

NB

Investment Fund under Luxembourg law  
("Fonds Commun de Placement")

---

Prospectus  
NOVEMBER 2015

**VISA 2015/100935-1665-0-PC**  
L'apposition du visa ne peut en aucun cas servir  
d'argument de publicité  
Luxembourg, le 2015-11-04  
Commission de Surveillance du Secteur Financier



## INTRODUCTION

NB (hereinafter also referred to as the "**Fund**") is a mutual investment fund, qualifying as a "*fonds commun de placement*" ("**FCP**") with one or more Sub-funds (each a "**Sub-Fund**" and together the "**Sub-Funds**") under the laws of the Grand Duchy of Luxembourg, which envisages to invest in a diversified range of transferable securities and/or other liquid financial assets permitted by law, in conformity to the investment policy of each particular Sub-fund.

The Fund is an Undertaking for Collective Investment in Transferable Securities (a "**UCITS**") for the purpose of the Council Directive 2009/65/CE, as amended ("**UCITS Directive**"). The Fund is registered in the Grand Duchy of Luxembourg pursuant to Part I of the Luxembourg law of 17 December 2010 on undertakings for collective investment (the "**UCI Law**"). However, such registration does not imply a positive assessment by the Luxembourg supervisory authority of the content of the current prospectus (the "**Prospectus**") or of the quality of the units of the Fund (the "**Units**") offered for sale. Any representation to the contrary is unauthorised and unlawful.

This Prospectus does not constitute an offer to anyone or solicitation by anyone in any jurisdiction in which such an offer or solicitation is unlawful or in which the person making such an offer or solicitation is not qualified to do so.

The distribution of this Prospectus and the offering of the Units may be restricted in certain jurisdictions. It is the responsibility of any persons in possession of this Prospectus and any persons wishing to subscribe for Units pursuant to this Prospectus to inform themselves of, and to observe, all applicable laws and regulations of any relevant jurisdictions. Potential subscribers or purchasers of Units should inform themselves as to the possible tax consequences, the legal requirements and any foreign exchange restrictions or exchange control requirements which they might encounter under the laws of the countries of their citizenship, residence or domicile and which might be relevant to the subscription, purchase, holding, conversion or sale of Units.

Any information not mentioned in this Prospectus should be regarded as unauthorized. The information contained in this Prospectus is considered to be accurate at the date of its publication. To reflect material changes, this Prospectus may be updated from time to time and potential subscribers should enquire of the management company of the Fund (the "**Management Company**") as to the issue of any later prospectus.

The board of the Management Company (the "**Management Company Board**") is held responsible for the information contained in this Prospectus and has taken all reasonable care to ensure that at the date of this Prospectus the information contained herein is accurate and complete in all material respects. The Directors accept responsibility accordingly.

Applications for Units will only be considered on the basis of this Prospectus. Copies of the current Prospectus, the KIIDs and the latest periodical reports (audited annual report and unaudited semi-annual report) may be obtained free of charge from the registered office of the Fund during normal business hours on any Business Day.

Copies of this prospectus, the KIIDs and the latest periodical reports of the Fund are also available online at [www.esaf.pt](http://www.esaf.pt).

The delivery of this Prospectus (whether or not accompanied by any reports) or the issue of Units shall not, under any circumstances, create any implication that the affairs of the Fund have not changed since the date hereof.

A KIID for each available Class of Units must be made available to investors free of charge prior to their subscription for Units. Prospective investors must consult the KIID for the relevant Class of Units in which they intend to invest. Requests for subscription or conversion of Units will be accepted upon verification by the Management Company that the (prospective) Unitholder has received the relevant KIID available as mentioned above.

The Management Company Board reserves the right to apply in the future for listing the Units on the Luxembourg Stock Exchange or any other securities exchanges.

Any reference to "**EUR**" or "**Euro**" in the Prospectus refers to the lawful currency of the European Union Member States which adopted the Euro.

### **Prevailing language**

The distribution of this Prospectus and the Key Investor Information Document in certain countries may require that these documents be translated into the official languages of those countries. Should any inconsistency arise between the translated versions of this Prospectus, the English version will always prevail.

### **Data Protection**

In accordance with the provisions of the law of 2 August 2002 on the protection of persons with regard to the processing of personal data, as amended, the Management Company has to inform Unitholders that their personal data is kept by means of a computer system.

The Management Company collects, stores and processes, by electronic or other means, the data supplied by Unitholders at the time of their subscription for the purpose of fulfilling the services required by the Unitholders and complying with its legal obligations.

The data processed includes the name, address and invested amount of each Unitholder (the "**Personal Data**").

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

In particular, the data supplied by Unitholders is processed for the purpose of (i) maintaining the register of Unitholders, (ii) processing subscriptions, redemptions and conversions of Units and payments of dividends to Unitholders, (iii) performing controls on late trading and market timing practices, (iv) complying with applicable anti-money laundering rules.

The Management Company can delegate to another entity (the Administrator and the Registrar and Transfer Agent) (the "**Processors**") the processing of the Personal Data, in compliance and within the limits of the applicable laws and regulations. The processing of personal data may be delegated also to the services providers appointed by the Management Company in the countries of registration of the Fund.

Each Unitholder has a right to access his/her/its Personal Data and may ask for a rectification thereof in cases where such data is inaccurate and incomplete. In relation thereto, the Unitholder can ask for a rectification by letter addressed to the Management Company.

The Unitholder has a right of opposition regarding the use of his/her/its Personal Data for marketing purposes. This opposition can be made by letter addressed to the Management Company.

The Unitholder's personal data shall not be held for longer than necessary with regard to the purpose of data processing observing legal periods of limitation.

## **IMPORTANT INFORMATION**

If you are in any doubt about the content of this Prospectus and KIID, you should consult your stockbroker, solicitor, accountant or other financial advisor. No person is authorized to give any information other than that contained in this Prospectus and KIID, or any of the documents referred to herein that are available for public inspection at the registered office.

The value of Units may go down as well as up. The Management Company is obliged to redeem Unitholders' Units at the relevant redemption price, which may be different from the price at which the Units were acquired by the Unitholders.

### **Historical Performance**

The Sub-Funds present their performance as average annual total return, reflecting all charges and expenses accrued by the relevant sub-fund. Performance does not include any adjustments for sales charges and does not consider any tax consequences to Unitholders as a result of investing in units.

The Sub-Funds when presenting their average annual total return, also may present their performance using other means of calculation, and may compare their performance to various benchmarks and indices.

