, in order to check their compliance with the requirements imposed upon the Luxembourg IGA.

As a result any share of the Company acquired through or held by a non-eligible investor may cause the Company to be in breach of FATCA. The Board reserves the right to accept subscriptions from non-eligible investors according to the Collective Investment Vehicle status as defined in Section IV. D. of the Annex II of the Luxembourg IGA, and to forcefully redeem shares by FFIs that are or have become non-eligible.

COMMON REPORTING STANDARD

The Company may be subject to the Standard for Automatic Exchange of Financial Account Information in Tax matters (the “**Standard**”) and its Common Reporting Standard (the “**CRS**”) as set out in the law dated 18 December 2015 implementing the CRS in Luxembourg (the “**CRS Law**”).

Under the terms of the CRS Law, due to the current and foreseeable shareholder base as well as certain restrictions referred in the subscription and redemption processes, the Company expects to be considered as a Non-Reporting Financial Institution, and more precisely, a Luxembourg Exempt Collective Investment Vehicle, as defined in Annex 1, Section VIII B 9 of the CRS Law.

Such CRS status includes no duty to report to local tax authorities, but an obligation for the Company to regularly assess the CRS status of its shareholders.

To this extent, upon request of the Company, each investor agrees and commits to provide certain information (the “**CRS Information**”) along with the required supporting documentation, as described in Annex I of the CRS Law. The Company will not accept certain categories of investors and will not accept new investors that have not provided the CRS Information. Any subscription requests from such investors or new investors will be rejected.

FATCA and CRS Information processing

In this context, the investors are hereby informed that, as data controller, the Company will process the FATCA Information and CRS Information for the purposes as set out in the FATCA Law and the CRS Law. The investors undertake to inform, if applicable, their Controlling Persons within the meaning of the FATCA Law and CRS Law, of the processing of their FATCA Information and CRS Information by the Company.

Taxation of the Company in Luxembourg

The Company is not liable to any Luxembourg tax on profits or income. The Company is, however, liable in Luxembourg to a *taxe d’abonnement* of 0.05% per annum of its Net Asset Value, such tax being payable quarterly on the basis of the value of the aggregate Net Asset Value of each Sub-Fund at the end of the relevant calendar quarter. No such tax is payable on the value of assets which consist of units or shares of other Luxembourg Sub-Funds that have already been subject to such tax. No stamp duty or other tax is payable in Luxembourg on the issue of Shares. No Luxembourg tax is payable on the realized capital appreciation of the assets of the Sub-Fund.

A reduced *taxe d’abonnement* rate of 0.01% per annum or an exemption of the *taxe d’abonnement* will be applicable to certain Classes of Shares reserved to institutional investors pursuant to article 174 (2) c) of the UCI Law as well as to certain Sub-Funds investing exclusively in money market instruments.

The Company is liable to a fixed registration duty of EUR 75.00 on the registration of its incorporation or of any amendment to its articles of incorporation.

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

In addition, the Company may be liable to certain taxes in countries where the Company carries out its investment activities. Those taxes are not recoverable by the Company in Luxembourg.

VAT

In Luxembourg, regulated investment funds, such as Luxembourg *Sociétés d'Investissement à Capital Variable*, have the status of taxable persons for value added tax (“**VAT**”) purposes. Accordingly, the Company is considered in Luxembourg as a taxable person for VAT purposes without any VAT deduction right. No VAT liability arises in principle in Luxembourg in respect of any payments by the Company to its Shareholders, to the extent such payments are linked to their subscription to the shares and do therefore not fall under the consideration “received” for taxable services supplied.

Taxation of Shareholders in Luxembourg

Under current legislation, Shareholders who are not resident for tax purposes in Luxembourg are not subject to any capital gains, or income tax in Luxembourg (except for those domiciled, resident or having a permanent establishment in Luxembourg).

Investors should inform themselves of, and when appropriate consult their professional advisers on, the possible tax consequences of subscribing for, buying, holding, converting, redeeming or otherwise disposing of Shares under the laws of their country of citizenship, residence, domicile and/or incorporation.

RISK MANAGEMENT PROCESS

Unless otherwise stated in the relevant Supplement, each Sub-Fund shall employ a commitment approach in determining its global exposure to financial derivative instruments and will ensure that such global exposure does not exceed the limits as set out in the CSSF circular 11/512 of 30 May 2011, as may be amended or restated from time to time.

Each Sub-Fund may invest, according to its investment objectives and in compliance with the investment restrictions set out in Appendix 1 of this Prospectus, in financial derivative instruments provided that the exposure to the underlying assets does not exceed in aggregate the investment limits laid down therein.

When a Sub-Fund invests in index-based financial derivative instruments, these investments do not have to be combined with the limits laid down in Point 2 of Appendix 1 of this Prospectus.

When a Transferable Security or Money Market Instrument embeds a derivative, the latter must be taken into account when complying with the requirements of this section.

RISK FACTORS

The risks described herein are not an exhaustive list of the risks to be taken into account by potential investors before investing in a Sub-Fund. Different risks may

apply to different Sub-Funds. Details of specific risks in relation to a particular Sub-Fund which are additional to those described in this section will be disclosed in the relevant Sub-Fund Supplement. Prospective investors should review this Prospectus and the relevant Supplement carefully and in its entirety and consult with their professional and financial advisers before making an application for Shares.

Prospective investors should consider, among others, the following factors before subscribing for Shares:

General Risks

Investors should be aware that there are risks inherent in the holding of securities:

- a) There is no assurance that any appreciation in the value of Investments will occur, or that the investment objectives of any Sub-Fund will be achieved. Past performance is no guide to the future. The value of Shares, and any income from them, can go down as well as up, particularly in the short term, meaning that an investment may not be returned in full;
- b) The tax treatment of the Sub-Funds may change and such changes cannot be foreseen;
- c) Where regular investments are made with the intention of achieving a specific capital sum in the future, this will normally be subject to maintaining a specified level of investment; and
- d) The difference at any one time between subscription and redemption prices for Shares means that any investment should be viewed as medium to long term. An investment should only be made by those persons who are able to sustain a loss on their investment.

Amortisation of Organisational Costs

The Company's financial statements will be prepared in accordance with Luxembourg generally accepted accounting principles ("**Luxembourg GAAP**"). Luxembourg GAAP restrict the amortisation of organisational costs. Notwithstanding this, the Directors are proposing to amortise the costs and expenses of establishing the Company and the financial statements may be qualified in this regard.

Business Risk

There can be no assurance that the Company will achieve its investment objective in respect of any of the Sub-Funds. The investment results of the Sub-Fund are reliant upon the success of the Investment Manager.

Charges to Capital

Where all or part of fees and/or charges in respect of any Class or Sub-Fund may be charged against capital rather than income, this will enhance income returns but may constrain future capital growth.

Effect of Preliminary Charge

Where an initial charge is imposed, an investor who realises his Shares after a short period may not (even in the absence of a rise in the value of the relevant investments) realise the amount originally invested.

The Shares therefore should be viewed as medium to long-term investments.

Suspension of Dealings in Shares

Investors are reminded that in certain circumstances their right to redeem Shares (including a redemption by way of exchanging) may be suspended (see “**Suspension of Valuation of Assets**”).

Segregation of liabilities between Sub-Funds

As a matter of Luxembourg law, the assets of each Sub-Fund will not be available to meet the liabilities of another. However, the Company is a single legal entity which may operate or have assets held on behalf of or be subject to claims in other jurisdictions which may not necessarily recognise such ring-fencing and, in such circumstances, the assets of one Sub-Fund may be exposed to the liabilities of another.

Depositary – Segregation, Sub-Custodians and Insolvency

Where securities are held with a sub-custodian of the Depositary or by a securities depositary or clearing system, such securities may be held by such entities in client omnibus accounts and in the event of a default by any such entity, where there is an irreconcilable shortfall of such securities, the Company may have to share that shortfall on a pro-rata basis.

The Company is at risk of the Depositary or a sub-custodian entering into an insolvency procedure. During such a procedure (which may last many years) the use by the Company of assets held by or on behalf of the Depositary or the relevant sub-custodian, as the case may be, may be restricted and accordingly (a) the ability of the Investment Manager to fulfil the investment objective of each Sub-Fund may be severely constrained, (b) the Sub-Funds may be required to suspend the calculation of the Net Asset Value and as a result subscriptions for and redemptions of Shares, and/or (c) the Net Asset Value may be otherwise affected. During such a procedure, the Company is likely to be an unsecured creditor in relation to certain assets and accordingly the Company may be unable to recover such assets from the insolvent estate of the Depositary or the relevant sub-custodian, as the case may be, in full, or at all.

Depositary Liability

In the event of loss suffered by the Company as a result of the Depositary's actions or omissions, the Company would generally, in order to bring a successful claim against the Depositary, have to demonstrate that it has suffered a loss as a result of Depositary's failure to use such reasonable care as may be expected of a leading global custodian in performing its obligations under the Depositary and Principal Paying Agent Agreement. The Company may also have to demonstrate that it has suffered a loss as a result of the Depositary's gross negligence, fraud or wilful default.

Market Crisis and Governmental Intervention

The global financial markets are currently undergoing pervasive and Sub-Fundamental disruptions which have led to extensive and unprecedented governmental intervention. Such intervention has in certain cases been implemented on an “emergency” basis without much or any notice with the consequence that some market participants' ability to continue to implement certain strategies or manage the risk of their outstanding positions has been suddenly and/or substantially eliminated. Given the complexities of the global financial markets and the limited timeframe within

which governments have been able to take action, these interventions have sometimes been unclear in scope and application, resulting in confusion and uncertainty which in itself has been materially detrimental to the efficient functioning of such markets as well as previously successful investment strategies.

It is impossible to predict with certainty what additional interim or permanent governmental restrictions may be imposed on the markets and/or the effect of such restrictions on the Investment Manager's ability to fulfil a Sub-Fund's investment objective. However, the Investment Manager believes that there is a high likelihood of significantly increased regulation of the global financial markets, and that such increased regulation could be materially detrimental to the performance of a Sub-Fund's portfolio.

US Tax-Exempt Investors

Certain prospective investors may be subject to US federal and state laws, rules and regulations which may regulate their participation in the Company, or their engaging directly or indirectly through an investment in a Sub-Fund, in investment strategies of the types which the Sub-Funds may utilise from time to time. While the Company believes that the Sub-Funds' investment programs are otherwise generally appropriate from a tax perspective for the US Tax Exempt Investors for which an investment in the Sub-Funds would be suitable, each type of such investor may be subject to different laws, rules and regulations and should consult with their own advisers as to the advisability and tax consequences of an investment in the Sub-Fund. Investment in the Sub-Fund by tax-exempt entities subject to ERISA and other tax-exempt investors requires special consideration. Trustees or Central Administrators of such investors are urged carefully to review the matters discussed in this Prospectus and the relevant application form.

