

VISA 2021/164604-5326-0-PC

L'apposition du visa ne peut en aucun cas servir
d'argument de publicité

Luxembourg, le 2021-03-24

Commission de Surveillance du Secteur Financier

A handwritten signature in blue ink, appearing to be 'h3h', is written over a faint rectangular stamp.

Issue Document

IOR

A Luxembourg Undertaking for Collective Investment organized as an FCP-SIF ("*Fonds Commun de Placement*" – "Specialised Investment Fund")

Established under the Luxembourg law of 13 February 2007 on specialised investment funds, as amended (the "**2007 Law**"), and qualifies as alternative investment fund ("**AIF**") in accordance with the law of 12 July 2013 on alternative investment fund managers, as amended (the "**2013 Law**").

February 2021

Important Information

IOR (the "**Fund**") is organised as an *FCP-SIF*, i.e. a common mutual investment fund (*fonds commun de placement*), governed by the laws of the Grand Duchy of Luxembourg and subject to the 2007 Law and to the 2013 Law. The Fund is managed by FundRock Management Company S.A., a management company governed by Chapter 15 of the Luxembourg law dated 17 December 2010 on undertakings for collective investment, as amended. The Management Company also acts as alternative investment fund manager (the "**AIFM**") in accordance with the provisions of Chapter 2 of the 2013 Law.

The Management Company is offering Units of the Fund on the basis of the information contained in this Issue Document and the Management Regulations. No person is authorized to give any information or to make any representations concerning the Fund other than as contained in the Issue Document, the Management Regulations and in the other documents referred to herein, and any purchase made by any person on the basis of statements or representations not contained in or inconsistent with the information and representations contained in this Issue Document, the Management Regulations or in the other documents referred to herein, shall be solely at the risk of the investor.

The Fund is an open-ended mutual investment fund, established for an unlimited duration.

The distribution of the present Issue Document is not authorized unless it is accompanied, to the extent available, by the most recent annual report of the Fund.

The Units of the Fund are reserved to Eligible Investors within the meaning of article 2 of the 2007 Law. The Management Company will refuse to issue Units to persons and companies that do not characterize as Eligible Investors. Furthermore, the Management Company will refuse to make any transfer of Units to the extent that such transfer would result in a non-Eligible Investor becoming a Unitholder. The Management Company, at its sole discretion, may refuse the issue or the transfer of Units of the Fund if there exists no sufficient evidence that the company or entity to which the Units should be issued or transferred is an Eligible Investor. In order to determine whether a purchaser or transferee of Units may qualify as an Eligible Investor, the Management Company will refer to the recommendations made by the relevant supervisory authorities. Generally, the Management Company may, at its sole discretion, reject any application for subscription of Units and proceed, at any time, to the compulsory redemption of all the Units held by a non-Eligible Investor.

US Securities Act 1933 / US Investment Company Act 1940

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

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

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

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

Applicants for the subscription to Units will be required to certify that they are not US Persons and might be requested to prove that they are not Prohibited Persons.

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

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

FundRock Management Company S.A. may refuse to issue Units to Prohibited Persons or to register any transfer of Units to any Prohibited Person. Moreover FundRock Management Company S.A. may at any time forcibly redeem/repurchase the Units held by a Prohibited Person.

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

The value of the Units may fall as well as rise and an investor may not get back the amount initially invested. Income from the Units may fluctuate in money terms and changes in currency exchange rates may, among other things, cause the value of Units to go up or down. The levels and bases of, and relieves from, taxation may change.

Prospective 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, redemption or disposal of the Units of the Fund.

The distribution of the Issue Document and the offering of the Units may be restricted in certain jurisdictions. The Issue Document does not constitute an offer or solicitation in a jurisdiction where to do so is unlawful or where the person making the offer or solicitation is not qualified to do so or where a person receiving the offer or solicitation may not lawfully do so. It is the responsibility of any person in possession of the Issue Document and of any person wishing to apply for Units to inform themselves of and to observe all applicable laws and regulations of the relevant jurisdictions.

Management and Administration

AIFM and Management Company

FundRock Management Company S.A.
33, rue de Gasperich
L-5826 Hesperange

Board of Directors of FundRock Management Company S.A.

Chairman

Mr Michel Marcel Vareika
Independent Non-Executive Director
Grand Duchy of Luxembourg

Directors

Mr Romain Denis
Executive Director – IT Projects, Data Management & Strategic Projects
FundRock Management Company S.A.
Grand Duchy of Luxembourg

Mrs Tracey MacDermott
Independent Non-Executive Director
Grand Duchy of Luxembourg

Thibault Gregoire
Executive Director– Chief Financial Officer FundRock Management Company S.A.
Grand Duchy of Luxembourg

Conducting Officers of FundRock Management Company S.A.:

Mr Romain Denis
Executive Director – IT Projects, Data Management & Strategic Projects
FundRock Management Company S.A.

Matteo Sbrolla
Director – Investment Management & Distribution Oversight
FundRock Management Company S.A.

Emmanuel Nantas
Director – Compliance
FundRock Management Company S.A.

Franck Caramelle
Director – Alternatives Investments

FundRock Management Company S.A.

Alexis Fernandez
Head of Projects & Services – Information System Department
FundRock Management Company S.A.

Depository and Paying Agent

Société Générale Bank & Trust
11, avenue Emile Reuter
L-2420 Luxembourg
Grand-Duchy of Luxembourg

Administrative Agent, Registrar and Transfer Agent

European Fund Administration S.A.
2, rue d'Alsace
L-1122 Luxembourg

Placement and Distribution Agent

Skandinaviska Enskilda Banken AB (publ)
Kungsträdgårdsgatan 8
SE-106 40 Stockholm

Portfolio Manager

Skandinaviska Enskilda Banken AB (publ)
Kungsträdgårdsgatan 8
SE-106 40 Stockholm

Approved Statutory Auditor of the Fund (hereafter the "Auditor")

PricewaterhouseCoopers Société coopérative
2, rue Gerhard Mercator
L-2182 Luxembourg

Auditor of FundRock Management Company S.A.

Deloitte Audit Sàrl
560, rue de Neudorf
L-2220 Luxembourg

Glossary of terms

- "2007 Law" means the Luxembourg law of 13 February 2007 on specialised investment funds, as amended.
- "2013 Law" means the law of 12 July 2013 on alternative investment fund managers, as amended transposing Directive 2011/61/EU of the European Parliament and of the Council of 8 June 2011 on Alternative Investment Fund Managers and amending Directives 2003/41/EC and 2009/65/EC and Regulations (EC) N° 1060/2009 and (EU) N° 1095/2010

A

- "AIFM" means Alternative Investment Fund Manager.
- "AIFM Regulation" means Commission delegated Regulation (EU) N°231/2013 of 19 December 2012 supplementing Directive 2011/61/EU of the European Parliament and of the Council
- "Appendix" or "Appendices" means an appendix to this Issue Document.
- "Article" or "Articles" means an article of the Management Regulations.
- "Administrative Agent" means European Fund Administration S.A..

B

- "Bank Business Day" means any bank business day in Luxembourg except 24 December and 31 December.

C

- "Calculation Day" means any Bank Business Day in Luxembourg which is a day on which the Net Asset Value per Unit shall be computed in accordance with the Management Regulations.
- "Central Administration" means FundRock Management Company S.A..
- "Costs, Fees and Expenses" means the costs, fees and expenses as further described in Section XII of this Issue Document.

D

- "Depository" means Société Générale Bank & Trust or such other depository appointed from time to time by the AIFM.
- "Depository Agreement" means the depository agreement entered into between the AIFM acting on behalf of the Fund and the Depository.

E

- "Eligible Investor" means an institutional investor, professional investor and/or any other investor within the meaning of article 2 of the 2007 Law.
- "Euro" or "EUR" means the lawful currency of the European Union.

F

- "FATF" means *financial action task force*
- "FCP" means *fonds commun de placement*.
- "Fund" means IOR, a *fonds commun de placement*, governed by the 2007 Law, the 2013 Law and the Management Regulations.

I

- "Issue Document" means the Issue Document of the Fund as may be amended from time to time.

L

- "Luxembourg" means the Grand Duchy of Luxembourg.

M

- "Management Company" means FundRock Management Company S.A.
- "Management Regulations" means the management regulations of the Fund, as amended from time to time.
- "Mémorial C" means *Recueil des Sociétés et Associations* which was the official journal of Luxembourg.

N

- "Net Asset Value per Unit" or "NAV per Unit" means the net asset value per Unit and shall be determined on any Valuation Day by dividing the net assets of the Fund, being the value of the assets attributable to the Fund less the portion of liabilities attributable to the Fund, on any such Valuation Day, by the number of Units of the Fund then outstanding, in accordance with the valuation rules set forth in this Issue Document.