Past performance is not necessarily indicative for future results. Past performance of the sub-funds launched since a full year or more at the date of the present prospectus is disclosed for each sub-fund in the relevant Key Investor Information Document ("KIID") issued for such Sub-Fund.

## TABLE OF CONTENT

MANAGEMENT AND ADMINISTRATION .....	9
KEY FEATURES.....	9
INVESTMENT OBJECTIVE AND POLICIES .....	10
MANAGEMENT COMPANY .....	11
ADMINISTRATIVE AGENT AND REGISTRAR & TRANSFER AGENT .....	12
CUSTODIAN BANK.....	12
INVESTMENT MANAGER.....	13
INVESTMENT ADVISOR .....	13
DIVIDEND POLICY .....	13
THE UNITS.....	14
LATE TRADING AND MARKET TIMING.....	14
ISSUE, REDEMPTION AND CONVERSION OF UNITS.....	15
CHARGES AND EXPENSES .....	17
NET ASSET VALUE .....	19
DISSOLUTION AND LIQUIDATION OF THE FUND .....	22
MEETINGS, REPORTS AND NOTICES .....	23
APPLICABLE LAW, PLACE OF PERFORMANCE AND AUTHORITATIVE LANGUAGE.....	24
THE MANAGEMENT REGULATION AMENDMENTS .....	24
COMPLAINTS HANDLING.....	24
APPENDIX I - Investment Restrictions .....	25
APPENDIX II - Techniques and Financial Instruments .....	31
APPENDIX III – Risk Factors.....	35
APPENDIX IV - Details of each Sub-Fund .....	40

## DEFINITIONS

"**Annual Reports**" means the annual reports of the Fund.

"**Auditor**" means the auditor of the Fund.

"**Business Day**" means any full working day in Luxembourg when the banks are open for business.

"**Central Administration**" means the agent who acts as a central administration, listing agency and registrar and transfer agency of the Fund.

"**Class**" or "**Classes**" means one or more classes of Units of a Sub-fund.

"**Conversion Commission**" means the conversion commission specified for each Sub-fund in Appendix IV.

"**CSSF**" means the *Commission de Surveillance du Secteur Financier*, the Luxembourg supervisory authority for the financial sector, or any successor authority from time to time.

"**Custodian**" means an agent that has been appointed as custodian of the Fund.

"**Directors**" means the directors of the Management Company.

"**Euro**" or "**EUR**" means the lawful currency of the European Union Member States which have adopted the single currency in accordance with the Treaty on the Functioning of the European Union, as amended.

"**FCP**" means "*fonds commun de placement*".

"**Financial Techniques and Instruments**" means the financial techniques and instruments as specified in Appendix II.

"**Fund**" means the NB.

"**Initial Price**" means the price for which the first subscriptions for the relevant Sub-fund have been accepted, as specified for each Sub-fund in Appendix IV.

"**Institutional Investors**" means the institutional investors as such term is interpreted by the supervisory authority and any applicable laws and regulations from time to time in force in Luxembourg.

"**Investment Advisor**" means the agent acting for the Management Company who provide the Investment Manager and the Management Company with investment information, recommendations and research concerning prospective and existing investments for the respective, abovementioned Sub-fund(s)

"**Investment Manager**" means the agent acting for the Management Company who purchases and sells securities.

"**Investment Restrictions**" means the investment powers and restrictions as specified in Appendix I.

"**Key Investor Information Document ("KIID")**" means the key investor information of a Sub-fund and/or Class, as amended from time to time.

"**Management Company Board**" means the board of directors of the Management Company.

"**Management Company**" means the management company of the Fund, GNB - International Management, S.A..

"**Management Regulations**" means the management regulations of the Fund, as amended from time to time.

"**Net Asset Value**" or "**NAV**" mean the net asset value of the Fund as determined in accordance with Section 10.

"**Other Denomination Currency**" means any currency in which the Net Asset Value per Unit of one or more Sub-funds/Class(es) may be calculated in addition to the Reference Currency.

"**Prospectus**" means the current prospectus of the Fund as the same may be amended from time to time.

"**Redemption Commission**" means the redemption commission specified for each Sub-fund in Appendix IV.

"**Redemption Price**" means the price for the redemption of Units as determined in accordance with Section 15.

"**Reference Currency**" means the currency in which the Net Asset Value of each Sub-fund is denominated.

"**Retail Investors**" means the retail investors as such term is interpreted by the supervisory authority and any applicable laws and regulation from time to time in force in Luxembourg.

"**Section**" means a section in this Prospectus.

"**Semi-annual Reports**" means the semi-annual reports of the Fund.

"**Sub-fund Conversion Deadline**" means the deadline at which the application of conversion must be received by the Central Administration as specified in Appendix IV for each Sub-fund.

"**Sub-fund Redemption Deadline**" means the redemption deadline of the relevant Sub-fund at which the application for redemption must be received by the Central Administration as specified in Appendix IV for each Sub-fund.

"**Sub-fund Subscription Deadline**" means the subscription deadline of the Sub-fund at which the subscription must be received by the Central Administration as specified in Appendix IV for each Sub-fund.

"**Sub-Fund**" means any sub-fund of the Fund.

"**Subscriber**" means any person that signed and filed a Subscription Form with the Central Administration.

"**Subscription Commission**" means the commission on the Subscription Price which is determined for each Sub-fund in Appendix IV.

"**Subscription Form**" means the subscription form indicating a Subscriber's subscription for Units.

"**Subscription Price**" means the subscription price of each Class of each Sub-fund on the Initial Subscription Day or during the Initial Subscription Period, as specified for each Sub-fund in Appendix IV.

"**UCI Law**" means the Luxembourg law of 17 December 2010 on undertakings for collective investment, as amended.

"**UCI**" means undertakings in collective investments.

"**UCITS**" means undertakings for collective investment in transferable securities.

"**UCITS-Directive**" means the Council Directive 2009/65/EC as amended.

"**Unit**" means a unit of a Sub-fund.

"**Unitholder**" means a holder of one or more Units.

**"Valuation Day"** means the day on which the Net Asset Value per Unit of each Class in each Sub-fund is determined in accordance with Section 10.