Hedging Risk

The Investment Manager may, if set out in the relevant sections of the relevant Supplement, enter into certain transactions using futures, forwards or other exchange-traded or over-the-counter instruments or by the purchasing of securities ("**hedging transactions**") to hedge the Sub-Fund's exposure to foreign exchange risk where Classes of Shares are denominated in a currencies other than Reference Currency of the relevant Sub-Fund and/or certain other exposures including the risk of the value of a Class of Shares.

Hedging transactions, while potentially reducing the risk of currency or other exposure which a Class of Shares may otherwise be exposed to, involve certain other risks, including the risk of a default by a counterparty, as described under "Risks associated with financial derivative instruments" below. There is no guarantee that a hedging transaction will fully protect a Class of Shares against foreign exchange and/or other risks.

Please refer to the heading "Risk Warnings" in the relevant sections in the relevant Supplement for further risks associated with hedging transactions.

Specific Risks

1. Market risk

Market risk is a general risk as a result of the investment in any type of asset. The price of securities specifically depends on the performance of financial markets, as well as on the economic evolution of the issuers, who, in turn, are affected by the global

economy and by specific political and economic circumstances of each country. In particular, investments are subject to the following risks:

a) Market risk for investment in equity

This risk is the result of the fluctuations of the price of equity securities. Equity markets are particularly subject to a high volatility, which results in the prices of equity securities being likely to fluctuate significantly.

b) Interest rate risk

The Company is subject to interest rate risk. Generally, the value of fixed income securities will change inversely with changes in interest rates. As interest rates rise, the market value of fixed income securities tends to decrease. Conversely, as interest rates fall, the market value of fixed income securities tends to increase. This risk will be greater for long-term securities than for short-term securities. The Company may attempt to minimize the exposure of the portfolio to interest rate changes through the use of interest rate swaps, interest rate futures and/or interest rate options. However, there can be no guarantee that the Investment Manager will be successful in fully mitigating the impact of interest rate changes on the portfolio.

c) Currency risk

The Shares are denominated in the Reference Currency detailed in each Sub-Fund Supplement, and the Reference Currency of the Company is EUR. The value of the assets of the Sub-Fund may be affected favourably or unfavourably by fluctuations in currency rates.

2. Credit Spreads

A Sub-Fund may make investments that expose it to corporate credit spreads and movements in such spreads will thus impact on the Net Asset Value per Share of each Class.

3. Debt Securities

The Sub-Funds may invest in fixed income securities which may be not be rated by a recognised credit-rating agency or below investment grade and which are subject to greater risk of loss of principal and interest than higher-rated debt securities. Because investors generally perceive that there are greater risks associated with unrated and below investment grade securities, the yields and prices of such securities may fluctuate more than those for higher-rated securities. The market for non-investment grade securities may be smaller and less active than that for higher-rated securities, which may adversely affect the prices at which these securities can be sold and result in losses to the Sub-Funds. The Sub-Funds may invest in debt securities which rank junior to other outstanding securities and obligations of the issuer, all or a significant portion of which may be secured on substantially all of that issuer's assets. The Sub-Funds may invest in debt securities which are not protected by financial covenants or limitations on additional indebtedness. The Sub-Funds will therefore be subject to credit, liquidity and interest rate risks. In addition, evaluating credit risk for debt securities involves uncertainty because credit rating agencies throughout the world have different standards, making comparison across countries difficult. Also, the market for credit spreads is often inefficient and illiquid, making it difficult to accurately calculate discounting spreads for valuing financial instruments.

4. Liquidity risk

Investment in securities with small capitalization and/or in markets of reduced size and low contracting volume lower the liquidity of the investment.

5. Deferred Redemptions

In the event that redemption requests are received for redemption of Shares representing in aggregate more than 10% of the total number of Shares representing interests in a single Sub-Fund then in issue, redemption requests may be reduced rateably and pro rata and the redemption of Shares may be carried forward to the next following Business Day. In the event of a large number of redemptions, this power to defer redemptions could be exercised on a number of successive Business Days and materially restrict a Shareholder's ability to redeem his Shares (as described in more detail under the Section "Redemption" of this Prospectus).

6. Effect of Substantial Redemptions

Substantial redemptions by Shareholders within a short period of time could require a Sub-Fund to liquidate securities positions more rapidly than would otherwise be desirable, possibly reducing the value of the assets of the Sub-Fund and/or disrupting the Investment Manager's investment strategy. Reduction in the size of a Sub-Fund could make it more difficult to generate a positive return or to recoup losses due to, among other things, reductions in a Sub-Fund's ability to take advantage of particular investment opportunities or decreases in the ratio of its income to its expenses.

7. Use of Swaps and Other Derivatives

The Investment Manager may make use of swaps and other forms of derivative contracts. In general, a derivative contract typically involves leverage (within the permitted limits), i.e., it provides exposure to potential gain or loss from a change in the level of the market price of a security or currency (or a basket or index) in a notional amount that exceeds the amount of cash or assets required to establish or maintain the derivative contract. Consequently, an adverse change in the relevant price level can result in a loss of capital that is more exaggerated than would have resulted from an investment that did not involve the use of leverage inherent in the derivative contract. Derivative contracts used by the Company may be privately negotiated in the over-the-counter market. These contracts also involve exposure to credit risk, since contract performance depends in part on the financial condition of the counterparty. These transactions are also expected to involve significant transaction costs.

8. Emerging Markets

The Sub-Funds may invest in emerging market debt securities, foreign exchange instruments and equities which may lead to additional risks being encountered when compared with investments in developed markets.

Investment in emerging market securities involves a greater degree of risk than an investment in securities of issuers based in developed countries. Among other things, emerging market securities investments may carry the risks of less publicly available information, more volatile markets, less strict securities market regulation, less favourable tax provisions, and a greater likelihood of severe inflation, unstable or not freely convertible currency, war and expropriation of personal property than investments in securities of issuers based in developed countries. In addition, the investment opportunities of the Sub-Funds in certain emerging markets may be restricted by legal limits on foreign investment in local securities.

Emerging markets generally are not as efficient as those in developed countries. In some cases, a market for the security may not exist locally, and transactions will need to be made on a neighbouring exchange. Volume and liquidity levels in emerging markets are lower than in developed countries. When seeking to sell emerging market securities, little or no market may exist for the securities. In addition, issuers based in emerging markets are not generally subject to uniform accounting and financial reporting standards, practices and requirements comparable to those applicable to issuers based in developed countries, thereby potentially increasing the risk of fraud or other deceptive practices. Furthermore, the quality and reliability of official data published by the government or securities exchanges in emerging markets may not accurately reflect the actual circumstances being reported.

Some emerging markets securities may be subject to brokerage or stock transfer taxes levied by governments, which would have the effect of increasing the cost of investment and which may reduce the realised gain or increase the loss on such securities at the time of sale. The issuers of some of these securities, such as banks and other financial institutions, may be subject to less stringent regulations than would be the case for issuers in developed countries and therefore potentially carry greater risk. In addition, settlement of trades in some emerging markets is much slower and subject to a greater risk of failure than in markets in developed countries. Further, custodians are not able to offer the level of service and safe-keeping, settlement and administration of securities that is customary in more developed markets and there is a risk that the Company will not be recognised as the owner of securities held on its behalf by a sub-custodian.

With respect to any emerging market country, there is the possibility of nationalisation, expropriation or confiscatory taxation, imposition of withholding or other taxes on dividends, interest, capital gains or other income, limitations on the removal of Sub-Funds or other assets of the Company, political changes, government regulation, social instability or diplomatic developments (including war) which could affect adversely the economies of such countries or the value of the Sub-Funds' investments in those countries. Further, the economies of emerging countries generally are heavily dependent upon international trade and, accordingly, have been, and may continue to be adversely affected by trade barriers, exchange controls, managed adjustments in relative currency values and other protectionist measures imposed or negotiated by the countries with which they trade. These economies also have been and may continue to be adversely affected by economic conditions in the countries with which they trade. The economies of certain of these countries may be based, predominantly, on only a few industries and may be vulnerable to changes in trade conditions and may have higher levels of debt or inflation.

9. Legal Risk

The Sub-Funds may be subject to a number of unusual risks, including inadequate investor protection, contradictory legislation, incomplete, unclear and changing laws, ignorance or breaches of regulations on the part of other market participants, lack of established or effective avenues for legal redress, lack of standard practices and confidentiality customs characteristic of developed markets and lack of enforcement of existing regulations. Furthermore, it may be difficult to obtain and enforce a judgment in certain of the emerging countries in which assets of the Sub-Funds' may be invested. There can be no assurance that this difficulty in protecting and enforcing rights will not have a material adverse effect on the Sub-Funds and their operations.

10. Transaction Costs

The investment policies of the Sub-Funds may involve a high level of trading and turnover of the investments of the Sub-Funds which may generate substantial transaction costs which will be borne by each Sub-Fund separately.

11. Clearing House Protections

On many exchanges, the performance of a transaction by a broker (or a third party with whom it is dealing on the Company's behalf) is "guaranteed" by the exchange or clearing house. However, this guarantee is unlikely in most circumstances to cover the Company and may not protect the Company if a broker or another party defaults on its obligations to the Company.

12. Tax Considerations

A Sub-Fund may be subject to withholding, capital gains or other taxes on income and/or gains arising from its investment portfolio, including without limitation taxes imposed by the jurisdiction in which the issuer of securities held by that Sub-Fund is incorporated, established or resident for tax purposes. Where a Sub-Fund invests in securities that are not subject to withholding or other taxes at the time of acquisition, there can be no assurance that tax may not be withheld or imposed in the future as a result of any change in applicable laws, treaties, rules or regulations or the interpretation thereof. The relevant Sub-Fund will not be able to recover such tax and so any change would have an adverse effect on the Net Asset Value of the Shares. Where a Sub-Fund sells securities short that are subject to withholding tax at the time of sale, the price obtained will reflect the withholding tax liability of the purchaser. In the event that in the future such securities cease to be subject to withholding tax, the benefit thereof will accrue to the purchaser and not to the relevant Sub-Fund.

Where a Sub-Fund chooses or is required to pay taxation liabilities and/or account for reserves in respect of taxes that are or may be payable in respect of current or prior periods by that Sub-Fund or the Company (whether in accordance with current or future accounting standards), this would have an adverse effect on the Net Asset Value of the Shares in that Sub-Fund. This could cause benefits or detriments to certain Shareholders, depending on the timing of their entry to and exit from the relevant Sub-Fund.

13. Sub-Fund Specific Risks

Please review the particular Sub-Fund Supplement for specific risks associated with each particular Sub-Fund.