P

- "Paying Agent" means Skandinaviska Enskilda Banken S.A.
- "Portfolio Management Agreement" means the portfolio management agreement between the Management Company and the Portfolio Manager.
- "Portfolio Manager" means Skandinaviska Enskilda Banken AB (publ), being the portfolio manager appointed by the AIFM pursuant to the Portfolio Management Agreement, in view of performing portfolio management functions for the Fund.
- "Prohibited Person" means any person holding Units of the Fund in breach of the law or the requirements of any country or governmental authority or any person which in the opinion of the Management Company might cause the Fund to incur any liability or taxation or to suffer any other disadvantage which the Fund may not otherwise have incurred or suffered.

R

- "Reference Currency" means the currency of the Fund, i.e. EUR.
- "Registrar and Transfer Agent" means European Fund Administration S.A..
- "Regulated Market" means a regulated market as defined in item 21 of article 4 of the Directive 2014/65/EU of 15 May 2014 on markets in financial instruments.
- "RESA" means *Recueil Electronique des Sociétés et Associations* which is the official journal of Luxembourg. The Mémorial was replaced by RESA as from 1 June 2016.

S

- "SEB Group" means Skandinaviska Enskilda Banken AB (publ) and all its subsidiaries.
- "Subscription Price" means the offering price per Unit of the Fund as further described in Section VIII of this Issue Document.

U

- "Unit" or "Units" means a co-ownership participation in the Fund which may be issued by the Management Company pursuant to this Issue Document.
- "Unitholder" means a holder of a Unit of the Fund.
- "US" means United States of America

V

- "Valuation Day" means any Bank Business Day which is designated by the AIFM as being a day by reference to which the assets and/or liabilities of the Fund shall be valued in accordance with Article 10.1. of the Management Regulations.

Table of Contents

Important Information	2
Management and Administration	4
Section I – Structure of the Fund	11
1.- General Information	11
2.- Minimum Initial Investment	11
3.- Minimum Net Assets	11
4.- Subscription of Units	11
Section II – Investment Objective, Strategy and Restrictions	11
1.- Investment Objective and Strategy	11
2.- Investment Restrictions	12
3.- Management of Collateral and Collateral Policy	13
Section III – Risk and Liquidity Management	16
Section IV - General Risk Considerations	17
Section V – Management, Governance and Administration	19
1.- The Management Regulations	19
2.- The AIFM and the Management Company	20
3.- The Portfolio Manager	21
4.- The Depositary and Paying Agent	21
5.- The Administrative Agent, Registrar and Transfer Agent	22
6.- The Auditor	23
7.- Investors rights against service providers	23
8.- Procedure for amending the Issue Document	23
Section VI – Anti-Money Laundering Procedures	24
Section VII – Late Trading/Market Timing	24
Section VIII – General Description of the Units of the Fund	24
1.- General Considerations	24
2.- Issue and Sale of Units of the Fund	25
Section IX – Redemption of Units	26
1.- General Considerations	26
2.- Limitations	26
3.- Compulsory Redemptions	26
4.- Redemption Fees	27
Section X– Determination of the Net Asset Value per Unit	27
1.- Calculation	27
2.- Temporary Suspension of the Calculation	29
Section XI – Distribution Policy	30
Section XII – Costs, Fees and Expenses	30
Section XIII – Taxation	31
Section XIV – General Information	33
1.- General Legal Considerations	33
2.- Information to Unitholders	34
Section XV –Liquidation of the Fund	34
Section XVI – Regulatory Disclosure	34

Section XVII – Documents Available.....36

General Information in relation to the Fund

Section I – Structure of the Fund

1.- General Information

The Fund is an FCP managed by FundRock Management Company S.A., a public limited liability company (*société anonyme*) organised under the laws of Luxembourg and having its registered office at 33, rue de Gasperich, L-5826 Hesperange. The Fund, set up on 15 November 2007, is established under the provisions of the 2007 Law on specialised investment funds, as amended, and qualifies as an AIF in accordance with the law of 12 July 2013 on alternative investment fund managers (the "**2013 Law**"). It is governed by the Management Regulations, effective as of 1 November 2016 and which have been deposited with the Luxembourg Trade Register. Notice of such deposit has been published in the *RESA*, for the last time on 2 November 2016. The Management Regulations were last amended with effective date as of and published with *RESA* on the same day. The Fund is registered with the *Registre de Commerce et des Sociétés* under number K 64.

2.- Minimum Initial Investment

The minimum initial investment amounts are set out in Section VII.2 of this Issue Document.

3.- Minimum Net Assets

The minimum net assets of the Fund must reach Euro 1,250,000 within 12 months after the authorisation of the Fund by the *Commission de Surveillance du Secteur Financier*.

4.- Subscription of Units

The modalities relating to subscriptions of Units are set out in Section VIII.2 of this Issue Document.

The Management Company may, at any moment and in its sole discretion, decide to cease accepting any further subscriptions for Units of the Fund in order to protect existing Unitholders, once the Management Company considers that the Fund has reached its capacity constraints.

Section II – Investment Objective, Strategy and Restrictions

1.- Investment Objective and Strategy

The investment objective of the Fund is to manage the Fund's entrusted assets for the benefit and success of the Unitholders and to achieve long-term capital appreciation.

The Fund can invest pursuant to the principle of risk diversification in each of the following assets: listed/non listed equities, listed/non listed interest bearing / current yield instruments, certificates, REITS, income trusts, bonds, real estate companies, private equity, shares of any type of investment funds (including in particular equity funds, hedge funds, real estate funds, funds of funds, private equity funds).

Furthermore, the Fund will make use of financial derivative instruments both for investment and hedging purposes.

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

Pursuant to the requirements prescribed under Directive 2011/61/EU of the European Parliament and of the Council of 8 June 2011 on Alternative Investment Fund Managers ("**AIFMD**"), the maximum level of leverage which the AIFM is entitled to employ on behalf of the Fund is set at 200% of the total net assets under the gross method approach and at 200% of the total net assets under the commitment approach.

2.- Investment Restrictions

In compliance with the provisions of the 2007 Law, the investment strategy of the Fund will be based on the principle of risk diversification.

The Fund may not invest more than 30% of its assets or commit to subscribe in securities of the same type issued by the same issuer. Such limit is however not applicable to investments in securities issued or guaranteed by a member State of the OECD or by the local authorities of such State, by the supranational institutions and organisations with a European Union, regional or international scope and investments in target UCIs for which the requirements relating to risk diversification are at least comparable to those applicable for the Fund. For the application of the described restriction, each sub-fund of a target UCI with an umbrella structure has to be considered as a separate issuer, provided that the principle of segregation of liabilities of the different sub-funds towards third parties is ensured.

The Fund may invest in derivatives, except total return swaps or derivatives with similar characteristics, provided that the underlying assets of such derivatives are in line with the above risk diversification requirements of the Fund. Furthermore, the counterparty risk of the Fund relating to over-the-counter derivatives transactions must not exceed 30% of the Fund's assets. Derivative instruments shall be selectively and consciously used to optimise the economical use of capital and to swap investment exposure for risk control purpose.

Uncovered sales may in principle not have as a result that the Fund holds an uncovered position in securities of the same kind issued by the same issuer which represents more than 30% of its assets.

3.- Management of Collateral and Collateral Policy

General

In the context of OTC financial derivative transactions the Fund may receive collateral with a view to reduce its counterparty risk. This section sets out the collateral policy applied by the Fund in such case. All assets received by the Fund in the context of efficient portfolio management techniques shall be considered as collateral for the purpose of this section.

Eligible Collateral

Collateral received by the Fund may be used to reduce its counterparty risk exposure if it complies with the criteria set out in applicable laws, regulations and CSSF-Circulars issued from time to time notably in terms of liquidity and issuer credit quality, valuation, correlation, collateral diversification, risks linked to the management of collateral and enforceability. In particular, collateral should comply with the following conditions:

(i) Liquidity and issuer credit quality – any collateral received other than cash shall be of high quality, highly liquid and traded on a regulated market or multilateral trading facility with transparent pricing in order that it can be sold quickly at a price that is close to pre-sale valuation.