## MANAGEMENT AND ADMINISTRATION

### **Management Company**

GNB - INTERNATIONAL MANAGEMENT S.A.  
1, Rue Schiller – L-2519 Luxembourg  
LUXEMBOURG Trade Register N° B 50.293

### **Board of Directors**

**Mr Fernando Fonseca Cristino Coelho, chairman**  
Chief Executive Officer of ESAF –SGPS

**Mr Pedro Luis Faria Araújo de Almeida e Costa**  
Managing Director of ESAF –SGPS

**Mr João Pedro Guimarães**  
Managing Director of ESAF –SGPS

**Mr Rafik Fischer**  
Head of Global Investor Services of KBL European Private Bankers S.A.

### **Conducting Managers**

**Mr Ricardo Balan**  
Head of Compliance of ESAF –SGPS

**Mr Pedro Arbués**  
Head of Equity Investments of ESAF –SGPS

**Mr Claude Blocry**  
Kredietrust Luxembourg S.A.

### **Custodian and Principal Paying Agent**

KBL EUROPEAN PRIVATE BANKERS S.A.  
43, boulevard Royal L - 2955 LUXEMBOURG

### **Registrar & Transfer Agent and Administrative Agent**

KREDIETRUST LUXEMBOURG S.A.  
11, rue Aldringen L - 2960 LUXEMBOURG

### **Investment Manager**

GNB – SOCIEDADE GESTORA DE PATRIMÓNIOS, S.A.  
Av. Alvares Cabral N°41 R/C/, 1°, 2°, P - 1250 Lisbon

### **Investment Advisor for the sub-fund NB – TRADING FUND**

BANCO ESPIRITO SANTO DE INVESTIMENTO, S.A.  
Edifício Quartzo – Rua Alexandre Herculano 38  
1269-161 Lisboa - Portugal

### **Auditor of the Fund**

DELOITTE AUDIT S.à.r.l.  
560, rue de Neudorf  
L-2220 Luxembourg

### **KEY FEATURES**

The Fund is organised in and under the laws of the Grand Duchy of Luxembourg as a mutual investment fund (“*fonds commun de placement*”) with one or more separate Sub-Funds constituting each a separate portfolio of assets and liabilities. The net assets of the Fund must reach EUR

1,250,000.- within the first six months following its authorisation by the CSSF, and thereafter may not be less than this amount.

The Fund is registered pursuant to Part I of 2010 Law. However such registration does not require any Luxembourg authority to approve or disapprove either the adequacy or accuracy of the Prospectus or the assets held in the various Sub-funds. Any representations to the contrary are unauthorized and unlawful.

The Fund was organised pursuant to "Management Regulations" entered into force on 16 February 1995.

The Management Regulations were filed with the "Registre de Commerce et des Sociétés" of Luxembourg on 16 March 1995 and were published in the "Mémorial C Recueil Spécial des Sociétés et Associations" (the "Mémorial") on 13 April 1995. The Regulations may be changed in observance of the provisions of the law. Such change will be announced in the Mémorial. Any new Regulations come into force on the date of their signature. The consolidated version is deposited at the "Registre de Commerce et des Sociétés" in Luxembourg for inspection. The Management Regulation have been updated for the last time on 29 January 2015.

The Fund has no legal personality as an investment fund. The entire assets of each Sub-Fund are the undivided property of all investors who have equal rights in proportion to the number of units they hold. These assets are separate from the assets of the Management Company. The securities and other assets of the Fund are managed by GNB - INTERNATIONAL MANAGEMENT S.A. as in-house funds in the interest and for the sole account of the Unitholders.

The Regulations give the Management Company the authority to establish different Sub-Funds within the Fund as well as different unit classes with specific characteristics within these Sub-Funds. The prospectus will be updated each time a new Sub-Fund is created or an additional unit class is issued.

The Fund is subject to no restrictions with regard to the number of units, number of Sub-Funds and unit classes and the duration of the Fund and its Sub-Funds.

With respect to the Unitholders, each Sub-Fund is regarded as being separate from the others. The assets of a Sub-Fund can only be used to offset the liabilities which the Sub-Fund concerned has assumed.

The acquisition of Fund units implies acceptance of the Regulations by the investor (Unitholder).

The Regulations do not provide for a general meeting of Unitholders.

The financial year of the Fund begins on 1 January of each year and ends on the last day of December of the same year. The accounts and financial statements of the Fund as well as the composition of its assets are examined and audited by an external auditor, DELOITTE AUDIT S.à.r.l. The accounts of the Management Company are audited by a different external auditor, PwC. The units of the Sub-Funds of the Fund are listed on the Luxembourg Stock Exchange.

## **INVESTMENT OBJECTIVE AND POLICIES**

Unless otherwise provided for a specific Sub-Fund in its Supplement in Appendix IV of the present Prospectus, the strategy of the Sub-Funds will focus on achieving capital growth by mainly investing in a portfolio consisting of Transferable Securities, units/shares of UCITS/UCI, Money Market Instruments and other assets of the OECD issuers, as permitted by the Law of 17 December 2010, to allow for diversification of portfolio and return maximization for the Unitholders.

Investors are given the opportunity to invest in one or more Sub-Funds and thus determine their own preferred exposure on a region by region and/or asset class by asset class basis. The Management Company may, at its sole discretion, issue Units in one or several Classes within other Sub-Funds, in which case the Prospectus will be updated or supplemented accordingly.

The investment objective and policy of each Sub-Fund are described in Appendix IV.

## MANAGEMENT COMPANY

NB (hereinafter called the "**Fund**") is managed exclusively for the unitholder's account by GNB - INTERNATIONAL MANAGEMENT S.A. (hereinafter called the "Management Company"), which is a Luxembourg company having its registered office at 1, Rue Schiller, L-2519 Luxembourg. The Management Company was incorporated in Luxembourg on 16 February 1995 for an unlimited duration, as a société anonyme under the Grand Duchy of Luxembourg's Law of 10 August 1915.

The articles of incorporation were amended for the last time by a notarial deed dated 21 November 2014, not yet published in the Mémorial.

The Management Company is approved as management company in accordance with Chapter 15 of the UCI Law.

The Management Company has a share capital set at EUR 125 000, represented by 500 fully paid shares of a par value of EUR 250 each.

The Management Company's fiscal year ends 31 December of each year. Its exclusive object is the creation, administration, management, council and supervision of one or more collective investment undertakings (mutual investment funds and/or investment companies) and the issue of certificates or statements of confirmation evidencing undivided co-ownership interests in mutual investment funds.

In addition to this Fund, the Management Company manages also the following undertakings for collective investment: ACTIVE ALLOCATION FUND , LUX GLOBAL FUND - SICAV and ESPIRITO SANTO GLOBAL SICAV.

The Management Company is affiliated to the ESAF – ESPÍRITO SANTO ACTIVOS FINANCEIROS SGPS, S.A, a company established under the laws of Portugal.