CONFLICTS OF INTEREST

The Directors, the Management Company, the Investment Manager, any sub-investment manager, the Depositary, the Central Administrator and/or their respective affiliates, the Distributor, the Promoter or any person connected with them (together the "**Relevant Parties**") may from time to time act as directors, investment manager, manager, distributor, trustee, custodian, depositary, registrar, broker, administrator, investment adviser or dealer in relation to, or be otherwise involved in, other investment funds which have similar or different objectives to those of the Sub-Funds or which may invest in the Sub-Funds. It is, therefore, possible that any of them may, in the course of business, have potential conflicts of interest with the Company. The Board of Directors and each of the Relevant Parties will, at all times,

have regard in such event to its obligations to the Company and will endeavour to ensure that such conflicts are resolved fairly. In addition, subject to applicable law, any Relevant Party may deal, as principal or agent, with the Sub-Funds, provided that such dealings are carried out as if effected on normal commercial terms negotiated on an arm's length basis. Any Relevant Party may deal with the Company as principal or as agent, provided that it complies with applicable law and regulation and with the provisions of the Investment Management Agreement, the Management Company Agreement and the Agreements entered into with Banque de Luxembourg (Depositary and Principal Paying Agent Agreement, Central Administration Agent, Registrar and Transfer Agent Agreement and Domiciliation Agent Agreement), to the extent applicable.

The Investment Manager, any sub-investment manager or any of its or their affiliates or any person connected with the Investment Manager or any sub-investment manager may invest in, directly or indirectly, or manage or advise other investment funds or accounts which invest in assets which may also be purchased or sold by the Sub-Funds. Neither the Investment Manager, any sub-investment manager nor any of its or their affiliates nor any person connected with the Investment Manager or any sub-investment manager is under any obligation to offer investment opportunities of which any of them becomes aware to the Company or to account to the Company in respect of (or share with the Sub-Funds or inform the Company of) any such transaction or any benefit received by any of them from any such transaction, but will allocate such opportunities on an equitable basis between the Company and other clients.

In calculating a Sub-Fund's Net Asset Value, the Central Administrator may consult with the Investment Manager or any sub-investment manager with respect to the valuation of certain investments. There is an inherent conflict of interest between the involvement of the Investment Manager or any sub-investment manager in determining the Net Asset Value of a Sub-Fund and the entitlement of the Investment Manager or any sub-investment manager to a management fee and/or performance fee which is calculated on the basis of the Net Asset Value of the Sub-Fund.

The foregoing does not purport to be a complete list of all potential conflicts of interest involved in an investment in the Sub-Fund.

The Directors will seek to ensure that any conflict of interest of which they are aware is resolved fairly. Where the organisational or administrative arrangements put in place by the Company and its service providers to manage conflicts of interest are not sufficient to ensure that the risk of damage to the interests of the Company or the Shareholders will be prevented, the Company and as the case may be the relevant service providers will, in compliance with the applicable laws and regulations, promptly (i) inform the Shareholders of such situation, (ii) take such measures as are necessary to ensure that the risk of Shareholders' interests being prejudiced such conflict of interest is minimised and (iii) provide the Shareholders with the reasons for any decision taken in such context.

The Management Company has adopted a conflict of interest policy which sets out certain measures approved by the Directors which are aimed at minimising the risk of Shareholders' interests being prejudiced by certain conflicts of interest.

This conflicts of interest policy is available for inspection by Shareholders at the registered office of the Company.

PREVENTION OF LATE TRADING AND MARKET TIMING

Late trading is to be understood as the acceptance of a subscription, conversion or redemption order for shares in a Sub-Fund after the time limit fixed for accepting orders on the relevant day and the execution of such order at the price based on the net asset value applicable to such same day.

The Company considers that the practice of late trading is not acceptable as it violates the provisions of this Prospectus which provide that an order received after the Dealing Request Deadline is dealt with at a Subscription or Redemption Price based on the following Net Asset Value. As a result, subscriptions, conversions and redemptions of Shares shall be dealt with at an unknown Net Asset Value. The Dealing Request Deadline is set out in the Supplements for each Sub-Fund.

Market timing is to be understood as an arbitrage method through which an investor systematically subscribes and redeems or converts units or shares of the same undertaking for collective investment within a short time period, by taking advantage of time differences and/or imperfections or deficiencies in the method of determination of the Net Asset Value of the undertaking for collective investment.

The Company considers that the practice of market timing is not acceptable as it may affect the Company's performance through an increase of the costs and/or entail a dilution of the profit. As a result, the Company reserves the right to refuse any application for subscription or conversion of Shares which might or appears to be related to market timing practices and to take any appropriate measures in order to protect investors against such practice.

GENERAL INFORMATION

1. Shareholder meetings and reports to Shareholders

Notice of any general meeting of Shareholders (including those considering amendments to the Articles or the dissolution and liquidation of the Company or of any Sub-Fund) shall be mailed to each Shareholder at least eight (8) days prior to the meeting and/or shall be published to the extent and in the manner required by Luxembourg law as shall be determined by the Board of Directors.

The annual general meeting takes place in Luxembourg City at a place specified in the convening notice each year on the third Friday of the month of May at 3:00 p.m.CET. If such day is a legal or a bank holiday in Luxembourg, the annual general meeting shall be held on the next following Business Day.

The Shareholders of any Class or Sub-Fund may hold, at any time, general meetings to decide on any matters that relate exclusively to such Class or Sub-Fund.

If the Articles are amended, such amendments shall be filed with the Luxembourg Trade and Companies' Register and published in the *Mémorial C*.

Detailed audited reports of the Company on its activities and on the management of its assets are published annually; such reports shall include, *inter alia*, the combined accounts relating to all the Sub-Funds, a detailed description of the assets of each Sub-Fund and a report from the Auditor.

The semi-annual unaudited report of the Company on its activities is also published including, *inter alia*, a description of the investments underlying the portfolio of each Sub-Fund and the number of Shares issued and redeemed since the last publication.

The Company's financial statements will be prepared in accordance with Luxembourg GAAP.

The aforementioned documents will be at the disposal of the Shareholders within four (4) months for the annual report and two (2) months for the semi-annual report of the date thereof at the registered office of the Company. Upon request, these reports will be sent free of charge to any Shareholder and copies may be obtained free of charge by any person at the registered office of the Company.

The accounting year of the Company commences on 1 January of each year and terminates on 31 December of each year. The accountancy of the Company is maintained in Euro, this being the Reference Currency of the Company. The financial statements relating to the separate Sub-Funds shall also be expressed in the Reference Currency of the relevant Sub-Fund.

2. Dissolution and Liquidation of the Company

The Company may be dissolved at any time by a resolution of the general meeting of Shareholders subject to the quorum and majority requirements applicable for amendments to the Articles.

Whenever the share capital falls below two-thirds of the minimum capital indicated in the Articles, the question of the dissolution of the Company shall be referred to a general meeting of Shareholders by the Board of Directors. The general meeting, for which no quorum shall be required, shall decide by simple majority of the Shares represented at the meeting.

The question of the dissolution of the Company shall also be referred to a general meeting of Shareholders whenever the share capital falls below one quarter of the minimum capital set by the Articles; in such event, the general meeting shall be held without any quorum requirement and the dissolution may be decided by Shareholders holding one quarter of the Shares represented at the meeting.

The meeting must be convened so that it is held within a period of forty (40) days from the date where the share capital has fallen below two-thirds or one quarter of the legal minimum, as the case may be.

Liquidation shall be carried out by one or several liquidators, who may be physical persons or legal entities, duly approved by the CSSF and appointed by the general meeting of Shareholders that shall determine their powers and their compensation.

The net proceeds of liquidation of each Sub-Fund shall be distributed by the liquidators to the holders of Shares of each Class of the relevant Sub-Fund in proportion to their holding of such Class.

Should the Company be voluntarily or compulsorily liquidated, its liquidation will be carried out in accordance with the provisions of Luxembourg law. Such law specifies the steps to be taken to enable Shareholders to participate in the distribution of the liquidation proceeds and provides for a deposit in escrow at the "*Caisse de Consignation*" at the time of the close of liquidation. Amounts not claimed from escrow within the statute of limitation period shall be liable to be forfeited in accordance with the provisions of Luxembourg law.

3. Closure of Sub-Funds and Classes

a) Closure decided by the Board of Directors

In the event that for any reason the value of the total net assets in any Class or Sub-Fund has not reached or has decreased to an amount determined by the Board of Directors to be the minimum level for such Class or Sub-Fund to be operated in an economically efficient manner, or in case of a substantial modification in the political, economic or monetary situation or as a matter of economic rationalisation, the Board of Directors may decide to redeem all the Shares of the relevant Class or Sub-Fund at the Net Asset Value per Share (taking into account actual realisation prices of investments and realisation expenses) determined as of the Valuation Day at which such decision shall take effect and therefore close the relevant Sub-Fund.

The Company shall serve a written notice to the shareholders of the relevant Class or Sub-Fund prior to the effective date for the compulsory redemption. This notice will indicate the reasons and the procedure for the redemption operations. Unless it is otherwise decided in the interests of, or to keep equal treatment between the Shareholders, the Shareholders of the Class or the Sub-Fund concerned may continue to request redemption or conversion of their Shares free of charge (but taking into account actual realisation prices of investments and realisation expenses) prior to the effective date of the compulsory redemption.

b) Closure decided by the shareholders

Notwithstanding the powers conferred to the Board of Directors by the preceding paragraph, the general meeting of Shareholders of any Class within any Sub-Fund may, upon a proposal from the Board of Directors, redeem all the Shares of the relevant Class within the relevant Sub-Fund and refund to the Shareholders the Net Asset Value of their Shares (taking into account actual realisation prices of investments and realisation expenses) calculated as of the Valuation Day at which such decision shall take effect. There shall be no quorum requirements for such general meeting of Shareholders which shall decide by resolution taken by simple majority of those present or represented and voting.

c) Consequences of the closure

In case it is not possible to distribute the assets or proceeds of the redemption to the corresponding shareholders, such assets or proceeds will be deposited with the Depositary for the period required by Luxembourg law; after such period, the assets will be deposited with the *Caisse de Consignation* on behalf of the persons entitled thereto.

All redeemed Shares shall be cancelled.

The liquidation of the last remaining Sub-Fund of the Company will result in the liquidation of the Company as referred to in Article 145(1) of the UCI Law.

4. Mergers

a) Mergers decided by the Board of Directors

In the event that for any reason the value of the total net assets of the Company or of any Sub-Fund has not reached or has decreased to an amount determined by the Board of Directors to be the minimum level for the Company or such Sub-Fund to be operated in an economically efficient manner, or in case of a substantial modification in

the political, economic or monetary situation or as a matter of economic rationalisation, the Board of Directors may decide to proceed with a merger (as defined by the UCI Law) of the assets of the Company or any Sub-Fund, either as a merging UCITS or as a receiving UCITS (as defined by the UCI Law), with those of (i) another existing Sub-Fund within the Company or another Sub-Fund of another Luxembourg or foreign UCITS (the “**new sub-Sub-Fund**”) or of (ii) another Luxembourg or foreign UCITS (the “**new UCITS**”), and to redesignate the Shares of the Company or the Sub-Fund concerned as Shares of the new UCITS or the new Sub-Fund, as applicable.