(ii) Valuation – collateral received shall be valued on at least a daily basis and assets that exhibit high price volatility shall not be accepted as collateral unless suitably conservative haircuts are in place;

(iii) Correlation – the collateral received by the Fund shall be issued by an entity that is independent from the counterpart and is expected not to display a high correlation with the performance of the counterpart;

(iv) Collateral diversification (asset concentration) – collateral shall be sufficiently diversified in terms of country, markets and issuers. The criterion of sufficient diversification with respect to issuer concentration is considered to be respected if the Fund receives from a counterpart of efficient portfolio management and OTC financial derivative transactions a basket of collateral with a maximum exposure to a given issuer of 20% of the respective Sub-Fund's net asset value. When the Fund is exposed to different counterparts, the different baskets of collateral shall be aggregated to calculate the 20% limit of exposure to a single issuer. By way of derogation from this sub-paragraph, the Fund may be fully collateralised in different transferable securities and money market instruments issued or guaranteed by a Member State, one or more of its local authorities, a third country, or a public international body to which one or more Member States belong. In such a case, the Fund should receive securities from at least six different issues, but securities from any single issue should not account for more than 30% of the respective Sub-Fund's net asset value. The list of eligible jurisdictions includes, but is not limited to, Canada, Denmark, Finland, France, Germany, the Netherlands, Norway, Sweden, Switzerland, the United Kingdom and the United States of America;

Besides, collateral received shall also comply with the provisions of Article 48(2) of the 2010 Law;

(v) it should be capable of being fully enforced by the Fund at any time without reference to or approval from the counterpart;

(vi) Risks linked to the management of collateral, such as operational and legal risks, shall be identified, managed and mitigated by the risk management process;

(vii) Where there is a title transfer, the collateral received shall be held by the Depositary of the Fund. For other types of collateral arrangement, the collateral can be held by a third party custodian which is subject to prudential supervision, and which is unrelated to the provider of the collateral;

Subject to the abovementioned conditions, collateral received by the Fund may consist of the following instruments as accepted by the Commission Delegated Regulation (EU) 2016/2251 of the 4 October 2016 supplementing Regulation (EU) No 648/2012 of the European Parliament and of the Council of 4 July 2012 (hereafter referred to as "CDR 2016/2251"):

- (i) Cash in an OECD country currency in accordance with Article 4(1) (a) of CDR 2016/2251,
- (ii) Debt securities issued or guaranteed by Member States' central governments or central banks in accordance with Article 4(1) (c) of CDR 2016/2251 ,
- (iii) Debt securities issued by Member States' regional governments or local exposures whose exposures are treated as exposures to the central government of that Member State listed in Article 115(2) of the Regulation (EU) 575/2013 ,
- (iv) Debt securities issued by multilateral banks listed in Article 117(2) of the Regulation (EU) of 575/2013,
- (v) Debt securities issued by international organisations listed in Article 118 of the Regulation (EU) No 575/2013 ,
- (vi) Corporate bonds,
- (vii) Convertible bonds provided they can be converted only into equities which are included in an index specified pursuant to point (a) of Article 197(8) of the Regulation (EU) No 575/2013,
- (viii) Equities included in an index specified pursuant to point (a) of Article 197(8) of the Regulation (EU) No 575/2013.

Level of Collateral

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

Rules for application of Haircuts

Collateral will be valued on a daily basis using available market prices and the value of collateral will be adjusted by applying relevant haircuts. For this purpose, in accordance with Article 6 of CDR 2016/2251, the Management Fund will rely on the credit quality assessments issued by a recognised External Credit Assessment Institution or the credit quality of (ECAI) of an export credit agency and thus will use standard haircuts to be applied by asset type, maturity and credit quality of the issuer.

The following haircuts will be applied:

1. Cash Collateral

- (i) Cash variation margin shall be subject to a haircut of 0%
- (ii) Cash initial margin shall be subject to a haircut of 8% when the cash initial margin has been posted in a currency other than the currency in which the payments in case of early termination or default have to be made in accordance with the single derivative contract, the relevant exchange of collateral agreement or the relevant credit support annex ('termination currency').
In case no termination currency has been set out, the above haircut of 8% shall apply to the market value of all the assets posted as collateral.

2. Non-Cash Collateral

(i) Haircuts applicable to debt securities

Table 1 Debt securities

Collateral		Credit Quality Step	Maturity		
			≤ 1 year	>1 ≤ 5 year(s)	> 5 years
(i)	Debt securities issued or guaranteed by Member States' central governments or central banks in accordance with Article 4(1) (c) of CDR 2016/2251	1	0.5%	2%	4%
(ii)	Debt securities issued by Member States' regional governments or local exposures whose exposures are treated as exposures to the central government of that Member State listed in Article 115(2) of Regulation (EU) 575/2013 and in accordance with CDR 2016/2251.				
(iii)	Debt securities issued by multilateral banks listed in Article 117(2) of Regulation (EU) of 575/2013 and in accordance with CDR 2016/2251.	2-3	1%	3%	6%
(iv)	Debt securities issued by international organisations listed in Article 118 of the Regulation (EU) No 575/2013 and in accordance with CDR 2016/2251				
(v)	Convertible bonds provided they can be converted only into equities which are included in an index specified pursuant to point (a) of article 197(8)of Regulation (EU) No 575/2013	1-3	15%		
(vi)	Corporate bonds in accordance with CDR 2016/2251.	1	1%	4%	8%
		2-3	2%	6%	12%

To determine the credit quality step, the second best rating from Moody's, S&P and Fitch shall be used and mapped using the table below. For the avoidance of the doubt, no credit quality step 4 is mapped since all debt securities shall be having an issuer rating of investment grade.

Table 1 – Credit Quality step mapping table

Credit Rating Agency	Rating type	Credit Quality Step		
		1	2	3
Fitch Ratings	Long-term Issuer Credit ratings scale	AAA, AA	A	BBB
Moody's Investors Service	Global long-term rating scale	Aaa, Aa	A	Baa
Standard & Poor's ratings Services	Long-term issuer credit ratings scale	AAA,A A	A	BBB

- (i) Equities in main indices and bonds convertible to equities in main indices shall have a haircut of 15 %.
- (ii) Non cash initial margin posted in a currency other than the currency in which the payments in case of early termination or default have to be made in accordance with the single derivative contract, the relevant exchange of collateral agreement or the relevant credit support annex ('termination currency') shall be subject to an additional haircut of 8%.
In case no termination currency has been set out, the above haircut of 8% shall apply to the market value of all the assets posted as collateral.
- (iii) Non-Cash variation margin posted in a currency other than those agreed in an individual derivative contract, the relevant governing master netting agreement or the relevant credit support annex shall be subject to an additional haircut of 8%.

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

Reinvestment of Collateral

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

Restrictions on the re-use of Cash Collateral

Cash Collateral received by the Fund shall neither be re-invested nor pledged.

Section III – Risk and Liquidity Management

The AIFM has established and maintains a permanent risk management function which implements an effective risk management policy for identifying, measuring and monitoring on a regular basis all the risks which are or might be material to the Fund. Both a qualitative and quantitative assessment of the identified risks is being conducted by the AIFM and corresponding risk limits are being implemented. The AIFM monitors the compliance with the risk limits and ensures prompt and appropriate action is taken in case of any actual or foreseeable breach of limits.

Liquidity Management

The AIFM employs appropriate liquidity management methods and adopts procedures which enable it to monitor the liquidity risk of the Fund. The AIFM ensures that the Fund it manages, the investment and financing strategy, the liquidity profile and the redemption policy are consistent. As further specified in Section IX "Redemption of Units", the Fund may apply tools and arrangements necessary to handle illiquid assets (such as gates).

Section IV - General Risk Considerations

An investment in the Fund involves certain risks relating to the Fund's particular structure and investment objective, which investors should evaluate before making a decision to invest in the Fund.

The investments of the Fund are subject to market fluctuations and to the risks inherent in all investments; accordingly, no assurance can be given that the investment objective will be achieved.

Investors should make their own independent evaluation of the financial, market, legal, regulatory, credit, tax and accounting risks and consequences involved in investment in the Fund and its suitability for their own purposes. In evaluating the merits and suitability of an investment, careful consideration should be given to all of the risks attached to investing in the Fund.

The following is a brief description of certain factors which should be considered along with other matters discussed elsewhere in this Issue Document. The following however, does not purport to be a comprehensive summary of all the risks associated with investments in the Fund.

Attention should be drawn to the fact that the Net Asset Value per Unit can go down as well as up. No guarantee as to future performance of or future return from the Fund can be given.

An investment in Units carries substantial risk and is suitable only for investors who can assume the risk of loss of their entire investment. The attention of the investor is drawn to the fact that no other recourse is offered to him than the recourse to the assets of the Fund.

Counterparty risk: The ability of some issuers to repay principal and interest may be uncertain and there is no assurance that any particular issuer(s) will not default.

Investments in unrated corporate securities normally have a higher risk than investments in governmental or bank debt.

Risk related to investment in equity securities: Investing in equity securities may offer a higher rate of return than those in short term and longer term debt securities. However, the risks associated with investments in equity securities may also be higher, because the investment performance of equity securities depends upon factors which are difficult to predict. Such factors include the possibility of sudden or prolonged market declines and risks associated with individual companies. The fundamental risk associated with any equity portfolio is the risk that the value of the investments it holds might decrease in value. Equity security values may fluctuate in response to the activities of an individual company or in response to general market and/or economic conditions. Accordingly, no assurance can be given that a Unitholder will recover the full amount invested in equity securities. Historically, equity securities have provided greater long-term returns and have entailed greater short-term risks than other investment choices.