ESAF – ESPÍRITO SANTO ACTIVOS FINANCEIROS SGPS. S.A. ("ESAF") was created in December 1992. Its registered office is located in Lisbon, Portugal, and has a capital stock of EUR 11.750.000. ESAF joins the Asset Management activities of Novo Banco Group in Portugal and abroad. Its main activity concerns the asset management of Real Estate Investment Funds, Mutual Funds, Pension Funds as well as the management, on a discretionary basis, of the portfolios of institutional investors and high net worth individuals

As at 31 December 2013, the total volume of funds under management by the companies linked to ESAF was EUR 17,2 billion.

The ESAF's main shareholders are the following:

- the Novo Banco, S.A. with approximately 90 % of the capital stock;
- the Companhia de Seguros Tranquilidade, S.A. with 10 % of the capital stock;

The Management Company has the broadest management powers; it may enter into all agreements with third parties in its own name but for the Fund's account and inter alia purchase, sell, replace and exchange securities and related rights belonging to the Fund and engage in all operations for protection of the invested funds, spreading of the risks and selection of the investments, including keeping of assets in any form for subsequent investment. Such agreements are concluded and respect the unitholders' rights as set forth in the Fund's Management Regulations.

The Management Company may in its discretion and in the unitholders' interests exercise the voting right at the general meetings of companies whose securities are held in the portfolios of the Sub-Funds.

It may not contract any obligation in its own name for the Fund's account except as aforesaid. However, it may agree to pay the unpaid amount of securities not fully paid which the Fund may hold; any amount required for that purpose will be kept in cash.

In compliance with the provisions of chapter 15 of the UCI Law and the CSSF Circular 11/512, the effective conduct of the business of the Management Company has been granted to at least two day-to-day managers (the "Conducting Managers" or "Conducting Officers") as mentioned in the Prospectus.

In accordance with applicable laws and regulations, in compliance with the Management Regulations, the Management Company is empowered to delegate, under its control and responsibility, all or part of its duties and powers to any person or entity, which it may consider appropriate. It being understood that

the Prospectus, shall the case being, be amended accordingly. For the time being the duties of portfolio management and central administration, which include the registrar and transfer agency duties, have been delegated as further detailed here-below.

The Management Company will be remunerated directly by the Fund in accordance with section "Management Fees" below.

#### **ADMINISTRATIVE AGENT AND REGISTRAR & TRANSFER AGENT**

Kredietrust Luxembourg S.A. has been designated as Administrative Agent and Registrar & Transfer Agent for the Fund (hereinafter called the "Central Administration") pursuant to an administrative agency agreement dated 16 February 1995

It was incorporated on 16 February 1973 under the form of a Luxembourg-based société anonyme. Its registered office is at 11, rue Aldringen, Luxembourg.

Kredietrust Luxembourg S.A. is approved as management company in accordance with Chapter 15 of the UCI Law.

The Administrative Agent is responsible for the general administrative duties involved in managing the Fund and prescribed by Luxembourg law. These administrative services mainly include calculation of the net asset value per unit and the keeping of the Fund's accounts as well as reporting.

Kredietrust Luxembourg S.A. in its position as Administrative and Registrar & Transfer Agent has charged, under its liability, European Fund Administration ("EFA") société anonyme, established in Luxembourg, with the fulfilment of all of its duties.

#### **CUSTODIAN BANK**

KBL European Private Bankers S.A. has been designated as custodian bank for the Fund (hereinafter called the "Custodian") pursuant to a custodian agreement dated 29 December 2004.

It is a Luxembourg société anonyme incorporated on 23 May 1949. At 31 December 2013, its own capital and reserves amounted to 1.131.061.522,97 The Custodian has been entrusted with the custody of the Fund's assets and it shall fulfil the obligations and duties provided for by the UCI Law. In compliance with usual banking practices, the Custodian may, under its responsibility, entrust part or all of the assets which are placed under its custody to other banking institutions or financial intermediaries.

As Custodian, KBL European Private Bankers S.A. carries out the usual duties regarding custody, cash and securities deposits, without any restriction. In particular, and upon the instructions of the Management Company, it will execute all financial transactions and provide all banking facilities. The Custodian will further, in accordance with the UCI Law be entrusted with the custody of the assets of the Fund and shall carry out all operations concerning the day-to-day administration of the assets of the Fund. The Custodian must moreover:

- Ensure that the sale, issue, repurchase, conversion and cancellation of Units effected on behalf of the Fund or by the Management Company are carried out in accordance with the law and the Management Regulations;
- Ensure that the value of Units is calculated in accordance with the law and the Management Regulations;
- Carry out the instructions of the Management Company, unless they conflict with the law or the Management Regulations;
- Ensure that in transactions involving the assets of the Fund, the consideration is remitted to it within the usual time limits provided in the Management Regulations; and
- Ensure that the income of the Fund is applied in accordance with the Management Regulations.

In the event of the Custodian's resignation, the Management Company shall as soon as possible and in any case not later than two months after the termination, appoint a successor custodian who shall assume the responsibilities and functions of the Custodian under these Management Regulations.

As paying agent, KBL European Private Bankers S.A. is responsible for the payment of dividends (if any) to the Unitholders of the Fund.

### **INVESTMENT MANAGER**

Under an agreement concluded with the Management Company, GNB – SOCIEDADE GESTORA DE PATRIMÓNIOS S.A. (formerly designated by ESAF - Espírito Santo Gestão de Patrimónios, S.A.) (the "Investment Manager") in Lisbon has been delegated the management functions, under the responsibility of the Management Company of the Fund and within the framework of the investment policy. The Investment Manager is obliged to report to the Conducting Officers of the Management Company, on a regular basis, on the evolution of the assets of the Fund and on the transactions carried out and subject to discretionary management within the Sub-Funds.

The investment management agreement has been signed between the Management Company and the Investment Manager for an indeterminate period and may be terminated by either of the two parties subject to prior written notice of three months. The agreement may also be terminated on shorter notice in certain circumstances.

The Investment Manager is a subsidiary of ESAF. On 31 December 2013, the Investment Manager had approximately EUR 8,9 billion in its portfolio under management.

Pursuant to the aforementioned services agreement and with the prior consent of the Management Company and the approval of the CSSF, the Investment Manager is authorised to delegate, under its responsibility at its own cost and in relation to certain Sub-Funds with a geographical focus, specialist asset management companies, in order to benefit from their expertise and experience in particular markets.

The Investment manager will be remunerated directly by the Fund in accordance with section "**Management Fees**" below.

### **INVESTMENT ADVISOR**

The Management Company may appoint Investment Advisors for each Sub-Fund with regard to investment recommendations, for instance, relating to the asset allocation between the permitted investment instruments. The Management Company is not obliged to follow these recommendations.