In case the Company or the Sub-Fund involved in a merger is the receiving UCITS (as defined by the UCI Law), the Board of Directors will decide on the effective date of the merger it has initiated. In case the Company or the Sub-Fund is the absorbed UCITS (within the meaning of the UCI Law), and hence ceases to exist, the general meeting of the Shareholders (of the Company or the relevant Sub-Fund as the case may be) has to approve, and decide on the effective date of such merger by a resolution adopted with no quorum requirement, and with a simple majority of the Shareholders present or represented.

Such a merger shall be subject to the conditions and procedures imposed by the

UCI Law, in particular concerning the merger project to be established by the Board of Directors and the information to be provided to the Shareholders.

b) Mergers decided by the Shareholders

Notwithstanding the powers conferred to the Board of Directors by the preceding section, a merger (within the meaning of the UCI Law) of the assets and of the liabilities attributable to any Sub-Fund, either as receiving or absorbed Sub-Fund, with another Sub-Fund within the Company may be decided upon by a general meeting of the Shareholders of the Sub-Fund concerned, for which there shall be no quorum requirements and which will decide upon such a merger by resolutions taken by simple majority vote of the Shareholders validly cast. Such general meeting of the Shareholders will decide on the effective date of such a merger, by resolution taken with no quorum requirement and adopted at a simple majority of the Shares present or represented at such meeting.

The shareholders may also decide a merger (within the meaning of the UCI Law) of the assets and of the liabilities attributable to the Company or any Sub-Fund with the assets of any new UCITS or new Sub-Fund within another UCITS. Such a merger and the decision on the effective date of such a merger shall require resolutions of the shareholders of the Company or Sub-Fund concerned, taken with 50% quorum requirement of the Shares in issue and adopted at a 2/3 majority of the Shares present or represented at such meeting, except when such a merger is to be implemented with a Luxembourg UCITS of the contractual type (“*fonds commun de placement*”), in which case resolutions shall be binding only on such Shareholders who have voted in favour of such merger. If the merger is to be implemented with a Luxembourg UCITS of the contractual type (“*fonds commun de placement*”), Shareholders who have not voted in favour of such merger will be considered as having requested the redemption of their Shares, except if they have given written instructions to the contrary to the Company. The redemption proceeds which may not or are unable to be distributed to such Shareholders for whatever reason will be deposited with the Depositary for the period required by Luxembourg law; after such period, the assets will be deposited with the *Caisse de Consignation* on behalf of the persons entitled thereto.

Where the Company (or any of the Sub-Funds, as the case may be) is the absorbed entity, which thus ceases to exist, irrespective of whether the merger is initiated by the

Board of Directors or by the shareholders, the general meeting of Shareholders of the Company (or of the relevant Sub-Fund, as the case may be) must decide the effective date of the merger. Such general meeting is subject to a quorum requirement of 50% of the Shares in issue and to a 2/3 majority vote of the Shareholders present or represented.

5. Directors' Interests

The interests of the Directors and their interests in companies associated with the management, administration, promotion and marketing of the Company and the Shares are set out below:

- a) Each of Mr. José Antonio Pérez Roger, Mr Josep Sentís Masoliver and Mr Félix Sánchez Velázquez are employees of the Investment Manager; Mr. Gonzalo Baretino Coloma is an employee of the Promoter.
- b) The Directors or companies of which they are officers or employees may subscribe for Shares in the Company. Their applications for Shares will rank *paripassu* with all other applications.

6. Indemnity

The Articles provide that every Director, agent, auditor, or officer of the Company and his personal representatives shall be indemnified and secured harmless out of the assets of the Company against all actions, proceedings, costs, charges, expenses, losses, damages or liabilities incurred or sustained by him in or about the conduct of the Company business or affairs or in the execution or discharge of his duties, powers, authorities or discretions, including actions, proceedings, costs, charges, expenses, losses, damages or liabilities incurred by him in defending (whether successfully or otherwise) any civil proceedings concerning the Company in any court whether in Luxembourg or elsewhere. No such person shall be liable: (i) for the acts, receipts, neglects, defaults or omissions of another person; or (ii) by reason of his having joined in any receipt for money not received by him personally; or (iii) for any loss on account of defect of title to any property of the Company; or (iv) on account of the insufficiency of any security in or upon which any money of the Company shall be invested; or (v) for any loss incurred through any bank, broker or other agent; or (vi) for any loss, damage or misfortune whatsoever which may happen in or arise from the execution or discharge of the duties, powers, authorities, or discretions of his office or in relation thereto, unless the same shall happen through his own gross negligence or wilful misconduct against the Company.

7. General

Copies of the following documents may be obtained free of charge during usual business hours on any bank business day in Luxembourg at the registered office of the Company:

- 1. the Articles and any amendments thereto;
- 2. the latest Prospectus;
- 3. the latest KIIDs;
- 4. the Management Company Agreement between the Company and the Management Company;
- 5. the Agreements entered into between the Company and Banque de Luxembourg (Depositary and Principal Paying Agent Agreement, Central

Administration Agent, Registrar and Transfer Agent Agreement, and Domiciliation Agreement);

6. the Investment Management Agreement between the Management Company on behalf of the Company and the Investment Manager;
7. the Distribution Agreement between the Company, the Management Company and the Distributor; and
8. the latest reports and accounts referred to under the heading "Shareholder meetings and reports to Shareholders".

The agreements referred to above may be amended by mutual consent between the parties thereto.

APPENDIX 1: INVESTMENT RESTRICTIONS AND POWERS

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

Except to the extent that more restrictive rules are provided for in connection with a specific Sub-Fund under the relevant Supplement, the investment policy shall comply with the investment rules and restrictions laid down hereafter:

In any event, all restrictions listed hereinafter will include any further restriction established by applicable regulation.

1. Permitted Investments

The investments of a Sub-Fund must comprise only one or more of the following:

- 1.1** Transferable Securities and Money Market Instruments admitted to or dealt in on a Regulated Market;
- 1.2** Transferable Securities and Money Market Instruments dealt in on another market in a Member State that is regulated, operates regularly and is recognised and open to the public;
- 1.3** Transferable Securities and Money Market Instruments admitted to official listing on a stock exchange in a Non-Member State or dealt in on another market in a Non-Member State which is regulated, operates regularly and is recognised and open to the public;
- 1.4** recently issued Transferable Securities and Money Market Instruments, provided that:
 1. the terms of issue include an undertaking that application will be made for admission to official listing on a Regulated Market, stock exchange or on another regulated market as described under 1.1 to 1.3 above; and
 2. such admission is secured within one year of issue.
- 1.5** units of UCITS and/or other UCIs within the meaning of Article 1 (2), points a) and b) of the UCITS Directive, whether or not established in a Member State, provided that:
 1. such other UCIs are authorised under laws which provide that they are subject to supervision considered by the CSSF to be equivalent to that laid down in EU law, and that cooperation between authorities is sufficiently ensured;
 2. 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 UCITS Directive;
 3. the business of the 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; and

4. 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, be invested in aggregate in units of other UCITS or other UCIs.
- 1.6 deposits with credit institutions which are repayable on demand or have the right to be withdrawn, and maturing in no more than twelve (12) months, provided that the credit institution has its registered office in a Member State or, if the registered office of the credit institution is situated in a Non-Member State, provided that it is subject to prudential rules considered by the CSSF as equivalent to those laid down in EU law;
 - 1.7 financial derivative instruments, in particular options and futures, including equivalent cash-settled instruments, dealt in on a Regulated Market or other market referred to in 1.1 to 1.3 above, and/or financial derivative instruments dealt in over-the-counter ("**over-the-counter derivatives**" / "**OTC**"), provided that:
 1. the underlying consists of instruments covered by this section 1, financial indices, interest rates, foreign exchange rates or currencies, in which the Sub-Funds may invest according to their investment objectives;
 2. the counterparties to over-the-counter derivative transactions are institutions subject to prudential supervision, and belonging to the categories approved by the CSSF;
 3. the over-the-counter 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;
 4. exposure to the underlying assets does not exceed the investment restrictions set out in 2.12 below; and
 5. Under no circumstances shall these operations cause the Sub-Fund to diverge from its investment objectives.
 - 1.8 Money Market Instruments other than those dealt in on a Regulated Market, and which fall within the definition given in the Definitions section of this Prospectus, to the extent that the issue or the issuer of such instruments is itself regulated for the purpose of protecting investors and savings, and provided that such instruments are:
 1. issued or guaranteed by a central, regional or local authority or by a central bank of a Member State, the European Central Bank, the EU or the European Investment Bank, an Non-Member State or, in case of a Federal State, by one of the members making up the federation, or by a public international body to which one or more member states of the EU belong, or
 2. issued by an undertaking any securities of which are dealt in on Regulated Markets referred to in 1.1, 1.2 or 1.3 above, or
 3. issued or guaranteed by an establishment subject to prudential supervision, in accordance with criteria defined by EU law, or by an establishment which is subject to and complies with prudential rules considered by the CSSF to be at least as stringent as those laid down by EU law; or
 4. issued by other bodies 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 (EUR 10,000,000) and which presents and publishes its annual accounts in accordance with Directive

78/660/EEC, is an entity which, within a Group of Companies which includes one or several listed companies, is dedicated to the financing of the group or is an entity which is dedicated to the financing of securitisation vehicles which benefit from a banking liquidity line.

1.9 shares issued by one or several other Sub-Funds of the Company (the “**Target Sub-Fund**”), under the following conditions:

1. the Target Sub-Fund does not invest in the investing Sub-Fund;
2. not more than 10 % of the assets of the Target Sub-Fund may be invested in other Sub-Funds of the Company;
3. the voting rights linked to the transferable securities of the Target Sub-Fund are suspended during the period of investment;
4. in any event, for as long as these securities are held by the Company, their value will not be taken into consideration for the calculation of the Net Asset Value for the purposes of verifying the minimum threshold of the net assets imposed by the UCI Law; and
5. there is no duplication of management/subscription or repurchase fees between those at the level of the Sub-Fund of the Company having invested in the Target Sub-Fund and this Target Sub-Fund.

1.10 However, each Sub-Fund:

1. shall not invest more than 10% of its net assets in Transferable Securities or Money Market Instruments other than those referred to above under 1.1 to 1.4 and 1.8 above;
2. shall not acquire either precious metals or certificates representing them;
3. may hold cash and cash equivalents on an ancillary basis; such restriction may exceptionally and temporarily be exceeded if the Board of Directors considers this to be in the best interest of the shareholders;
4. may acquire movable and immovable property which is essential for the direct pursuit of its business;
5. may borrow up to 10% of its net assets, provided that such borrowings (i) are made only on a temporary basis or (ii) enables the acquisitions of immovable property essential for the direct pursuit of its business. Where a Sub-Fund is authorised to borrow under points (i) and (ii), that borrowing shall not exceed 15% of its assets in total. Collateral arrangements with respect to the writing of options or the purchase or sale of forward or futures contracts are not deemed to constitute "borrowings" for the purpose of this restriction; and
6. may acquire foreign currency by means of a back-to-back loan.