Risk related to the investment in debt / fixed income securities: Debt securities are subject to the risk of an issuer's inability to meet principal and interest payments on the obligation and may also be subject to price volatility due to such factors as interest rate sensitivity, market perception of the creditworthiness of the issuer and general market liquidity.

Investments in debt securities may include investments in debt securities paying principal or interest, the amount of which is determined by reference to equity indices, variation of currency exchange rates, variation or differences between interest rates, insurance losses, credit risk, etc. and may therefore be subject to a higher volatility or risk other than interest rate risk.

The net asset value of the units of the Fund invested in fixed income securities may change in response to fluctuations in interest rates and currency exchange rates.

Risk related to investment in unrated securities: Unrated securities are subject to the increased risk of

an issuer's ability to meet principal and interest obligations. These securities may be subject to greater price volatility due to factors such as specific corporate developments and interest rate sensitivity.

Currency risk: The Management Company may invest its assets in securities denominated in a wide range of currencies. The Net Asset Value expressed in its respective unit currency will fluctuate in accordance with the changes in foreign exchange rate between the Reference Currency of the Fund and the currencies in which the Fund's investments are denominated.

Risk related to investment in Underlying funds: In order to ensure diversification in terms of management strategies and markets, the AIFM will select a certain number of underlying funds which operate independently. Although such diversification intends to reduce the risk of loss while preserving the ability to benefit from price fluctuations, no guarantee can be given that the diversification of the underlying funds shall not result globally in losses recorded on certain underlying funds exceeding the profits generated by others.

As the Fund may invest in underlying funds, the Unitholders may incur a duplication of fees and commissions (such as management fees including performance fees, custody and transaction fees, central administration fees and audit fees). To the extent these underlying funds invest in turn in other funds, Unitholders may incur additional fees to those mentioned above.

Risk related to the investment in unregulated underlying funds: As the Fund may invest its net assets in shares or units of underlying funds which are not submitted in their State of origin to a permanent control exercised by a regulatory authority set up by law in order to ensure the protection of the investors. Although the risks inherent to investments in underlying funds (whether regulated or unregulated) are limited to the loss of the initial investment contributed by the relevant funds, investors should nevertheless be aware that investments in unregulated underlying funds are more risky than investments in regulated underlying funds. This may be due to the absence of accounting standards and the absence of regulatory authority imposing rules and regulations to the entity exercising the custodian and/or central administration functions.

Risk related to the investment in Real Estate: The Fund's indirect Real Estate Investments are indirectly subject to risks particular to Real Estate Investments. Real estate values are affected by a number of factors, including: changes in the general economic climate; local conditions such as an oversupply of space or a reduction in demand for real estate in a particular area; the quality and philosophy of management; competition; the ability of the owner to provide maintenance and to control costs; government regulations; interest rate levels; relevant exchange rates; the availability of financing; risks and operating problems arising out of the presence of certain construction materials, as well as Acts of God, uninsurable losses and other factors which are beyond the control of the Management Company; and potential liability under, and changes in, environmental, zoning, tax law and practice and other laws and government regulations. Valuation of real estate generally will be a matter of an Independent Appraiser's opinion, and may fluctuate up or down. There are risks that customers may be unable to meet their obligations or that the Fund may not be able to lease space on economically favourable terms.

General SFDR disclosures and Sustainability Risks

In March 2018, the European Commission published an Action Plan on Financing Sustainable Growth (the "EU Action Plan") that set out an EU strategy for sustainable finance. The EU Action Plan identified several legislative initiatives, including Regulation (EU) 2019/2088 of the European Parliament and of the Council of 27 November 2019 on sustainability-related disclosures in the financial services sector ("SFDR"). SFDR requires transparency with regard to the integration of evaluations of environmental, social or governance events or conditions that, if they occur, could cause an actual or a potential material negative impact on the value of the investments made by a financial product ("Sustainability Risks") and consideration of adverse sustainability impacts of the actions financial products and financial market participants.

At the date of this Prospectus, it is difficult to predict the full extent of the impact of SFDR and the EU Action Plan on the Fund [and its Sub-Funds]. The Board of Directors reserves the right to adopt such arrangement

as it deems necessary or desirable to ensure that the Fund [and its Sub-Funds] complies with any applicable requirements of the SFDR and any other applicable legislation or regulations related to the EU Action Plan. In particular, the Management Company and the Fund await the further consultation and/or guidance on the level 2 regulatory technical standards (the “RTS”), and the adoption by the EU institutions of the RTS. Once adopted, this Prospectus and/or the websites of the Management Company and Portfolio Manager may be updated to include further disclosures as required.

The Fund is not considered an ESG financial product since it does not promote and does not maximize portfolio alignment with Sustainability Factors (as defined in SFDR). However, the Fund is exposed to sustainability risks due to the nature of the securities in which it invests.

How Sustainability Risks are integrated into the investment decisions of the Portfolio Manager

Sustainability Risks are integrated into the investment decision making and risk monitoring to the extent that they represent a potential or actual material risks and/or opportunities for maximizing the long-term risk-adjusted returns. The [Portfolio Manager/Investment Manager] considers sustainability risks as part of its broader analysis of potential investments and the factors considered will vary depending on the security in question, but typically include ownership structure, board structure and membership, capital allocation track record, management incentives, labour relations history, and climate risks.

The assessment and likely impacts of Sustainability Risks on the returns of the Fund

Due to the nature of the Fund’s investment strategy and types of securities it holds, the Fund is exposed to varied Sustainability Risks which include, but are not limited to:

- corporate governance malpractices (e.g. board structure, executive remuneration);
- shareholder rights (e.g. election of the likely directors, capital amendments);
- changes to regulation (e.g. greenhouse gas emissions restrictions, governance codes);
- physical threats (e.g. extreme weather, climate change, water shortages);
- brand and reputational issues (e.g. poor health & safety records, cyber security breaches);
- supply chain management (e.g. increase in fatalities, lost time injury rates, labour relations); and
- work practices (e.g. observation of health, safety and human rights provisions).

Assets held by the Fund may be subject to partial or total loss of value because of the occurrence of a Sustainability Risk due to fines, reduction of demand in the asset’s products or services, physical damage to the asset or its capital, supply chain disruption, increased operating costs, inability to obtain additional capital, or reputational damage.

A Sustainability Risk event may arise and impact a specific investment or may have a broader impact on an economic sector, geographical or political region or country which may impact the portfolio of the Fund in its entirety.

Principal adverse impacts of investment decisions on sustainability factors are not currently considered due to the lack of available and reliable data. The situation will however be reviewed going forward.

Section V – Management, Governance and Administration

1.- The Management Regulations

The rights and obligations of the Unitholders of the Fund, the AIFM and the Depositary are determined by the Management Regulations, which are governed by the laws of Luxembourg.

The text of the Management Regulations is also available for inspection at the office FundRock Management Company S.A.

Article 12 of the Management Regulations contains provisions relating to the amendment of the Management Regulations.

2.- The AIFM and the Management Company

The Fund is managed for the Unitholders' account by FundRock Management Company S.A. acting as the Management Company and the AIFM.

The Management Company was incorporated for an unlimited period on 10 November 2004 in the form of a "société anonyme" in Luxembourg under the name of "RBS (Luxembourg) S.A.". With effect from 31 December 2015 it changed its name to FundRock Management Company S.A. It is authorised and regulated by the CSSF as (i) a management company subject to Chapter 15 of the Luxembourg law dated 17 December 2010 on undertakings for collective investment, as amended, and (ii) as alternative investment fund manager regulated under Chapter 2 of the law of the AIFM Law. It has a subscribed and paid-up capital of EUR 10,000,000.

It has its registered office in Luxembourg at 33, rue de Gasperich, L-5826 Hesperange, Luxembourg. The articles of incorporation of the Management Company were published in the Mémorial C, official gazette of the Grand-Duchy of Luxembourg, as of 6 December 2004. The last amendment of the articles was published on 31 March 2016.

Pursuant to the Management Regulations, the AIFM has the exclusive right to manage the Fund for the account and in the exclusive interest of the Unitholders. The AIFM has responsibility for managing the Fund in accordance with the Issue Document and the Management Regulations, Luxembourg law and other relevant legal requirements.

The AIFM, pursuing itself portfolio management activities in relation to the Fund is also responsible for implementing the Fund's investment strategy subject to the risk diversification rules and investment restrictions set out in this Issue Document as well as Article 4 of the Management Regulations.

The Management Regulations require the AIFM or its delegate, in case applicable, to manage the Fund with the same degree of care as would be expected of an absolute owner having particular regard to the quality and financial standing of the customers.

The AIFM may from time to time, under its own responsibility, appoint one or several investment advisors respectively an investment committee to advise it in relation to the management of the assets of the Fund. The appointment of one or more investment advisors will not lead to an increase of expenses for the Fund. In case of the appointment of any such investment advisors by the AIFM, it shall exercise reasonable care in the selection and supervision of the relevant investment advisors.