The names of the Investment Advisors, as well as the commission to which they are entitled are further described in each Sub-Fund relevant Appendix.

The Investment Advisor will be remunerated directly by the Fund in accordance with section "**Management Fees**" below.

### **DIVIDEND POLICY**

Every year the Management Company reserves the right to determine the percentage of the investment income to be distributed to the Unitholders in proportion to their Units.

The Board may decide the payment of dividends depending on the profits realised by the Fund.

The Custodian or institutions designated by it shall make the payment on presentation and delivery of the coupon provided that the exchange control regulations do not prevent the transfer. Distributions can be made out of net investment income and out of realised capital gains after deduction of realised

and unrealised capital losses. If necessary, and in order to assure a reasonable level of distributions, distributions may be made out of any other funds available for distribution.

Moreover the net assets of the Fund may be distributed provided that after distribution the net assets will not be less than the minimum net assets required by Luxembourg law. The nature of this distribution will have to be disclosed.

## **THE UNITS**

Units will be issued in bearer or registered form. For registered units, a sole confirmation in writing will be issued to the Unitholder. Bearer units are issued in the form of a global certificate to be deposited with Clearstream. No issue of effective bearer certificates is provided for. For class I Unit, units are issued in registered form only.

Fractional units will be issued up to two decimal places. By purchasing units, the Unitholders accept all of the provisions of the Regulations.

Unless otherwise specified in Appendix IV Investors may, in principle, convert all or part of their units of a Sub-Fund into units of another Sub-Fund.

Within each Sub-Fund, the Management Company is authorised to create different Classes, which may be characterised by their distribution policy (distribution or capitalisation units), their reference currency, commission level or any other characteristic decided by the Management Company.

Whether Classes are created, the present provisions applicable to Sub-Funds are also applicable mutatis mutandis to each Classes.

The Class(es) for each Sub-Fund are indicated in Appendix IV.

R-Unit Classes are listed on the Luxembourg Stock Exchange.

Fractions of units do not confer the right to vote at general meeting, but will grant entitlement to a distribution or a proportionate distribution of the liquidation proceeds in the case that the Sub-Fund concerned is liquidated.

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

## **LATE TRADING AND MARKET TIMING**

### Late trading

The Fund determines the price of its Units on a forward basis. This means that it is not possible to know in advance the Net Asset Value per Unit at which Units will be bought or sold (exclusive of any Subscription or Redemption Commission as defined hereafter). Subscription applications have to be received and will be accepted for each Sub-fund only in accordance with the Sub-fund Subscription Deadline.

### Market timing

The Fund is not designed for Unitholders with short-term investment horizons. Activities which may adversely affect the interests of the Fund's Unitholders (for example that disrupt investment strategies or impact expenses) such as market timing or the use of the Fund as an excessive or short term trading vehicle are not permitted.

While recognising that Unitholders may have legitimate needs to adjust their investments from time to time, the Management Company in its discretion may, if it deems such activities adversely affect the interests of the Fund or the Fund's Unitholders, take action as appropriate to deter such activities.

Accordingly if the Management Company determines or suspect that a Unitholder has engaged in such activities, it may suspend, cancel, reject or otherwise deal with that Unitholder's subscription or conversion applications and take any action or measures as appropriate or necessary to protect the Fund and its Unitholders.

## **ISSUE, REDEMPTION AND CONVERSION OF UNITS**

### **1. Issue of Units**

The issue price of the Sub-Funds is calculated according to the regulations given in the section "**Net Asset Value**".

Any taxes, commissions and any other fees that apply in the different countries in which Fund units may be sold will be charged to the Unitholders.

In addition, a subscription fee may be charged in favour of the Management Company as further specified in Appendix IV.

The minimum initial investment for each Class of each Sub-fund is specified in Appendix IV. The Management Company Board may, at its discretion, waive or modify such minimum limits.

Subscriptions for Units in any Sub-fund received by the Central Administration on the Business Day preceding the Valuation Day before the relevant Sub-fund's Subscription Deadline, which is detailed for each Sub-fund in Appendix IV, will be processed on that Valuation Day using the Net Asset Value per Unit determined on such Valuation Day based on the latest available prices in Luxembourg (as described under the heading "**Net Asset Value**").

Any subscriptions received by the Central Administration after this deadline will be processed on the next Valuation Day on the basis of the Net Asset Value per Unit determined on such Valuation Day.

Payment for Units must be received by the Custodian in accordance with the payment procedure as detailed in Appendix IV.

The Management Company may restrict or prevent the ownership of Units in the Fund by any person, firm, partnership or corporate body, if in the sole opinion of the Management Company such holding may be detrimental to the interests of the existing Unitholders or of the Fund, if it may result in a breach of any law or regulation, whether Luxembourg or otherwise, or if as a result thereof the Fund may become exposed to tax disadvantages, fines or penalties that it would not have otherwise incurred. Such persons, firms, partnerships or corporate bodies shall be determined by the Management Company Board.

As the Fund is not registered under the United States Securities Act of 1933, as amended, and as the Fund has not been registered under the United States Investment Company Act of 1940, as amended, its Units may not be offered or sold, directly or indirectly, in the United States of America or its territories or possessions or areas subject to its jurisdiction, or to citizens or residents thereof (hereinafter referred to as "**US Persons**"). Accordingly, the Management Company may require any subscriber to provide it with any information that it may consider necessary for the purpose of deciding whether or not he is, or will be, a Prohibited Person or a US Person.

The Management Company retains the right to offer only one or several Classes for subscription in any particular jurisdiction in order to conform to local law, custom, business practice or the Fund's commercial objectives.

The Management Company reserves the right to reject, wholly or partly, any subscription application. Moreover, the Management Company reserves the right to discontinue, without notice, both the issue and the sale of the units of the Fund.

For Subscriptions in another currency than that in which a Sub-Fund is expressed, the exchange profit or loss compared to the currency of the Sub-Fund concerned will be in favour or at expense of the Fund.

No Units of any Sub-Fund will be issued by the Management Company during any period when the determination of the NAV of Units of that Sub-Fund is suspended by the Management Company.

**2. Redemption of units**

Unitholders can request redemption of their units at any time by making an irrevocable redemption application.

Any taxes, commissions and other fees incurred in the countries in which Fund units may be sold will also be charged to the Unitholders.

In addition, a redemption fee may be charged in favour of the relevant Sub-Fund as further specified in Appendix IV.