2. Investment Restrictions

2.1 For the purpose of calculating the restrictions described in 2.3 to 2.7 and 2.10 below, companies which are included in the same Group of Companies are regarded as a single issuer.

2.2 To the extent an issuer is a legal entity with multiple sub-Sub-Funds where the assets of a sub-Sub-Fund are exclusively reserved to the investors in such sub-Sub-Fund and to those creditors whose claim has arisen in connection with the creation, operation and liquidation of that sub-Sub-Fund, each sub-Sub-Fund is to be considered as a separate issuer for the purpose of the application of the risk diversification rules.

Transferable Securities and Money Market Instruments

No Sub-Fund may purchase additional Transferable Securities and Money Market Instruments of any single issuer if:

1. upon such purchase more than 10% of its net assets would consist of Transferable Securities and Money Market Instruments of such issuer; or
 2. the total value of all Transferable Securities and Money Market Instruments of issuers in which it invests more than 5% of its net assets would exceed 40% of the value of its net assets. This limitation does not apply to deposits and over-the-counter derivative transactions made with financial institutions subject to prudential supervision.
- 2.3** A Sub-Fund may invest on a cumulative basis up to 10% of its net assets in Transferable Securities and Money Market Instruments issued by the same Group of Companies.
- 2.4.** The limit of 10% set forth above under 2.3(A) above is increased to 35% in respect of Transferable Securities and Money Market Instruments issued or guaranteed by a Member State, by its local authorities, by any Non-Member State or by a public international body of which one or more Member State(s) are member(s).
- 2.5** The limit of 10% set forth above under 2.3(A) above is increased up to 25% in respect of qualifying debt securities issued by a credit institution which has its registered office in a Member State and which, under applicable law, is submitted to specific public control in order to protect the holders of such qualifying debt securities. For the purposes hereof, "qualifying debt securities" are securities the proceeds of which are invested in accordance with applicable law in assets providing a return which will cover the debt service through to the maturity date of the securities and which will be applied on a priority basis to the payment of principal and interest in the event of a default by the issuer. To the extent that a relevant Sub-Fund invests more than 5% of its net assets in debt securities issued by such an issuer, the total value of such investments may not exceed 80% of the net assets of such Sub-Fund.
- 2.6** The securities specified under 2.5 and 2.6 above are not to be included for purposes of computing the ceiling of 40% set forth above under 2.3(B) above.
- 2.7** **Notwithstanding the ceilings set forth above, each Sub-Fund is authorised to invest, in accordance with the principle of risk spreading, up to 100% of its net assets in Transferable Securities and Money Market Instruments issued or guaranteed by a Member State of the EU, by its local authorities, by any other Member State of the OECD such as the U.S., by certain non-Member States of the OECD (currently Brazil, Indonesia, Russia and South Africa) or by a public international body of which one or more Member State(s) of the EU are member(s) (collectively, "Public Issuers"), provided that (i) such securities are part of at least six different issues and (ii) the securities from any or such issue do not account for more than 30% of the net assets of such Sub-Fund.**

When investing in financial derivative instruments on Transferable securities or Money Market Instruments issued or guaranteed by Public Issuers, the diversification requirements set out in the preceding paragraph do not need to be complied with,

provided however that any direct investments in the relevant Transferable Securities or Money Market Instruments together with any investments in financial derivative instruments on such Transferable Securities or Money Market Instruments do not represent, on an aggregate basis, more than 100% of the relevant Sub-Fund's net assets.

2.8 Without prejudice to the limits set forth hereunder under 2.22 and 2.23 below, the limits set forth in 2.3 above are raised to a maximum of 20% for investments in shares and/or bonds issued by the same body when the aim of the Sub-Fund's investment policy is to replicate the composition of a certain stock or debt securities index which is recognised by the CSSF, on the following basis:

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

The limit of 20% is raised to 35% where that proves to be justified by exceptional market conditions in particular in regulated markets where certain Transferable Securities or Money Market Instruments are highly dominant, provided that any investment up to this 35% limit is only permitted for a single issuer.

Bank Deposits

2.9 A Sub-Fund may not invest more than 20% of its net assets in deposits made with the same body.

Derivative Instruments

2.10 The risk exposure to a counterparty in an over-the-counter derivative transaction may not exceed 10% of the Sub-Fund's net assets when the counterparty is a credit institution referred to in 2.8 above or 5% of its net assets in other cases.

2.11 Investment in financial derivative instruments shall only be made provided that the exposure to the underlying assets does not exceed in aggregate the investment limits set out in this section. When the Sub-Fund invests in index-based financial derivative instruments, these investments do not have to be combined with the limits set out above.

2.12 When a Transferable Security or Money Market Instrument embeds a derivative, the latter must be taken into account when complying with the requirements of 1.7 above as well as with the risk exposure and information requirements laid down in the present Prospectus.

Units of open-ended Sub-Funds

2.13 Unless otherwise provided in the corresponding Supplement, a Sub-Fund will not invest in aggregate more than 20% of its net assets in the units of a single other UCITS. There is no other restriction affecting any of the Sub-Funds concerning the investment in UCITS.

- 2.14** When a Sub-Fund invests in the units of other UCITS that are managed, directly or by delegation, by the same management company or by any other company with which the management company is linked by common management or control, or by a substantial direct or indirect holding, that management company or other company may not charge subscription or redemption fees on account of the Sub-Fund's investment in the units of such other UCITS and/or other UCIs.
- 2.15** A Sub-Fund that invests a substantial proportion of its assets in other UCITS and/or other UCIs shall disclose in the relevant Sub-Fund's part of this Prospectus the maximum level of the management fees that may be charged both to the Sub-Fund itself and to the other UCITS and/or other UCIs in which it intends to invest. In its annual report, the Company shall indicate the maximum proportion of management fees charged both to the Sub-Fund itself and to the UCITS and/or other UCIs in which it invests.

Master-Feeder structure

- 2.16** Each Sub-Fund may act as a feeder Sub-Fund (the **"Feeder"**) of a master Sub-Fund. In such case, the relevant Sub-Fund shall invest at least 85% of its assets in shares/units of another UCITS or of a sub-Sub-Fund of such UCITS (the **"Master"**), which is not itself a Feeder nor holds units/shares of a Feeder. The Sub-Fund, as Feeder, may not invest more than 15% of its assets in one or more of the following :
1. ancillary liquid assets in accordance with Article 41 second indent of second paragraph of the UCI Law;
 2. financial derivative instruments, which may be used only for hedging purposes, in accordance with Article 41 first indent, point g) and Article 42 second and third indents of the UCI Law; and
 3. movable and immovable property which is essential for the direct pursuit of the Company's business.
- 2.17** When a Sub-Fund invests in the shares/units of a Master which is managed, directly or by delegation, by the same management company or by any other company with which the management company is linked by common management or control, or by a substantial direct or indirect holding, that management company or other company may not charge subscription or redemption fees on account of the Sub-Fund's investment in the shares/units of the Master.
- 2.18** A Feeder Sub-Fund that invests into a Master shall disclose in the relevant Sub-Fund's part of this Prospectus the maximum level of the management fees that may be charged both to the Feeder Sub-Fund itself and to the Master in which it intends to invest. In its annual report, the Company shall indicate the maximum proportion of management fees charged both to the Sub-Fund itself and to the Master. The Master shall not charge subscription or redemption fees for the investment of the Feeder into its shares/units or the disinvestment thereof.

Combined limits

2.19 Notwithstanding the individual limits laid down in 2.3, 2.10 and 2.11 above, a Sub-Fund shall not combine, where this would lead to investing more than 20% of its assets in a single body, any of the following:

1. investments in Transferable Securities or Money Market Instruments issued by that body;
2. deposits made with that body; and/or
3. exposures arising from over-the-counter derivative transactions and efficient portfolio management techniques undertaken with that body.

2.20 The limits set out in 2.3, 2.5, 2.6, 2.10, 2.11 and 2.20 above may not be combined, and thus investments in Transferable Securities or Money Market Instruments issued by the same body, in deposits or derivative instruments made with this body carried out in accordance with 2.3, 2.5, 2.6, 2.10, 2.11 and 2.20 above may not exceed a total of 35% of the net assets of each Sub-Fund.

2.21 The Company may not acquire such amount of shares carrying voting rights which would enable the Company to exercise legal or management control or to exercise a significant influence over the management of the issuer.

2.22 The Company may acquire no more than (i) 10% of the outstanding non-voting shares of the same issuer; (ii) 10% of the outstanding debt securities of the same issuer; (iii) 10% of the Money Market Instruments of any single issuer; or (iv) 25% of the outstanding shares or units of the same UCITS or other UCI.

The limits set forth in (ii) to (iv) may be disregarded at the time of acquisition if at that time the gross amount of the debt securities or of the Money Market Instruments or the net amount of the instruments in issue cannot be calculated.

2.23 The limits set forth above under 2.22 and 2.23 do not apply in respect of:

1. Transferable Securities and Money Market Instruments issued or guaranteed by a Member State or by its local authorities;
2. Transferable Securities and Money Market Instruments issued or guaranteed by any Non-Member State;
3. Transferable Securities and Money Market Instruments issued by a public international body of which one or more Member State(s) are member(s);
4. Shares in the capital of a company which is incorporated under or organised pursuant to the laws of a state which is not a Member State provided that (i) such company invests its assets principally in securities issued by issuers having their registered office in that state, (ii) pursuant to the laws of that State a participation by the relevant Sub-Fund in the equity of such company constitutes the only possible way to purchase securities of issuers of that state, and (iii) such company observes in its investments policy the restrictions set forth under 2.3, 2.7, 2.10, 2.11 and 2.14 to 2.23.; or
5. Shares held by one or more Sub-Funds in the capital of subsidiary companies which carry on the business of management, advice or marketing in the country where the subsidiary is established, in regard to the redemption of shares at the request of shareholders exclusively on its or their behalf.

3. Global Exposure

Unless otherwise disclosed in the relevant Supplement, each Sub-Fund shall employ a commitment approach in determining its global exposure to financial derivative instruments and will ensure that such global exposure does not exceed the limits as set out in the CSSF circular 11/512 of 30 May 2011.

Each Sub-Fund shall ensure that its global exposure relating to derivative instruments does not exceed the total net value of its portfolio.