The AIFM is also responsible for selecting, if applicable, the Central Administration, the Depositary, the Paying Agent, the Administrative Agent, the Registrar and Transfer Agent and any other agents/service providers.

The AIFM shall be liable for the acts or omissions of its directors, the Portfolio Manager and any other agents it shall appoint to perform the AIFM's functions under the Management Regulations as if such acts or omissions were those of the AIFM itself.

Pursuant to article 2 of the Management Regulations, the AIFM may, under its own responsibility, control and coordination, transfer some of its tasks to third parties for the purpose of efficient management. Any transfer of the task, as applicable, is described hereafter.

The accounts of the AIFM are audited by an independent authorised auditor. This task has been entrusted to Deloitte Audit Sàrl.

FundRock Management Company S.A. will be paid for its services as AIFM and Management Company, Central Administration and domiciliation agent, out of the Fund's net assets, a fee at such frequency and at such rate as determined in Section XII of this Issue Document.

In accordance with Annex I of the 2013 Law, the AIFM performs investment management activities (i.e. portfolio and risk management). In addition, the AIFM performs administrative duties (including in particular valuation and pricing, the maintenance of the Unitholders' register and the issue and redemption of units), marketing and other activities related to the assets of the Fund, if applicable. The AIFM's rights and duties are governed by the 2013 Law.

In accordance with Part II of the 2007 Law as well as the 2013 Law and following approval by the Luxembourg supervisory authority (Commission de Surveillance du Secteur Financier, "CSSF"), the AIFM, delegated the aforementioned as follows:

The central administration duties will be performed by FundRock Management Company S.A. (the "**Central Administration**"). The Central Administration may sub-delegate a part or all of its duties to one or more third parties.

The distribution of the Fund's units (the "Units") will be performed by Skandinaviska Enskilda Banken AB (publ).

The portfolio management duties will be performed by Skandinaviska Enskilda Banken AB (publ).

3.- The Portfolio Manager

Skandinaviska Enskilda Banken AB (publ) has been appointed as Portfolio Manager of the Fund pursuant to a portfolio management agreement (the "**Portfolio Management Agreement**") entered into between the AIFM and Skandinaviska Enskilda Banken AB (publ).

Skandinaviska Enskilda Banken AB (publ) was incorporated pursuant to the laws of Sweden and is subject to supervision by the Swedish financial regulator (Finansinspektionen).

Pursuant to the terms of the Portfolio Management Agreement, the AIFM has delegated to the Portfolio Manager portfolio management functions in relation to the Fund under its supervision and responsibility.

The Portfolio Manager may from time to time, under its own responsibility, appoint one or several investment advisors respectively an investment committee to advise it in relation to the management of the assets of the Fund. The appointment of one or more investment advisors will not lead to an increase of expenses for the Fund. In case of the appointment of any such investment advisors by the Portfolio Manager, the Portfolio Manager shall exercise reasonable care in the selection and supervision of the relevant investment advisors.

4.- The Depositary and Paying Agent

Société Générale Bank & Trust is the Fund's depositary and paying agent (the **Depositary**).

The Depositary will assume its functions and responsibilities in accordance with article 19 of the 2013 Law and articles 83 to 102 of the AIFMR. The relationship between the Fund and the Depositary is subject to the terms of a depositary and paying agency agreement entered into for an unlimited period of time (the

Depositary Agreement). Each of the Fund and the Depositary may terminate this agreement upon a three (3) months' prior written notice.

In accordance with the 2013 Law, and pursuant to the Depositary Agreement, the Depositary carries out, *inter alia*, the safekeeping of the assets of the Fund, the monitoring of the cash flows and the monitoring and oversight of certain tasks of the Fund. In the fulfilment of its duties, the Depositary is liable as provided for by the 2013 Law and any other applicable Luxembourg laws and regulations.

The Fund's assets may be deposited with delegates of the Depositary under the conditions stipulated in the Depositary Agreement. The Depositary's liability shall not be affected by the fact it has entrusted some of the assets in its custody to a third party and such delegation shall comply with the requirements of the 2013 Law. The Depositary may be discharged from its liability as described in the Depositary Agreement.

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

The Depositary is a wholly-owned subsidiary of Société Générale, a Paris-based credit institution. The Depositary is a Luxembourg public limited Fund registered with the Luxembourg trade and companies register under the number B 6061 and whose registered office is situated at 11, avenue Emile Reuter, L-2420 Luxembourg. Its operational center is located 28-32, place de la Gare, L-1616 Luxembourg. It is a credit institution in the meaning of the law of 5 April 1993 relating to the financial sector, as amended. In order to avoid conflicts of interest within Société Générale Bank & Trust, in its capacities as Depositary and as Administrative Agent, Société Générale Bank & Trust has functionally and hierarchically separated the performance of its depositary function from its tasks as Administrative Agent and the potential conflicts of interest are properly identified, managed, monitored and disclosed to the Unitholders of the Fund.

The Depositary is not responsible for any investment decisions of the Fund or of one of its agents or the effect of such decisions on the performance of a relevant Sub-fund.

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

5.- The Administrative Agent, Registrar and Transfer Agent

The Central Administration has delegated, at its own expense, all administrative duties related to the administration of the Fund, including the registrar and transfer agent functions to European Fund Administration S.A. (the "**Administrative Agent**" and "**Registrar and Transfer Agent**"), a company incorporated in Luxembourg as a "*société anonyme*" and registered with the Luxembourg Trade and Companies' Register under Corporate Identity Number B-56 766. The Administrative Agent will carry out all administrative duties related to the administration of the Fund, including the calculation of the Net Asset Value of the Units and the provision of accounting services to the Fund. Furthermore, the Registrar and

Transfer Agent will process all subscriptions, redemptions and transfers of units and will register these transactions in the register of the Fund.

The European Fund Administration S.A. may, subject to the approval of the Central Administration and the subsequent update of the Issue Document, as required, sub-delegate parts of its functions to entities, all in accordance with Luxembourg laws and regulations.

6.- The Auditor

The accounts of the Fund are audited by an independent authorised auditor. This task has been entrusted to PricewaterhouseCoopers, société cooperative, 2, rue Gerhard Mercator, L-2182 Luxembourg (the "**Auditor**"). The Auditor must carry out the duties provided by the 2007 Law and by the 2013 Law. In this context, the main mission of the Auditor is to audit the accounting information given in the annual report. The Auditor is also subject to certain reporting duties vis-à-vis the regulators as more fully described in the 2007 Law and in the 2013 Law.

7.- Investors rights against service providers

Unitholders shall not have any direct contractual rights against the Portfolio Manager, the Depositary, the AIFM, the Sub-Administrator and the Auditor or any other third party service providers who have entered or will enter, from time to time, into a contractual relationship with the Fund or the AIFM.

In accordance with the 2007 Law and the 2013 Law, liability of the Depositary to Unitholders shall be invoked through the AIFM or the Management Company. Should the AIFM or Management Company fail to act despite a written notice to that effect from a Unitholder within a period of three months following receipt of such notice, that Unitholder may directly invoke the liability of the Depositary.

8.- Procedure for amending the Issue Document

Without prejudice to what may be required by applicable laws and regulations, by the Commission de Surveillance du Secteur Financier (the "**CSSF**") and/or by the Management Regulations, any amendment to the Issue Document may be decided and implemented via any of the procedures described below.

Any amendment to the Issue Document is in principle decided by a simple resolution of the board of directors of the Management Company (as appointed from time to time, the "**Board of Directors**"). As a matter of illustration only, non-material amendments or changes are typical amendments which will be adopted by a simple resolution of the Board of Directors of the Management Company having immediate or even, as the case may be, retroactive effect.

Without prejudice to the generality of the foregoing paragraph, the Fund may convey a material change of its investment strategy or investment policy or both, by a resolution of the Board of Directors of the Management Company provided the Unitholders concerned by the change are awarded a minimum 30 calendar day notice period during which they may redeem the Units concerned by the change free of redemption charge. For the avoidance of doubt, any non-material change to the Funds' investment strategy or investment policy, or both, may be adopted by a simple resolution of the Board of Directors of the Management Company having immediate or even, as the case may be, retroactive effect.

Investors are reminded that subscription for or acquisition of one or more Units implies their complete and automatic adherence to the fact that any amendment conveyed to the Issue Document following any of the above acceptable and validly implemented procedures shall bind and be deemed approved by all investors.

Information on any material or essential amendment or change conveyed (or as the case may be in the process to be conveyed) to the Issue Document shall be made available or disclosed at the registered office of FundRock Management Company S.A. until this amendment or change is incorporated to this core document.