In the event of redemption applications for more than 10 % of the net assets value of a Sub-Fund, the Management Company reserves the right to redeem the Units only at the redemption price calculated after the Fund has been able to sell the necessary Units in the shortest time, taking into account the interests of all the Unitholders and has the proceeds of this sale available.

The features linked to redemptions in each Sub-Fund are described in the Appendix IV.

**3. Conversion between Sub-Funds**

Unless otherwise specified in Appendix IV, Unitholders have the right, subject to any suspension of the determination of the NAV of any relevant Sub-Fund, to convert all or part of their holdings of any Sub-Fund into Units of another Sub-Fund by giving notice to the Administrative Agent in writing, by fax of their requirements. The application for conversion must be accompanied, as appropriate, by a form of transfer, duly completed, or any document providing evidence of transfer.

All Units tendered for conversion will, subject to such suspension of determination, be converted, in the case of applications received by the Central Administration before 5:00 p.m. on any Luxembourg bank business day preceding a Valuation Day, at a rate calculated normally by reference to the price of the Units of the Sub-Funds determined as at that day.

There is no conversion fee.

The rate at which all or part of the Units in a given Sub-Fund (the “original Sub-Fund”) are converted on any such bank business day into Units of another Sub-Fund (the “new Sub-Fund”) will be determined in accordance with the following formula:

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

Where:

- A** is the number of Units of the new Sub-Fund to be allotted;
- B** is the number of Units of the original Sub-Fund to be converted;
- C** is the NAV of Units in the original Sub-Fund to be converted on the relevant day;
- D** is the average rate of exchange on the day concerned between the currency of the Sub-Funds to be converted and the currency of the Sub-Funds to be allotted, when the original and the new Sub-Fund are not expressed in the same currency;
- E** is the NAV of the new Sub-Fund ruling on the relevant day.

If a residual balance remains after a conversion for bearer Units, the residue is compulsory redeemed and the proceeds are paid to the bearer Unitholder in the currency of the new Sub-Fund.



## **CHARGES AND EXPENSES**

### **1. Management Fee**

In consideration of their management of the Fund, the Management Company, the Investment Manager, the sub-investment manager and the Investment Advisor will receive in aggregate directly out of the assets of the Fund, an annual fee paid in proportion to time at the end of each quarter and expressed as a percentage of the average net assets of each Sub-Fund of the Fund in such a quarter.

The features linked to Management Fees in each Sub-Fund are described in the Appendix IV.

### **2. Custodian fee**

The Custodian will be entitled to a fee of maximum 0,05 % calculated on the basis of the net asset of the Sub-Funds and payable monthly with an annual minimum of EUR 10,000.--, to a flat transaction fee on all operations relating to receipt or delivery of the relevant Sub-Fund securities as well as to the reimbursement of the related operating costs.

### **3. Administrative Agent fee**

The Administrative Agent will be entitled to an annual fixed amount of 30,000,- EUR to which is added a fee of maximum 0,04 % calculated on the basis of the net asset of the Sub-Funds and payable monthly directly by the Fund. A flat transaction fee is also charged for all operations relating to receipt or delivery of securities. Furthermore, it will be entitled to the reimbursement of the related operating costs.

### **4. Performance Fee**

In addition to the annual management fee, the Management Company, the Investment Manager and/or the Sub-Investment Manager are entitled to receive an additional performance related fee as further described in the Appendix IV.

### **5. Other Fees and Charges**

The Fund will bear all its operation costs, namely the commissions of the Custodian and, if applicable, these of its correspondents as well as, among others, fees of the Registrar and Transfer Agent, the Administrative Agent, the remuneration of the Management Company, fees and charges of the auditor, costs including the printing costs of certificates and charges relating to the formation of the Fund (amortised over the first five years); expenses involved in registering the Fund with any concerned authority, expense relating to the prospectus including the KIID, all brokerage and fees on dealings; all possible duties and taxes on income; the Luxembourg annual subscription tax as well as taxes payable to supervising authorities of the States in which the Units will be sold; costs relating to the distribution of dividends; costs for advice and other extraordinary charges namely expert evaluations or actions undertaken in view of safeguarding the interests of the Unitholders.

All of such expenses will first be charged against the income and then against the profits realised and finally against the Fund's assets. The preliminary expenses estimated at EUR 37.184,03 has been capitalised and fully amortised over the first five years.

Each Sub-Fund is charged with all costs or expenses directly attributable to it plus a proportion of the costs and expenses not attributable to a particular Sub-Fund based on the NAVs of the underlying Sub-Funds. It is understood that all the assets concerning a specific Sub-Fund are only liable for the debts and obligations of that Sub-Fund.

## TAXATION

### 1. Tax Status

The Fund is subject to the Grand Duchy of Luxembourg's "taxe d'abonnement" of 0.05 % p.a. on total net assets, which is payable at the end of every quarter. This tax is calculated on the net assets of each Sub-Fund at the end of every quarter.

Class I units will benefit from a reduced tax of 0.01% per annum on their net assets.

### 2. Taxation of the Unitholders

Subject to provisions below concerning the taxation of savings income in the form of interest payments, distributions made by the Fund and income, dividends, other distributions and capital gains received by a Unitholder resident in Luxembourg or abroad are not subject to a Luxembourg withholding tax.

#### a) Taxation of the resident Unitholders

In certain cases and under certain conditions, the capital gains made by a Unitholder, an individual resident in Luxembourg holding or having held Units of the Fund for six months or less before the transfer of a Unit, the dividends received by a Unitholder and the proceeds made or received by a corporate body resident may be subject to taxation in Luxembourg unless a tax allowance or exemption applies.

A resident Unitholder is also subject to taxation on donations made in Luxembourg and to inheritance tax.

#### b) Taxation of non-resident Unitholders

Except as provided for under the EUSD Law, a non-resident Unitholder is not subject to any income, withholding, estate, inheritance or other taxes in Luxembourg.

The Council of the EU has adopted on 3 June 2003 Council Directive 2003/48/EC on the taxation of savings income in the form of interest payments (the "Directive"). Under the Directive, Member States of the EU will be required to provide the tax authorities of another EU Member State with information on payments of interest or other similar income paid by a paying agent (as defined by the Directive) within its jurisdiction to an individual resident in that other EU Member State. Austria and Luxembourg have opted instead for a tax withholding system for a transitional period in relation to such payments. Switzerland, Monaco, Liechtenstein, Andorra, San Marino, the Channel Islands, the Isle of Man and the dependent or associated territories in the Caribbean have also introduced measures equivalent to information reporting or, during the above transitional period, withholding tax.

The Directive has been implemented in Luxembourg by a law dated 21 June 2005 (the "Law").