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

4. Additional investment restrictions:

- 4.1** No Sub-Fund may acquire commodities or precious metals or certificates representative thereof, provided that transactions in foreign currencies, financial instruments, indices or Transferable Securities as well as futures and forward contracts, options and swaps thereon are not considered to be transactions in commodities for the purposes of this restriction.
- 4.2** No Sub-Fund may invest in real estate or any option, right or interest therein provided that investments may be made in securities secured by real estate or interests therein or issued by companies which invest in real estate or interests therein.
- 4.3** The investment policy of a Sub-Fund may replicate the composition of an index of securities or debt securities, in compliance with the Grand-Ducal Regulation of 8 February 2008 relating to certain definitions of the UCI Law and implementing the UCITS Directive.
- 4.4** A Sub-Fund may not grant loans or guarantees in favour of a third party, provided that such restriction shall not prevent each Sub-Fund from investing in non fully paid-up Transferable Securities, Money Market Instruments or other financial instruments, as mentioned in 1.5, 1.7 and 1.8 above and shall not prevent the lending of securities in accordance with applicable laws and regulations (as described further in 'Securities Lending and Borrowing' below).
- 4.5** The Company may not enter into uncovered sales of Transferable Securities, Money Market Instruments or other financial instruments as listed in 1.5, 1.7 and 1.8 above.
- 4.6** The ceilings set forth above may be disregarded by each Sub-Fund when exercising subscription rights attaching to securities in such Sub-Fund's portfolio.
- 4.7** If such ceilings are exceeded for reasons beyond the control of a Sub-Fund or as a result of the exercise of subscription rights, such Sub-Fund must adopt as its priority objective in its sale transactions the remedying of such situation, taking due account of the interests of its shareholders.
- 4.8** The Board of Directors has the right to determine additional investment restrictions to the extent that those restrictions are necessary to comply with the laws and regulations of countries where Shares of the Company are offered or sold.

5. Techniques and Instruments

5.1 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 and investment purposes 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 the relevant Sub-Fund or add substantial supplementary risks in comparison to the stated risk profile of the relevant Sub-Fund.

The risk exposure to a counterparty generated through efficient portfolio management techniques and OTC financial derivatives must be combined when calculating counterparty risk limits.

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.

5.2 Securities lending and borrowing

As per Regulation (EU) 2015/23 of the European Parliament and of the Council of 25 November 2015 on transparency of securities financing transactions and of reuse, amending Regulation 648/2012, The Company will not enter into any securities lending and/or borrowing transactions.

5.3 Reverse repurchase and 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:

1. The counterparty to these transactions must be subject to prudential supervision rules considered by the CSSF as equivalent to those prescribed by EU law; and
2. 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.

5.4 Collateral Management

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.

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:

1. 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;
2. 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;
3. 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;
4. It should be sufficiently diversified in terms of country, markets and issuers with a maximum exposure of 20% of the Sub-Fund's net asset value to any single issuer on an aggregate basis, taking into account all collateral received, except for Sub-Funds which are fully collateralized in financial instruments issued or guaranteed by governments or public international bodies. Such Sub-Funds should receive securities from at least six different issues, and securities from any single issue should not account for more than 30% of the Sub-Funds NAV; and

5. 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:

1. Cash and cash equivalents, including short-term bank certificates and Money Market Instruments; and
2. 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.

Level of collateral

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

Efficient portfolio management techniques

The risk exposure to a single counterparty with respect to each Sub-Fund arising from one or more sale with right of repurchase transactions and/or reverse repurchase/repurchase transactions may not exceed 10% of its assets when the counterparty is a credit institution referred to under item 1.6 above or 5% of its assets in other cases.

OTC financial derivative transactions

The Sub-Fund will generally require the counterparty to an OTC derivative to post some collateral in favour of the Company.

Haircut policy

Collateral will be valued, on a daily basis, using available market prices and taking into account appropriate discounts which will be determined by the Company for each asset class based on its haircut policy. The policy takes into account a variety of factors, depending on the nature of the collateral received, such as the issuer's credit standing, the maturity, currency, price volatility of the assets and, where applicable, the outcome of liquidity stress tests carried out by the Company under normal and exceptional liquidity conditions.

The following haircuts are applied:

OTC Derivatives

Collateral Instrument Type	Haircut
Cash (EUR-USD-GBP)	1%
Cash (other currencies)	5%
Government Bonds with following residual maturity (1):	
Less than 1 year	1%
1 year but less than 10 years	5%

15 years or more 10%

Securities Lending

Collateral Instrument Type	Haircut
Government Bonds (2)	10%
Cash (3)	5%

Repurchase / Reverse Repurchase Transactions

Collateral Instrument Type	Haircut
Government Bonds (3)	10%

- (1) issued or guaranteed by a Member State of the OECD;
- (2) issued or guaranteed by a Member State of the OECD or by their local public authorities or by supranational organizations and institutions of good quality;
- (3) in the same currency as the securities lent.

Reinvestment of collateral

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

Cash collateral received by the Company can only be:

1. placed on deposit with credit institutions which have their registered office in an EU Member State or, if their registered office is located in a third-country, are subject to prudential rules considered by the CSSF as equivalent to those laid down in EU law;
2. invested in high-quality government bonds;
3. used for the purpose of reverse repo transactions provided the transactions are with credit institutions subject to prudential supervision and the Company is able to recall at any time the full amount of cash on accrued basis; and/or
4. invested in short-term money market funds as defined in the Guidelines on a Common Definition of European Money Market Funds.

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

A Sub-Fund may incur a loss in reinvesting the cash collateral it receives. Such a loss may arise due to a decline in the value of the investment made with cash collateral received. A decline in the value of such investment of the cash collateral would reduce the amount of collateral available to be returned by the relevant Sub-Fund to the counterparty at the conclusion of the transaction. The relevant Sub-Fund would be required to cover the difference in value between the collateral originally received and the amount available to be returned to the counterparty, thereby resulting in a loss to the Sub-Fund.

5.5 Leverage/Global Exposure

The Management Company uses the commitment approach to calculate the Company's global exposure. Based on the commitment approach, the Company's expected level of leverage will generally vary from 0% to 200% of the Company's Net

Asset Value. The level of leverage could sometimes be higher under certain circumstances including but not limited to changes in the reference market conditions and the investment strategy.

SUPPLEMENT 1: SABADELL FUNDS SICAV - NOVEUROPE

The information contained in this part of this Prospectus in relation to SABADELL FUNDS SICAV – NOVEUROPE should be read in conjunction with the full text of this Prospectus.

Name of Sub-Fund	SABADELL FUNDS SICAV – NOVEUROPE
Investment Objective	The Sub-Fund seeks to efficiently deliver exposure to equity securities issued by companies located mainly in Europe. There can be no assurance that the Sub-Fund will achieve its investment objective.
Investment Policy	<p>The Sub-Fund will seek to achieve its Investment Objective through exposures of at least 2/3 of its net assets to equity securities issued by companies located primarily in Europe, either directly or through equity derivatives or index derivatives, or through exchange traded funds (“ETFs”) in accordance with the provisions of article 41 (1) e) of the UCI Law and within the investment restrictions set forth in Appendix 1 of this Prospectus.</p> <p>Taking into consideration the market conditions and/or opportunities offered by the markets, the Sub-Fund may, on an ancillary basis, exceptionally and temporarily hold cash up to 100% of its net assets. The Sub-Fund may invest this cash in (i) cash deposits and/or (ii) Money Market Instruments.</p> <p>The Sub-Fund may also use currency derivatives in order to increase or reduce the exposure to currencies other than the Reference Currency of the Sub-Fund.</p> <p>The Sub-Fund ensures a balance between risk and overall performance through optimal portfolio diversification.</p>
Profile of Typical Investor	<p>The typical investor in the Sub-Fund will be an investor who understands and appreciates the risks associated with investment in Shares of the Sub-Fund and wishes to benefit from the high growth potential of European undertakings which are in the forefront of their respective sectors.</p> <p>Investors should be aware that this investment can be risky for short-term investments.</p> <p>The recommended minimum investment period is over 5 years.</p>
Risk Management and Expected Level of Leverage	In accordance with the UCI Law and the applicable regulations, in particular Circular CSSF 11/512, the Sub-Fund uses a risk-management process which enables it to assess the exposure of the Sub-Fund to market, liquidity and counterparty risks, and to all other risks, including operational risks, which are material for the Sub-Fund. The global exposure to financial derivative instruments will be calculated according to the commitment approach.

Valuation Day	Each Tuesday which is a Business Day. If a Valuation Day falls on a day that is not a Business Day, the Valuation Day shall be the next Business Day.
Dealing Request Deadline	2:00 p.m. (Luxembourg time) on each Business Day previous to the Valuation Day.
Settlement	<p>Cleared funds for the full amount of the subscription price of the Shares being subscribed for must be delivered to the account of the Paying Agent within 2 Business Days following the relevant Valuation Day.</p> <p>Payment of the redemption proceeds will be made as soon as practicable after the relevant Valuation Day and normally within two Business Days after the relevant Valuation Day. Payment will be made in the Reference Currency of denomination of the Shares being redeemed by direct transfer in accordance with instructions given by the redeeming Shareholder to the Sub-Administrator and at the Shareholder's risk. Payments made on receipt of faxed instructions will only be processed where payment is made to the account of record as provided on either (a) the original, duly signed, initial application form, or (b) the original, duly signed bank mandate change request.</p>
Reference Currency	The Reference Currency of the Sub-Fund is EUR. The Net Asset Value of the Sub-Fund will be expressed in EUR.
Minimum Initial Investment	6 EUR
Minimum Additional Investment	0 EUR
Minimum Holding	0 EUR
Management Fee	Up to 1.75% of the average Net Asset Value of the Sub-Fund with respect to the relevant quarter.
Listing	The Sub-Fund is currently not listed on any stock exchange

SUPPLEMENT 2: SABADELL FUNDS SICAV – CAPITAL APPRECIATION 1

The information contained in this part of this Prospectus in relation to SABADELL FUNDS SICAV – CAPITAL APPRECIATION 1 should be read in conjunction with the full text of this Prospectus.