Section VI – Anti-Money Laundering Procedures

The applicants wanting to subscribe Units of the Fund must provide the Registrar and Transfer Agent with all necessary information, which the Registrar and Transfer Agent may reasonably require to verify the identity of the applicant. Failure to do so may result in the Registrar and Transfer Agent refusing to accept the subscription for Units in the Fund. Applicants must indicate whether they invest on their own account or on behalf of a third party. Except for applicants applying through companies who are regulated professionals of the financial sector, bound in their country by rules on the prevention of money laundering equivalent to those applicable in Luxembourg, any applicant applying in its own name or applying through companies established in non-FATF countries, is obliged to submit to the Registrar and Transfer Agent in Luxembourg all necessary information, which the Registrar and Transfer Agent may reasonably require to verify. The Registrar and Transfer Agent must verify the identity of the applicant. In the case of an applicant on behalf of a third party, the Registrar and Transfer Agent must also verify the identity of the beneficial owner(s). Furthermore, any such applicant hereby undertakes that it will notify the Registrar and Transfer Agent prior to the occurrence of any change in the identity of any such beneficial owner.

Section VII – Late Trading/Market Timing

FundRock Management Company S.A. does not permit late trading, market timing or related excessive, short-term trading practices. In order to protect the best interests of the Unitholders, the Management Company reserves the right to reject any application to subscribe for Units from any investor engaging in such practices or suspected of engaging in such practices and to take such further action as it, in its discretion, may deem appropriate or necessary, such as the charge of higher redemption fee, as laid down hereafter.

Section VIII – General Description of the Units of the Fund

1.- General Considerations

Unitholders are bound by the terms of the Management Regulations which determine the contractual relationship both among Unitholders and among Unitholders, the Management Company and the Depositary.

Units are exclusively restricted to Eligible Investors. The Management Company does not intend to apply for the listing of the Units of the Fund on the Luxembourg Stock Exchange or any other stock exchange.

The Fund's Units are denominated in EUR.

Units shall be redeemable at the option of Unitholders under the conditions set out in Section VIII below. The Management Company has the power to redeem Units under the circumstances described in Article 5.3 of the Management Regulations.

Units of the Fund will be issued in registered form only. The inscription of the Unitholder's name in the register of Units evidences its, his or her right of ownership of such registered Units. A holder of registered Units shall receive a written confirmation of its, his or her unitholding.

Forms for the transfer of Units are available at the registered office of the Management Company. Units are freely transferable except to Prohibited Persons and Non-Eligible Investors.

All Units must be fully paid-up; they are of no par value and carry no preferential or pre-emptive rights.

Fractional Units may be issued up to three decimals of a Unit. Such fractional Units shall be entitled to a participation in the net results and in the proceeds of liquidation on a pro rata basis.

2.- Issue and Sale of Units of the Fund

Minimum Initial Subscription Amounts

No minimum initial subscription amount shall be applied.

Subscription and Subscription Prices

Investors whose applications are accepted will be allotted Units issued on the basis of the Net Asset Value per Unit determined as of a Valuation Day being, for the purpose of handling the subscription requests, the last Bank Business Day of March, June, September and December of each year, provided that the applications have been received by the Registrar and Transfer Agent (on behalf of the Management Company or directly from the Unitholder) not later than on the last Bank Business Day one month prior to the applicable Valuation Day. Applications received after that time will be executed on the basis of the Net Asset Value of the following Valuation Day. Applications for subscriptions may be made by fax, by post or other form of communication deemed acceptable by the Management Company.

The Management Company may, at its discretion, accept to issue Units as of any other Valuation Day. In such case the Management Company will inform the Unitholders in an appropriate form of the applicable cut-off-times and payment modalities.

Payments for Units made by electronic transfer must reach the Registrar and Transfer Agent one Bank Business Day prior to the respective Valuation Day.

No subscription fee is charged.

Applications for subscriptions will be required to be made in the Reference Currency).

The Management Company reserves the right to reject any application in whole or in part, in which case subscription monies paid, or the balance thereof, as appropriate, will be returned to the applicant within five Bank Business Days thereafter. The Management Company further reserves the right to suspend or cease, at any time and without prior notice, the issue of Units.

Written confirmations of registered Units will be sent to Unitholders within ten Bank Business Days after the calculation of the relevant Net Asset Value.

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

Suspension and Cessation of the Issue of Units

No Units will be issued during any period when the calculation of the Net Asset Value per Unit is suspended by the AIFM, pursuant to the powers reserved to it by Article 10.2. of the Management Regulations.

Data Protection

Personal data related to identified or identifiable natural persons provided to, collected or otherwise obtained for and on behalf of the Fund will be processed by the Management Company (Controller) in accordance with the privacy policy which is available and can be accessed or obtained online (<https://www.fundrock.com/privacy-policy/>). All persons contacting, or otherwise dealing directly or indirectly

with the Controller are invited to read and carefully consider the privacy policy, prior to contacting or otherwise so dealing, and in any event prior to providing or causing the provision of any Data directly or indirectly to the Controller.

Section IX – Redemption of Units

1.- General Considerations

Each Unitholder may request the Registrar and Transfer Agent to redeem its Units in the Fund, under the conditions and restrictions set below.

Unitholders desiring to have their Units redeemed should apply in writing by fax, by post or other form of communication deemed acceptable by the Management Company, to the registered office of the Registrar and Transfer Agent.

Redemption requests should contain the following information (if applicable): the identity, address and signature of the Unitholder requesting the redemption, the number of Units to be redeemed and details as to where payment should be made. Failure to provide required documentation or information may result in the withholding of redemption proceeds.

Unitholders whose applications for redemption are accepted will have their Units redeemed on the basis of the Net Asset Value per Unit, as of a Valuation Day being, for the purpose of handling the redemption requests, the last Bank Business Day of March, June, September and December of each year, provided that the applications have been received by the Registrar and Transfer Agent (on behalf of the Management Company or directly from the Unitholder) not later than on the last Bank Business Day one month prior to the applicable Valuation Day. Applications received after that time will be executed on the basis of the Net Asset Value of the following Valuation Day.

The Management Company may, at its discretion, accept to redeem Units as of any other Valuation Day. In such case the Management Company will inform the Unitholders in an appropriate form of the applicable cut-off-times and payment modalities.

Reimbursements shall be made in the Reference Currency. Redemption proceeds may be converted into any freely transferable currency at the Unitholder's request and expense. Proceeds from redeemed Units will be paid within ten Bank Business Days following the relevant Calculation Day (as defined below).

2.- Limitations

Units will not be redeemed if the calculation of the Net Asset Value per Unit is suspended by the AIFM in accordance with Article 10.2. of the Management Regulations.

If on any Valuation Day, redemption requests relate to more than 10% of the Units of the Fund in issue, the AIFM may decide that part or all of such requests for redemption will be deferred pro rata to the next Valuation Day. On such next Valuation Day, these redemption requests will be met in priority to later requests.

On any Valuation Day, redemption requests may be deferred until the AIFM or its delegate are in receipt of redemption proceeds from the realisation of assets.

3.- Compulsory Redemptions

The Management Regulations enable the Management Company to compulsorily redeem Units held by Prohibited Persons and Non-Eligible Investors. Additionally, the Management Company may redeem Units of any Unitholder if it determines that any of the representations given by the Unitholder were not true and accurate or have ceased to be true and accurate or that the continuing ownership of Units by the Unitholder

would cause an undue risk of adverse tax consequences to the Fund or any of its Unitholders. The Management Company may also redeem Units of a Unitholder if it determines that the continuing ownership of Units by such Unitholder may be prejudicial to the Fund or any of its Unitholders.

4.- Redemption Fees

No redemption fee shall be levied.

However, in relation to suspected market timing practices, the Management Company may charge a redemption fee of up to 2% of the Net Asset Value on the Units redeemed within 6 months of their issue. Such redemption fee will be payable to the Fund. The same redemption fee for every redemption request executed on the same Valuation Day will be applicable if the redemption is based on market timing in order to ensure the equal treatment of investors.

Section X– Determination of the Net Asset Value per Unit

1.- Calculation

The Net Asset Value per Unit shall be expressed in the Reference Currency and shall be determined by dividing the net assets of the Fund, being the value of the assets attributable to the Fund less the portion of liabilities attributable to the Fund, on any such Valuation Day, by the number of Units of the Fund then outstanding, in accordance with the valuation rules set forth below. This calculation is done for any Valuation Day (which shall be the last Bank Business Day of the months March, June, September and December), at the latest on the third Bank Business Day preceding the following Valuation Day (each, a "**Calculation Day**"). The AIFM may, at its discretion, carry out additional valuations on any other day (such day also being a Valuation Day).

The Net Asset Value per Unit may be rounded up or down to three decimal places of a Unit of the Reference Currency as the AIFM shall determine.

The value of assets and liabilities of the Fund is generally determined in accordance with Luxembourg generally accepted accounting principles.