Dividends distributed by a sub-fund will be subject to the Directive and the Law if more than 15% of such sub-fund's assets are invested in debt claims (as defined in the Law) and proceeds realised by unitholders on the redemption or sale of units in a sub-fund will be subject to the Directive and the Law if more than 25% of such sub-fund's assets are invested in debt claims (such sub-funds, hereafter "Affected Sub-Funds").

The applicable withholding tax will be at a rate of 35% from 1 July 2011 onwards.

Consequently, if in relation to an Affected Sub-Funds a Luxembourg paying agent makes a payment of dividends or redemption proceeds directly to a unitholder who is an individual resident or deemed resident for tax purposes in another EU Member State or certain of the above mentioned dependent or associated territories, such payment will, subject to the next paragraph below, be subject to withholding tax at the rate indicated above.

No withholding tax will be withheld by the Luxembourg paying agent if the relevant individual either (i) has expressly authorised the paying agent to report information to the tax authorities in accordance with the provisions of the Law or (ii) has provided the paying agent with a certificate drawn up in the format required by the Law by the competent authorities of his State of residence for tax purposes.

The list of compartments falling within the scope of the Directive and the Law is made public at the registered office of the Management Company and is available at the offices of the Placing Agent and Registrar and Transfer Agent.

The foregoing is only a summary of the implication of the Directive and the Law, is based on the current interpretation thereof and does not purport to be complete in all respects. It does not constitute investment or tax advice and investors should therefore seek advice from their financial or tax adviser on the full implications for themselves of the Directive and the Law.

The Unitholder may also be subject to taxation in his country of residence under the laws and regulations applicable to him and with which he must comply. Potential investors are advised to check the tax obligations in force in their country of residence. The description in this section "taxation" is based upon the legal and regulatory texts which are in force on the date of the prospectus and which are liable to modification. The attention of potential investors is also drawn to the fact that the description of tax questions likely to concern people wishing to hold Units in the Fund is not exhaustive. Potential investors are advised to check and take advice on the laws and regulations which may apply to them when subscribing to, buying, holding, transferring or selling Units in their place of origin, transaction, residence or domicile.

### **3. US Foreign Account Tax Compliance Requirements ("FATCA")**

The United States Hiring Incentives to Restore Employment Act (the "HIRE Act") enacted in March 2010 provides that a 30 per cent withholding tax will be imposed on certain payments to the Fund of US source income (as from 1 January 2014) and proceeds from the sale of property that could give rise to US source interest or dividends (as from 1 January 2015) unless the Fund enters into an agreement with the IRS to disclose the name, address and taxpayer identification number of certain United States persons that own, directly or indirectly, an interest in the Fund, as well as certain other information relating to any such interest, the detailed requirements of which are still uncertain. Although the Fund will attempt to satisfy any obligations imposed on it to avoid the imposition of this withholding tax, no assurance can be given that the Fund will be able to satisfy these obligations. If the Fund becomes subject to a withholding tax as a result of the HIRE Act, the value of Units held by all Unitholders may be materially affected.

All prospective investors and Unitholders should consult with their own tax advisors regarding the possible implications of FATCA on their investment in the Fund

### **4. Fiscal Year**

The Fund's accounts will be closed each year at the end of December.

The accounts and financial statements of the Fund as well as the composition of its assets are examined and audited by an external auditor: DELOITTE AUDIT S.à.r.l.

The accounts of the Management Company are audited by other external auditor: PwC.

### **NET ASSET VALUE**

The Net Asset Value per Units of each Class in each Sub-Fund shall be determined each Valuation Day, being any Business Day (except if another frequency for the valuation is indicated for a particular Sub-Fund in Appendix IV).

The Net Asset Value per Unit of each Class in each Sub-fund will be expressed in the Reference Currency of the Sub-fund. The Management Company Board may however decide to calculate the Net Asset Value per Unit for certain Sub-funds/Classes in the Other Denomination Currency as further detailed for the respective Sub-funds/Classes in Appendix IV. The NAV calculated in the Other Denomination Currency is the equivalent of the NAV in the Reference Currency of the Sub-Fund converted at the prevailing exchange rate. Unless otherwise specified in Appendix IV, the Sub-funds are valued daily and the Net Asset Value per Unit of each Class in each Sub-fund is determined on each Valuation Day in Luxembourg.

The Net Asset Value is calculated by dividing the overall net asset value for each Sub-Fund by the number of Units issued for this Sub-Fund. In this connection, "business days" are Luxembourg bank working days (i.e., each day on which Luxembourg banks are open during the regular working hours) in

Luxembourg with the exception of individual non-statutory rest days in Luxembourg and/or customary holidays in countries with stock exchanges and markets upon which the valuation of more than half of the Sub-Fund's net assets is based.

The Subscription Price and the Redemption Price of the different Classes will differ within each Sub-fund as a result of the differing fee structure and/or distribution policy for each Class.

It is the normal policy of the Fund to value its investments on the basis of market quotations furnished by a pricing service. If no appropriate quotation is available the Board may rely on one or more banks or brokers for confirmation of the price.

The NAV of the different Sub-Funds are determined by deducting the total liabilities corresponding to each Sub-Fund from the total assets corresponding to each Sub-Fund. Total assets are the sum of all cash, accrued interest and the current value of all investments plus the current value of any other assets held. Total liabilities include all accrued liabilities determined in accordance with International Accounting Standard under the accrual basis of accounting.

The assets of the Fund shall be determined as follows:

- 1) The value of any cash on hand or on deposit, bills and demand notes and accounts receivable, prepaid expenses, cash dividends and interest declared or accrued as aforesaid and not yet received shall be deemed to be the full amount thereof, unless in any case the same is unlikely to be paid or received in full, in which case the value thereof shall be arrived at after making such a discount as the Board may consider appropriate in such a case to reflect the true value thereof;
- 2) the value of securities or money market instruments which are quoted or dealt in on any stock exchange shall be based on the closing price quoted or the best available price on such Stock Exchange applicable to the relevant Valuation Day;
- 3) the value of securities or money market instruments dealt in on another regulated market which operates regularly and is recognised and open to the public ("the regulated market") shall be based on the last available price applicable to the relevant Valuation Day;
- 4) in the event that any of the securities or money market instruments held in the Fund's portfolio on the relevant Valuation Day are not quoted or dealt in on any stock exchange or dealt in on another regulated market, or if the price as determined pursuant to sub-paragraphs (2) or (3) is not representative of the fair market value of the relevant securities, the value of such securities will be determined based on the reasonably foreseeable sales price determined prudently and in good faith;
  - ◆ for Floating Rate Notes ("FRN") for which no price quotation is available or for which the last available market price is not representative of the fair market value, and in absence of any change in the creditworthiness of the issuer, FRN will be compared at least once a month with similar securities in terms of credit rating and maturity or with an actuarial computation based on the appropriate interest rates applicable at that date in order to ensure that the estimated values of the FRN would not differ significantly from their expected sale prices.
  - ◆ For the zero coupon bonds which are not traded regularly on any official stock exchange or for which the last available price of the securities so traded does not reflect their true value, the difference between the acquisition costs and the nominal value will be amortised.