Name of Sub-Fund	SABADELL FUNDS SICAV – CAPITAL APPRECIATION 1
Investment Objective	The Sub-Fund seeks to efficiently deliver exposure to fixed income securities and to ensure repayment of nominal value of the total invested capital. There can be no assurance that the Sub-Fund will achieve its investment objective.
Investment Policy	<p>The Sub-Fund will seek to achieve its Investment Objective through exposures of its entire assets to fixed income securities and other financial debt instruments and interest-bearing investments with fixed or variable interest rates, either directly or through investments in UCITS and/or UCIs in accordance with article 41 (1) e) of the UCI Law, as well as through bank deposits so as to build a broadly diversified portfolio and take advantage of more attractive returns than those generated by the Euro Money Market without excessively increasing its risk exposure. The Sub-Fund may also use government bond derivatives and interest rate derivatives.</p> <p>The Sub-Fund may also use currency derivatives in order to increase or reduce the exposure to currencies other than the Reference Currency of the Sub-Fund.</p> <p>The Sub-Fund will not invest more than 20% of its net assets in asset-backed securities or mortgage-backed securities.</p> <p>Taking into consideration the market conditions and/or opportunities offered by the markets, the Sub-Fund may, on an ancillary basis, exceptionally and temporarily hold cash up to 100% of its net assets. The Sub-Fund may invest this cash in (i) cash deposits and/or (ii) Money Market Instruments.</p>
Profile of Typical Investor	<p>The typical investor in the Sub-Fund will be an investor who understands and appreciates the risks associated with investment in Shares of the Sub-Fund and wishes to invest in a broadly diversified fixed income portfolio.</p> <p>Investors should be aware that this investment can be risky for short-term investments.</p> <p>The recommended minimum investment period is over 3 years.</p>
Risk Management and Expected Level of Leverage	In accordance with the UCI Law and the applicable regulations, in particular Circular CSSF 11/512, the Sub-Fund uses a risk-management process which enables it to assess the exposure of the Sub-Fund to market, liquidity and counterparty risks, and to all other risks, including operational risks, which are material for the Sub-Fund. The global exposure to financial derivative instruments will be calculated according to the

	commitment approach.
Valuation Day	Each Tuesday which is a Business Day. If a Valuation Day falls on a day that is not a Business Day, the Valuation Day shall be the next Business Day.
Dealing Request Deadline	2:00 p.m. (Luxembourg time) on each Business Day previous to the Valuation Day.
Settlement	<p>Cleared funds for the full amount of the subscription price of the Shares being subscribed for must be delivered to the account of the Paying Agent within 2 Business Days following the relevant Valuation Day.</p> <p>Payment of the redemption proceeds will be made as soon as practicable after the relevant Valuation Day and normally within two Business Days after the relevant Valuation Day. Payment will be made in the Reference Currency of denomination of the Shares being redeemed by direct transfer in accordance with instructions given by the redeeming Shareholder to the Sub-Administrator and at the Shareholder's risk. Payments made on receipt of faxed instructions will only be processed where payment is made to the account of record as provided on either (a) the original, duly signed, initial application form, or (b) the original, duly signed bank mandate change request.</p>
Reference Currency	The Reference Currency of the Sub-Fund is EUR. The Net Asset Value of the Sub-Fund will be expressed in EUR.
Minimum Initial Investment	6 EUR
Minimum Additional Investment	0 EUR
Minimum Holding	0 EUR
Management Fee	Up to 0.8% of the average Net Asset Value of the Sub-Fund with respect to the relevant quarter, subject always to a minimum annual fee of EUR 60,000.
Listing	The Sub-Fund is currently not listed on any stock exchange

SUPPLEMENT 3: SABADELL FUNDS SICAV – CAPITAL APPRECIATION 2

The information contained in this part of this Prospectus in relation to SABADELL FUNDS SICAV – CAPITAL APPRECIATION 2 should be read in conjunction with the full text of this Prospectus.

Name of Sub-Fund	SABADELL FUNDS SICAV – CAPITAL APPRECIATION 2
Investment Objective	The Sub-Fund seeks to efficiently deliver exposure to fixed income securities and to ensure repayment of nominal value of the total invested capital. There can be no assurance that the Sub-Fund will achieve its investment objective.
Investment Policy	<p>The Sub-Fund will seek to achieve its Investment Objective through exposures of a large amount of its assets (at least 2/3 of its net assets) to a broadly diversified fixed income portfolio and seek to take advantage of more attractive returns than those generated by the Euro Money Market without excessively increasing its risk exposure.</p> <p>Target fixed income securities include bonds and other financial debt instruments and interest-bearing investments with fixed or variable interest rates, which will be acquired either directly or through investments in UCITS and/or UCIs in accordance with article 41 (1) e) of the UCI Law, as well as through bank deposits so as to build a broadly diversified portfolio. The Sub-Fund may also use government bond derivatives and interest rate derivatives.</p> <p>On an ancillary basis (up to maximum 1/3 of its assets), the Sub-Fund will invest in other UCITS, as well as in shares and other equity securities issued by companies located or operating in Europe or in the United States of America and listed on a European or U.S stock exchange and, to a lesser extent, in shares issued by companies located in other developed and emerging countries, either directly or through equity derivatives or index derivatives or exchange traded funds (“ETFs” in accordance with article 41 (1) e) of the UCI Law).</p> <p>The Sub-Fund may also use currency derivatives in order to increase or reduce the exposure to currencies other than the Reference Currency of the Sub-Fund.</p> <p>The Sub-Fund will not invest more than 20% of its net assets in asset-backed securities or mortgage-backed securities.</p> <p>Taking into consideration the market conditions and/or opportunities offered by the markets, the Sub-Fund may, on an ancillary basis, exceptionally and temporarily hold cash up to 100% of its net assets. The Sub-Fund may invest this cash in (i) cash deposits and/or (ii) Money Market Instruments.</p>
Profile of Typical Investor	The typical investor in the Sub-Fund will be an investor who understands and appreciates the risks associated with investment in Shares of the Sub-Fund and wishes to invest in a

	<p>broadly diversified fixed income portfolio and to take advantage of more attractive returns than those generated by Euro Money Market as well as to benefit from the strong growth potential of European companies and to a lesser extent of other economic areas.</p> <p>Investors should be aware that this investment can be risky for short-term investments.</p> <p>The recommended minimum investment period is over 5 years.</p>
Risk Management and Expected Level of Leverage	In accordance with the UCI Law and the applicable regulations, in particular Circular CSSF 11/512, the Sub-Fund uses a risk-management process which enables it to assess the exposure of the Sub-Fund to market, liquidity and counterparty risks, and to all other risks, including operational risks, which are material for the Sub-Fund. The global exposure to financial derivative instruments will be calculated according to the commitment approach.
Valuation Day	Each Tuesday which is a Business Day. If a Valuation Day falls on a day that is not a Business Day, the Valuation Day shall be the next Business Day.
Dealing Request Deadline	2:00 p.m. (Luxembourg time) on each Business Day previous to the Valuation Day.
Settlement	<p>Cleared funds for the full amount of the subscription price of the Shares being subscribed for must be delivered to the account of the Paying Agent within 2 Business Days following the relevant Valuation Day.</p> <p>Payment of the redemption proceeds will be made as soon as practicable after the relevant Valuation Day and normally within two Business Days after the relevant Valuation Day. Payment will be made in the Reference Currency of denomination of the Shares being redeemed by direct transfer in accordance with instructions given by the redeeming Shareholder to the Sub-Administrator and at the Shareholder's risk. Payments made on receipt of faxed instructions will only be processed where payment is made to the account of record as provided on either (a) the original, duly signed, initial application form, or (b) the original, duly signed bank mandate change request.</p>
Reference Currency	The Reference Currency of the Sub-Fund is EUR. The Net Asset Value of the Sub-Fund will be expressed in EUR.
Minimum Initial Investment	6 EUR
Minimum Additional Investment	0 EUR
Minimum Holding	0 EUR
Management Fee	Up to 0.8% of the average Net Asset Value of the Sub-Fund with

	respect to the relevant quarter, subject always to a minimum annual fee of EUR 60,000.
Listing	The Sub-Fund is currently not listed on any stock exchange

SUPPLEMENT 4: SABADELL FUNDS SICAV – CAPITAL APPRECIATION 3

The information contained in this part of this Prospectus in relation to SABADELL FUNDS SICAV – CAPITAL APPRECIATION 3 should be read in conjunction with the full text of this Prospectus.

Name of Sub-Fund	SABADELL FUNDS SICAV – CAPITAL APPRECIATION 3
Investment Objective	The Sub-Fund seeks to efficiently deliver exposure to fixed income securities and to ensure repayment of nominal value of the total invested capital. There can be no assurance that the Sub-Fund will achieve its investment objective.
Investment Policy	<p>The Sub-Fund will seek to achieve its Investment Objective through exposures of a large amount of its assets (at least 3/5 of its net assets) to a broadly diversified fixed income portfolio and seek to take advantage of more attractive returns than those generated by the Euro Money Market without excessively increasing its risk exposure.</p> <p>Target fixed income securities include bonds and other financial debt instruments and interest-bearing investments with fixed or variable interest rates, which will be acquired either directly or through investments in UCITS and/or UCIs in accordance with article 41 (1) e) of the UCI Law, as well as through bank deposits so as to build a broadly diversified portfolio. The Sub-Fund may also use government bond derivatives and interest rate derivatives.</p> <p>On an ancillary basis (up to maximum 2/5 of its assets), the Sub-Fund will invest in other UCITS, as well as in shares and other equity securities issued by companies located or operating in Europe or in the United States of America and listed on a European or U.S stock exchange and, to a lesser extent, in shares issued by companies located in other developed and emerging countries, either directly or through equity derivatives or index derivatives or exchange traded funds (“ETFs” in accordance with article 41 (1) e) of the UCI Law.</p> <p>The Sub-Fund may also use currency derivatives in order to increase or reduce the exposure to currencies other than the Reference Currency of the Sub-Fund.</p> <p>The Sub-Fund will not invest more than 20% of its net assets in asset-backed securities or mortgage-backed securities.</p> <p>Taking into consideration the market conditions and/or opportunities offered by the markets, the Sub-Fund may, on an ancillary basis, exceptionally and temporarily hold cash up to 100% of its net assets. The Sub-Fund may invest this cash in (i) cash deposits and/or (ii) Money Market Instruments.</p>
Profile of Typical Investor	The typical investor in the Sub-Fund will be an investor who understands and appreciates the risks associated with investment in Shares of the Sub-Fund and wishes to invest in a

	<p>broadly diversified fixed income portfolio and to take advantage of more attractive returns than those generated by Euro Money Market as well as to benefit from the strong growth potential of European companies.</p> <p>Investors should be aware that this investment can be risky for short-term investments.</p> <p>The recommended minimum investment period is over 5 years.</p>
Risk Management and Expected Level of Leverage	In accordance with the UCI Law and the applicable regulations, in particular Circular CSSF 11/512, the Sub-Fund uses a risk-management process which enables it to assess the exposure of the Sub-Fund to market, liquidity and counterparty risks, and to all other risks, including operational risks, which are material for the Sub-Fund. The global exposure to financial derivative instruments will be calculated according to the commitment approach.
Valuation Day	Each Tuesday which is a Business Day. If a Valuation Day falls on a day that is not a Business Day, the Valuation Day shall be the next Business Day.
Dealing Request Deadline	2:00 p.m. (Luxembourg time) on each Business Day previous to the Valuation Day.
Settlement	<p>Cleared funds for the full amount of the subscription price of the Shares being subscribed for must be delivered to the account of the Paying Agent within 2 Business Days following the relevant Valuation Day.</p> <p>Payment of the redemption proceeds will be made as soon as practicable after the relevant Valuation Day and normally within two Business Days after the relevant Valuation Day. Payment will be made in the Reference Currency of denomination of the Shares being redeemed by direct transfer in accordance with instructions given by the redeeming Shareholder to the Sub-Administrator and at the Shareholder's risk. Payments made on receipt of faxed instructions will only be processed where payment is made to the account of record as provided on either (a) the original, duly signed, initial application form, or (b) the original, duly signed bank mandate change request.</p>
Reference Currency	The Reference Currency of the Sub-Fund is EUR. The Net Asset Value of the Sub-Fund will be expressed in EUR.
Minimum Initial Investment	6 EUR
Minimum Additional Investment	0 EUR
Minimum Holding	0 EUR
Management Fee	Up to 0.6% of the average Net Asset Value of the Sub-Fund with

	respect to the relevant quarter
Listing	The Sub-Fund is currently not listed on any stock exchange

SUPPLEMENT 5: SABADELL FUNDS SICAV – DOLLAR PORTFOLIO

The information contained in this part of this Prospectus in relation to SABADELL FUNDS SICAV – DOLLAR PORTFOLIO should be read in conjunction with the full text of this Prospectus.