I. The assets of the Fund shall include:

- a. all cash on hand or on deposit, including any interest accrued thereon;
- b. all bills and demand notes payable and accounts receivable (including proceeds of securities or any other assets sold but not delivered);
- c. all bonds, time notes, certificates of deposit, shares, stock, debentures, debenture stocks, subscription rights, warrants, options and other securities, financial instruments and similar assets owned by the Fund or contracted for by the AIFM on behalf of the Fund (provided that adjustments may be made in a manner not inconsistent with the procedure set out below with regard to fluctuations in the market value of securities caused by trading ex-dividends, ex-rights, or by similar practices);
- d. interest accrued on any interest-bearing assets owned by the Fund except to the extent that the same is included or reflected in the value attributed to such asset;
- e. all other assets of any kind and nature including expenses paid in advance.

The value of such assets shall be determined as follows:

- a. Transferable securities and money market instruments, which are officially listed on the stock exchange, are valued at the last available price;
- b. Transferable securities and money market instruments, which are not officially listed on a stock exchange, but which are traded on another regulated market are valued at a price no lower than the bid price and no higher than the ask price at the time of the valuation and at which the AIFM considers to be an appropriate market price;
- c. Transferable securities and money market instruments quoted or traded on several markets are valued on the basis of the last available price of the principal market for the transferable securities or money market instruments in question, unless these prices are not representative.
- d. In the event that such prices are not in line with market condition, or for securities and money market instruments other than those covered in a), b) and c) above for which there are no fixed prices, these securities and money market instruments, as well as other assets, will be valued at the current market value as determined in good faith by the AIFM, following generally accepted valuation principles verifiable by auditors.
- e. Liquid assets are valued at their nominal value plus accrued interest.
- f. Time deposits may be valued at their yield value if a contract exists between the AIFM and the Depositary stipulating that these time deposits can be withdrawn at any time and their yield value is equal to the realized value.
- g. All assets denominated in a different currency to the Fund's currency are converted into this Fund's currency at the last available average exchange rate.
- h. Financial instruments which are not traded on the futures exchanges but on a regulated market are valued at their settlement value, as stipulated by the AIFM in accordance with generally accepted principles, taking into consideration the principles of proper accounting, the customary practices in line with the market, and the interests of the Unitholders, provided that the above-mentioned principles correspond with generally accepted valuation regulations which can be verified by the independent auditors.
- i. Units or shares of UCI(TS) are valued at the last available net asset value.
- j. In case of extraordinary circumstances, which make the valuation in accordance with the above-mentioned criteria impossible or improper, the AIFM is authorised to temporarily follow other valuation regulations in good faith and which are according to the verifiable valuation regulations laid down by the independent auditors in order to achieve a proper valuation of the Fund's assets.

II. Subject to Part III of this Section, the liabilities of the Fund shall include:

- a. all loans and other indebtedness for borrowed money, bills and accounts payable net of the unamortized portion of discounts and/or premiums and financing costs;
- b. all accrued interest on such loans and other indebtedness for borrowed money (including accrued fees for commitment for such loans and other indebtedness);
- c. all accrued or payable expenses (including fees payable to agents);
- d. all known liabilities, present and future, including all matured contractual obligations for payments of money, including the amount of any unpaid distributions declared by the Fund, where the

Valuation Day falls on the record date for determination of the person entitled thereto or is subsequent thereto;

- e. an appropriate provision for future taxes based on capital and income to the Valuation Day, as determined from time to time by the AIFM, as well as such amount (if any) as the AIFM may consider to be an appropriate allowance in respect of any contingent liabilities of the Fund (i.e. liabilities for past events which are definite as to their nature and are certain or probable to occur and can be measured with reasonable accuracy, which might arise during the life of the Fund and may include potential liabilities arising from any disputes); and
- f. all other liabilities of whatsoever kind and nature reflected in accordance with Luxembourg law. In determining the amount of such liabilities the AIFM shall take into account all expenses payable by the Fund. The Fund may accrue administrative and other expenses of a regular or recurring nature based on an estimated amount rateably for yearly or other periods.

III. For the purpose of this Section:

- a. Units of the Fund to be redeemed (if any) shall be treated as existing and taken into account until the date fixed for redemption, and from such time and until paid by the Fund the price therefore shall be deemed to be a liability of the Fund;
- b. Units to be issued by the Fund shall be treated as being in issue as from the date of issue and from such time and until received by the Fund the price therefore shall be deemed to be a debt due to the Fund;
- c. all investments, cash balances and other assets expressed in currencies other than the Reference Currency shall be valued after taking into account the market rate or rates of exchange in force at the date and time for determination of the Net Asset Value; and
- d. where on any Valuation Day the AIFM, acting on behalf of the Fund, has contracted to:
 - (i) purchase any asset, the value of the consideration to be paid for such asset and the unpaid costs (typically brokerage fees) incurred or to be incurred in acquiring the asset shall be shown as liabilities of the Fund and the value of the asset to be acquired shall be shown as an asset of the Fund; or
 - (ii) sell any asset, the value of the consideration to be received for such asset shall be shown as an asset of the Fund and the unpaid costs incurred or to be incurred in disposing of the asset shall be shown as a liability and the asset to be delivered by the Fund shall not be included in the assets of the Fund;

provided, however, that if the exact value or nature of such consideration or such asset or such liabilities are not known on such Valuation Day, then its value shall be determined in good faith by the Management Company, following generally accepted valuation principles verifiable by the auditors.

For the avoidance of doubt, these provisions are rules for determining the Net Asset Value per Unit and are not intended to affect the treatment for accounting or legal purposes of the assets and liabilities of the Fund or any Units issued by the Fund.

2.- Temporary Suspension of the Calculation

The AIFM is entitled to suspend the calculation of the Fund's NAV, if and for as long as there are circumstances which make this suspension necessary and if the suspension is justifiable, taking into account the interests of the Unitholders, in particular:

1. during the time in which a stock exchange or another market, where a considerable part of the Fund's assets is officially quoted or traded, is closed (except at the usual weekends or on bank holidays) or the trading on this stock exchange or corresponding market ceases or is limited;
2. where a major part of the securities and instruments in the Fund are not listed or otherwise not subject to orderly pricing entailing that the NAV cannot be satisfactorily determined in a manner that safeguards the equal right of Unitholders;
3. in periods, where the political, economic, military, monetary or social circumstances or any case of force majeure, beyond the responsibility or power of the AIFM make it impossible to dispose of the Fund's assets by reasonable and normal means, without causing serious prejudice to its Unitholders;
4. during the time in which the exchange market(s) forming the basis of the valuation of a major part of the Fund's assets is (are) closed for legal holidays;
5. in an emergency, when the AIFM may not dispose of the Fund's investments or it is impossible for it to freely transfer the transaction value resulting from purchases and sales of investment, or to carry out the calculation of the NAV in an orderly manner.

In case of a suspension for reasons as stated above, Unitholders will be informed accordingly.

Investors who have applied for redemption of Units will be informed promptly of the suspension and will then be notified immediately once the calculation of the NAV per unit is resumed. After resumption, investors will receive the redemption price that is then current.

Section XI – Distribution Policy

The Management Company intends to annually pay dividends to the investors. However within two years after the launching date the Management Company will not make any distributions to the Unitholders. In that period, the Management Company will reinvest such income.

In any event, no distribution may be made if, as a result, the Net Asset Value of the Fund would fall below Euro 1,250,000.

Section XII – Costs, Fees and Expenses

Fees due to FundRock Management Company S.A.

Out of the Fund's net assets, FundRock Management Company S.A. will be entitled to an all-in fee of up to 0.5% p.a. for its services as Management Company, AIFM and Central Administration. This fee is paid semi-annually (June and December) and based on the average net assets of the Fund calculated quarterly during the relevant period. This fee shall in particular serve as compensation for the Administrative Agent, the Registrar and Transfer Agent, the Paying Agent and the Portfolio Manager of the Fund as well as for the services of the Depositary.

Furthermore, the Fund will pay all taxes owed on the Fund's assets and income.

Bank and brokerage fees for transactions in securities making up the Fund's portfolio as well as fees on transfers referring to redemption of Units will be borne by the Fund.

The Fund will bear an appropriate portion for fees and legal costs inherent to the promotion and the offer of the Fund's units (including any information or documentation that may be required for the distribution of the Fund's units), and including printing of marketing material, web-pages and related matters.

All other costs and expenses are not to be borne by the Fund.

Investment in target funds can lead to duplicate (or, if the target funds are fund of funds, triplicate) costs, in particular to double (or triple) management fees, since fees are incurred both on the side of the Fund as well on the side of the target fund (as well on the side of the target funds of the target funds).

Section XIII – Taxation

Taxation in Luxembourg

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

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

As a general rule, the net assets of the Fund are subject to a Luxembourg annual subscription tax ("*taxe d'abonnement*") at an annual rate of 0.01% payable at the end of each quarter and calculated on the amount of the net assets of the Fund at the end of that quarter. The value of the assets represented by the shares/units held in other Luxembourg undertakings for collective investment already subject to a "*taxe d'abonnement*" is exempt from the payment of such tax.

The Unitholders should seek independent professional advice regarding the relevant tax laws applicable to it in its relevant country.

The above mentioned information is not and should not be interpreted as being a legal or tax advice. This information bases on the current law and regulations and may be subject to modifications from time to time.

Common Reporting Standard ("CRS")

The Fund is subject to the Standard for Automatic Exchange of Financial Account Information in Tax matters (the "**Standard**") and its Common Reporting Standard (the "**CRS**") as set out in the Luxembourg law dated 18 December 2015 on the Common Reporting Standard (loi relative à l'échange automatique de renseignements relatifs aux comptes financiers en matière fiscale) (the "**CRS Law**").

The CRS Law is based on the European Directive 2014/107/EU of 9 December 2014 amending provisions of Directive 2011/16/EU on administrative cooperation in the field of taxation and the OECD's multilateral agreements. Further, the first reporting to the Luxembourg tax authority (the "**LTA**") under the CRS Law, will be applied in 2017 for the calendar year 2016. The LTA will onward report to participating foreign tax authorities by 30 September 2017.

The intention of CRS is to safeguard against tax evasion. Accordingly, under the terms of the CRS Law, the AIFM, on behalf of the Fund, is likely to be treated as a Luxembourg Reporting Financial Institution. Consequently, the AIFM, on behalf of the Fund, is required to collect personal and financial information as described in Annex I of the CRS Law with effect from 1 January 2016 and without prejudice to other

applicable data protection provisions as set out in the Fund documentation, the AIFM, on behalf of the Fund, will be required to annually report this information to the LTA as from 2017.

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

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

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

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

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

Foreign Account Tax Compliance Act ("FATCA")

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

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

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

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

The AIFM, on behalf of the Fund, qualifies as a so-called "sponsored financial institution" as defined in the IGA. The Administrative Agent, Registrar and Transfer Agent qualifies as a so-called "sponsoring financial institution". The Administrative Agent, Registrar and Transfer Agent agrees to sponsor the Fund for the purpose and within the meaning of the IGA. The AIFM, on behalf of the Fund, intends to be so-called "non-reporting sponsored financial institutions" within the meaning of the IGA. In case the Fund would be subject

to reporting obligations under the FATCA regulation, the Administrative Agent, Registrar and Transfer Agent will register the Fund as its sponsoring entity with the IRS and hence, the Administrative Agent, Registrar and Transfer Agent will comply as set out in article 2 and 4 as well as Annex II, Chapter IV, section A. 3 of the IGA in due time (i.e. not later than 90 (ninety) days after the reportable event has first been identified) with all due diligence, withholding, registration and reporting obligations on behalf of the Fund regarding certain holdings by and payments made to (a) certain US investors, (b) certain US controlled foreign entity investors and (c) non-US financial institution investors that do not comply with the terms of the Luxembourg IGA legislation. Further, the Administrative Agent, Registrar and Transfer Agent will perform any requirements that the Fund would have been required to perform if it were a reporting Luxembourg financial institution as defined in the IGA. Under the Luxembourg IGA, such information will be onward reported by the Luxembourg tax authorities to the IRS under the general information exchange provisions of the US-Luxembourg Income Tax Treaty. The Administrative Agent, Registrar and Transfer Agent is required to monitor its own and the Fund's status as being a participating financial institution and a non-reporting entity on an ongoing basis and has to ensure that the Administrative Agent, Registrar and Transfer Agent and the Fund meet the conditions for such status over the time.

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

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

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

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

Section XIV – General Information

1.- General Legal Considerations

Luxembourg law governs the Fund and FundRock Management Company S.A.

Investors should note that all the regulatory protections provided by their local regulatory authority may not apply. Investors should consult their personal financial advisor for further information in this regard.

Investments in the Fund may involve legal requirements, foreign exchange restrictions and tax considerations unique to each investor. The Management Company makes no representations with respect to whether any Unitholder is permitted to hold such Units. Prospective investors should consult their own legal and tax advisors regarding such considerations prior to making an investment decision.

2.- Information to Unitholders

The audited annual report shall be made available to Unitholders free of charge at the registered office of FundRock Management Company S.A. within six months of the close of each accounting year.

The Fund's financial year begins on 1 January of each year and ends on 31 December of the same year.

The accounts of the Fund are maintained in EUR.

Financial information concerning the Fund or FundRock Management Company S.A., including the periodic calculation of the Net Asset Value per Unit, the issue and the redemption prices as well as any other substantial information concerning the Fund are made available to investors in a form permitted by laws or related regulations of the countries, where units of the Fund are sold.

Section XV –Liquidation of the Fund

The Fund may be liquidated at any time by the Management Company, the Management Company acting, in principle, as liquidator. The Fund must be liquidated if the Management Company is wound up for any reason. This should be notified by the Management Company in a form permitted by laws or related regulations of the countries, where units of the Fund are sold. Should an event occur causing liquidation of the Fund, the issue of Units in the Fund shall be ceased. The Management Company may decide to stop redemption of Units or accept redemption requests insofar as it is possible to ensure the equal treatment of the Unitholders.

The Depositary shall share any liquidation revenue for the Fund minus liquidation expenses and fees among the Unitholders of the Fund in proportion to their holding of such Units in the Fund, as instructed by the Management Company or by any liquidators that may have been appointed by the Management Company in agreement with the Depositary and the supervisory authority.

Liquidation revenue not distributed to Unitholders after conclusion of the liquidation proceedings shall be converted into Euro if required by law and shall be deposited by the Depositary on behalf of entitled Unitholders after conclusion of the liquidation proceedings with the Luxembourg *Caisse de Consignation*. Unless claimed within the statutory time limit, such amounts shall accrue to the *Caisse de Consignation*.

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

Section XVI – Regulatory Disclosure

1. Conflicts of Interest

The Management Company adopted a conflict of interest policy (the "**Conflict of Interest Policy**") to identify, manage and where necessary prohibit any action or transaction that may give rise to conflicts entailing a material risk of damage to the interest of the Fund or its unitholder. The Management Company strives to manage any conflicts in a manner consistent with the highest standards of integrity and fair dealing. For this purpose, it has implemented procedures that shall ensure that any business activities involving a conflict, which may harm the interests of the Fund or its unitholder, are carried out with an appropriate level of independence and that any conflicts are resolved fairly.

Notwithstanding its due care and best effort, there is a risk that the organizational or administrative arrangements made by the Management Company for the management of conflicts of interest are not sufficient to ensure with reasonable confidence, that risks of damage to the interests of the Fund or its unitholder will be prevented. In such case where a conflict of interest cannot be avoided and/or that require

particular actions, the Management Company will report to the unitholder by an appropriate durable medium and give reasons for the decision.

A paper version of the Conflicts of Interest Policy is available free of charge at the registered office of the Management Company.

2. Detailed information regarding the Conflict of Interest Policy can also be found on the following webpage of the Management Company: <https://www.fundrock.com/conflict-of-interest/>. **Remuneration**

The AIFM has established a remuneration policy applicable to all identified staff members as specified in the AIFM Regulation and the ESMA Guidelines 2013/201. Any relevant disclosures shall be made in the financial statements, if applicable, in accordance with the 2013 Law.

3. Other Policies

The AIFM will make the following additional information available at its registered office upon request in accordance with Luxembourg laws and regulations: the procedures relating to complaints handling, the strategy followed for the exercise of voting rights of the Fund, the best execution policy and the procedure for the giving and receiving of inducements.

4. Other disclosures

The following disclosures will be made in the annual report or in another appropriate periodic reporting, and where necessary on an ad hoc basis:

- Where available, the historical performance of each Sub-Fund.
- Changes to the Depositary's liability
- The loss of a financial instrument.
- Any changes to the maximum level of leverage which FundRock Management Company S.A may employ on behalf of the Fund as well as any right of the re-use of collateral or any guarantee granted under the leveraging arrangement if applicable.
- The level of leverage employed by the Fund.
- Any new arrangements for managing the liquidity of the Fund.
- The percentage of the Fund's assets which are subject to special arrangements arising from their illiquid nature.
- The current risk profile of the Fund and the risk management systems employed by FundRock Management Company S.A to manage those risks,
- Any changes to risk management systems employed by FundRock Management Company S.A in accordance with point c of Article 23(4) of the AIFM Directive as well as its anticipated impact on the Fund and its investors.

5. Applicable law, jurisdiction and governing language

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

English shall be the governing language for this Prospectus, provided, however, that the AIFM/Management Company and the Depositary may, on behalf of themselves and the Fund, consider as binding the translation in languages of the countries in which the Units of the Fund are offered and sold, with respect to Units sold to investors in such countries.

Section XVII – Documents Available

Copies of the following documents may be obtained for inspection during usual business hours on any Bank Business Day in Luxembourg at the registered office of the Fund:

- the Management Regulations;
- the Issue Document;
- the Depositary Agreement;
- the Portfolio Management Agreement.