Name of Sub-Fund	SABADELL FUNDS SICAV – DOLLAR PORTFOLIO
Investment Objective	<p>The Sub-Fund offers an investment solution through an active asset allocation. The objective of the Sub-Fund is to generate long term capital growth through the investment in a diversified portfolio of UCITS, which in turn invest in fixed income securities denominated in USD as well as in equity securities denominated in USD and listed in the United States. The exposure to equity will be managed in an active manner and will not exceed 50% of the Sub-Fund's net assets.</p> <p>There can be no assurance that the Sub-Fund will achieve its investment objective.</p>
Investment Policy	<p>The Sub-Fund will seek to achieve its Investment Objective through exposures of at least 1/2 of its net assets to a broadly diversified fixed income portfolio and seek to take advantage of more attractive returns than those generated by the USD Money Market without excessively increasing its risk exposure. Such exposure is mainly achieved through investments in regulated open-ended diversified UCITS and other UCIs within the meaning of article 1 paragraph (2) points a) and b) of the UCITS Directive being subject to equivalent risk spreading limits as those applicable to Luxembourg UCIs governed by Part I of the UCI Law.</p> <p>Target fixed income securities include bonds and other financial debt instruments and interest-bearing investments with fixed or variable interest rates, which will be acquired either directly or through investments in UCITS and/or UCIs in accordance with article 41 (1) e) of the UCI Law, as well as through bank deposits so as to build a broadly diversified portfolio. The Sub-Fund may also use government bond derivatives and interest rate derivatives, such as futures and options.</p> <p>On an ancillary basis (up to maximum 1/2 of its assets), the Sub-Fund will invest in other UCITS, as well as in shares and other equity securities issued by companies mainly located or mainly operating in the United States and listed mainly on the US stock exchange and, to a lesser extent, in shares issued by companies located in other developed countries, either directly or through equity derivatives or index derivatives or exchange traded funds ("ETFs" in accordance with article 41 (1) e) of the UCI Law.</p> <p>The Sub-Fund may also use currency derivatives in order to increase or reduce the exposure to currencies other than the Reference Currency of the Sub-Fund.</p>

	<p>The Sub-Fund will not invest more than 20% of its net assets in asset-backed securities or mortgage-backed securities.</p> <p>Taking into consideration the market conditions and/or opportunities offered by the markets, the Sub-Fund may, on an ancillary basis, exceptionally and temporarily hold cash up to 100% of its net assets. The Sub-Fund may invest this cash in (i) cash deposits and/or (ii) Money Market Instruments.</p>
Profile of Typical Investor	<p>The typical investor in the Sub-Fund will be an investor who understands and appreciates the risks associated with investment in Shares of the Sub-Fund and wishes to invest in a broadly diversified fixed income portfolio containing a significant portion of equity securities and to take advantage of more attractive returns than those generated by USD Money Market as well as to benefit from the strong growth potential of American companies.</p> <p>Investors should be aware that this investment can be risky for short-term investments.</p> <p>The recommended minimum investment period is over 5 years.</p>
Risk Management and Expected Level of Leverage	<p>In accordance with the UCI Law and the applicable regulations, in particular Circular CSSF 11/512, the Sub-Fund uses a risk-management process which enables it to assess the exposure of the Sub-Fund to market, liquidity and counterparty risks, and to all other risks, including operational risks, which are material for the Sub-Fund. The global exposure to financial derivative instruments will be calculated according to the commitment approach.</p>
Valuation Day	<p>Each Tuesday which is a Business Day. If a Valuation Day falls on a day that is not a Business Day, the Valuation Day shall be the next Business Day.</p>
Dealing Request Deadline	<p>5:00 p.m. (Luxembourg time) on each Thursday previous to the Valuation Day.</p>
Settlement	<p>Cleared funds for the full amount of the subscription price of the Shares being subscribed for must be delivered to the account of the Paying Agent within 2 Business Days following the relevant Valuation Day.</p> <p>Payment of the redemption proceeds will be made as soon as practicable after the relevant Valuation Day and normally within two Business Days after the relevant Valuation Day. Payment will be made in the Reference Currency of denomination of the Shares being redeemed by direct transfer in accordance with instructions given by the redeeming Shareholder to the Sub-Administrator and at the Shareholder's risk. Payments made on receipt of faxed instructions will only be processed where payment is made to the account of record as provided on either (a) the original, duly signed, initial application form, or (b)</p>

	the original, duly signed bank mandate change request.
Reference Currency	The Reference Currency of the Sub-Fund is USD. The Net Asset Value of the Sub-Fund will be expressed in USD.
Minimum Initial Investment	6 USD
Minimum Additional Investment	0 USD
Minimum Holding	0 USD
Management Fee	Up to 0.90% of the average Net Asset Value of the Sub-Fund with respect to the relevant quarter
Listing	The Sub-Fund is currently not listed on any stock exchange

SUPPLEMENT 6: SABADELL FUNDS SICAV – STERLING PORTFOLIO

The information contained in this part of this Prospectus in relation to SABADELL FUNDS SICAV – STERLING PORTFOLIO should be read in conjunction with the full text of this Prospectus.

Name of Sub-Fund	SABADELL FUNDS SICAV – STERLING PORTFOLIO
Investment Objective	<p>The Sub-Fund offers an investment solution through an active asset allocation. The objective of the Sub-Fund is to generate long term capital growth through the investment in a diversified portfolio of UCITS which in turn invest in fixed income securities denominated in GBP as well as in equity securities denominated in GBP and listed in Europe. The exposure to equity will be managed in an active manner and will not exceed 50% of the Sub-Fund's net assets.</p> <p>There can be no assurance that the Sub-Fund will achieve its investment objective.</p>
Investment Policy	<p>The Sub-Fund will seek to achieve its Investment Objective through exposures of at least 1/2 of its net assets to a broadly diversified fixed income portfolio and seek to take advantage of more attractive returns than those generated by the GBP Money Market without excessively increasing its risk exposure. Such exposure is mainly achieved through investments in regulated open-ended diversified UCITS and other UCIs within the meaning of article 1 paragraph (2) points a) and b) of the UCITS Directive being subject to equivalent risk spreading limits as those applicable to Luxembourg UCIs governed by Part I of the UCI Law.</p> <p>Target fixed income securities include bonds and other financial debt instruments and interest-bearing investments with fixed or variable interest rates, which will be acquired either directly or through investments in UCITS and/or UCIs in accordance with article 41 (1) e) of the UCI Law, as well as through bank deposits so as to build a broadly diversified portfolio. The Sub-Fund may also use government bond derivatives and interest rate derivatives, such as futures and options.</p> <p>On an ancillary basis (up to maximum 1/2 of its assets), the Sub-Fund will invest in other UCITS, as well as in shares and other equity securities issued by companies mainly located or mainly operating in Europe and listed mainly on a European stock exchange and, to a lesser extent, in shares issued by companies located in other developed countries, either directly or through equity derivatives or index derivatives or exchange traded funds ("ETFs") in accordance with article 41 (1) e) of the UCI Law.</p> <p>The Sub-Fund may also use currency derivatives in order to increase or reduce the exposure to currencies other than the Reference Currency of the Sub-Fund.</p>

	<p>The Sub-Fund will not invest more than 20% of its net assets in asset-backed securities or mortgage-backed securities.</p> <p>Taking into consideration the market conditions and/or opportunities offered by the markets, the Sub-Fund may, on an ancillary basis, exceptionally and temporarily hold cash up to 100% of its net assets. The Sub-Fund may invest this cash in (i) cash deposits and/or (ii) Money Market Instruments.</p>
Profile of Typical Investor	<p>The typical investor in the Sub-Fund will be an investor who understands and appreciates the risks associated with investment in Shares of the Sub-Fund and wishes to invest in a broadly diversified fixed income portfolio containing a significant portion of equity securities and to take advantage of more attractive returns than those generated by GBP Money Market as well as to benefit from the strong growth potential of European companies.</p> <p>Investors should be aware that this investment can be risky for short-term investments.</p> <p>The recommended minimum investment period is over 5 years.</p>
Risk Management and Expected Level of Leverage	<p>In accordance with the UCI Law and the applicable regulations, in particular Circular CSSF 11/512, the Sub-Fund uses a risk-management process which enables it to assess the exposure of the Sub-Fund to market, liquidity and counterparty risks, and to all other risks, including operational risks, which are material for the Sub-Fund. The global exposure to financial derivative instruments will be calculated according to the commitment approach.</p>
Valuation Day	<p>Each Tuesday which is a Business Day. If a Valuation Day falls on a day that is not a Business Day, the Valuation Day shall be the next Business Day.</p>
Dealing Request Deadline	<p>5:00 p.m. (Luxembourg time) on each Thursday previous to the Valuation Day.</p>
Settlement	<p>Cleared funds for the full amount of the subscription price of the Shares being subscribed for must be delivered to the account of the Paying Agent within 2 Business Days following the relevant Valuation Day.</p> <p>Payment of the redemption proceeds will be made as soon as practicable after the relevant Valuation Day and normally within two Business Days after the relevant Valuation Day. Payment will be made in the Reference Currency of denomination of the Shares being redeemed by direct transfer in accordance with instructions given by the redeeming Shareholder to the Sub-Administrator and at the Shareholder's risk. Payments made on receipt of faxed instructions will only be processed where payment is made to the account of record as provided on</p>

	either (a) the original, duly signed, initial application form, or (b) the original, duly signed bank mandate change request.
Reference Currency	The Reference Currency of the Sub-Fund is GBP. The Net Asset Value of the Sub-Fund will be expressed in GBP.
Minimum Initial Investment	6 GBP
Minimum Additional Investment	0 GBP
Minimum Holding	0 GBP
Management Fee	Up to 0.90% of the average Net Asset Value of the Sub-Fund with respect to the relevant quarter
Listing	The Sub-Fund is currently not listed on any stock exchange