Once a month and/or in the event of subscription/redemption orders representing 10% of the NAV of one of the Sub-Fund and/or in the event of significant fluctuations in the interest rates applicable on the market, the above estimated values will be compared with the last available price of these securities or if not traded, with similar securities in term of credit rating and maturity or with an actuarial computation based on the appropriate interest rates applicable at that date in order to ensure that the estimated values would not differ significantly from their expected sale prices;

- 5) all investments, cash balances and other assets of the Fund expressed in currencies other than the currency of the different classes 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 NAV of Units;
- 6) securities issued by any open-ended UCI shall be valued at their last available price or net asset value, as reported or provided by such funds or their agents;

- 7) for money market instruments and transferable securities with a residual maturity of less than 12 months, the valuation price will be gradually adjusted to the redemption price, based on the net acquisition price and retaining the ensuing yield. If market conditions change substantially, the valuation principles for the individual investments will be adjusted to the new market returns;
- 8) options, financial futures, interest rate swap contracts and money market instruments are valued at the last known price on the stock exchanges or regulated markets concerned;
- 9) where, as a result of special circumstances, a valuation on the basis of the aforesaid rules becomes impracticable or inaccurate, other generally accepted and verifiable valuation criteria are applied in order to obtain an equitable valuation.

Any asset that may not be expressed in the currency of the Sub-Fund to which it belongs are converted into the reference currency of the Sub-Fund at the rate of exchange applicable on the concerned valuation day.

The NAV per Unit of any Sub-Fund as well as the issue and redemption prices of such Units may be obtained at any time at the registered office of the Fund.

#### **Temporary suspension of calculation**

In the event that extraordinary circumstances render such a valuation impracticable or inadequate, the Management Company is authorised, prudently and in good faith, to follow other rules in order to achieve a fair valuation of the assets of the Fund.

The Management Company may, in the event of substantial applications for subscription or repurchase, determine the NAV by relying on the prices determined on the business day on the securities market on which purchases and sales are made of such Sub-Fund securities that had to be purchased or sold. In such an event the same procedure will be applied in respect to subscription, repurchase and conversion requests received at the same time.

The Management Company may suspend determination of the NAV whenever it is unable to determine it objectively and may suspend the issue, redemption and conversion of Units:

- a) If one or more securities exchanges or other regulated markets providing the basis for appraisal of a material part of the Fund's assets or one or more foreign exchange markets for the currencies in which the NAV of the Units or a material part of the Fund's assets is denominated are closed otherwise than for normal holidays, or if trading thereon is suspended or restricted;
- b) In the event of an interruption of the means of communication customarily used to determine the value of the Fund's investments or if for any reason the value of one of the Fund's investments cannot be determined with sufficient celerity or accuracy;
- c) If exchange restrictions or restrictions on Fund movements prevent transactions for the Fund's account or if purchases or sales of the Fund's assets cannot be made at normal exchange rates;
- d) If the political, economic, military, monetary situation or any other event beyond the Management Company's control, responsibility or ability to take action prevents it from disposing of the Fund's assets or determining the NAV under reasonable and normal conditions.

The decision to suspend temporarily the determination of the NAV of the Units of a Sub-Fund does not necessarily entail the same decision for the Units of other Sub-Funds if the assets of such other Sub-Fund are not affected to the same extent by the same circumstances.

Notice of suspension of determination of the NAV of the Fund's Units shall be published in a Luxembourg newspaper, as the Management Company will from time to time determine. Anyone who has applied for purchase redemption or conversion of Units of the Fund shall also be notified of such suspension.

The investor has always the right to withdraw his request of an issue, redemption or conversion before the end of such suspension.

## **Money Laundering prevention and fight against the financing of terrorism**

Pursuant to international rules and Luxembourg laws and regulations comprising, but not limited to the law of 12 November 2004 on the fight against money laundering and financing of terrorism, as amended, and circulars of the CSSF, obligations have been imposed on all professionals of the financial sector to prevent the use of undertakings for collective investment for money laundering and financing of terrorism purposes. As a result of such provisions, the registrar and transfer agent of a Luxembourg undertaking for collective investment must ascertain the identity of the subscriber as provided by Luxembourg laws and regulations. The registrar and transfer agent may require subscribers to provide any document it deems necessary to effect such identification.

In case of delay or failure by an applicant to provide the documents required, the application for subscription (or, if applicable, for redemption) will not be accepted. Neither the Fund nor the registrar and transfer agent has any liability for delays or failure to process deals as a result of the applicant providing no or only incomplete documentation.

Unitholders may be requested to provide additional or updated identification documents from time to time pursuant to ongoing client due diligence requirements under relevant laws and regulations.

## **DISSOLUTION AND LIQUIDATION OF THE FUND**

### **1. Liquidation**

The Sub-Funds are created for an undetermined period but may be dissolved at any time upon decision of the Management Company. Such decision has to be announced by a publication as specified in the Financial Notices and in at least one newspaper with wide spreading. The Management Company will realise the assets of the relevant Sub-Fund and, upon the close of the liquidation, the Custodian will distribute the net proceeds of the liquidation among the Unitholders of the Sub-Fund based on the pro rata of the number of unitholding. Amounts unclaimed will be deposited in escrow at the *Caisse de Consignation* in Luxembourg for the benefit of the persons entitled thereto. Amounts not claimed within the prescribed period may be dealt in accordance with applicable provisions of Luxembourg law.

Until the execution of the decision of liquidation the Management Company will propose to the Unitholders of the Sub-Fund concerned either the redemption of their Units or the conversion of these Units into Units of another Sub-Fund. For these redemptions, the Management Company will determine the NAV by taking into account the liquidation expenses and no commission of redemption as stated in the present Prospectus will be charged.

The Fund is created for an undetermined period provided, however, that it shall be terminated and totally dissolved, subject to the publication of a notice of termination, if (i) in the judgement of the Management Company and Custodian, the termination of the Fund can best serve the interest of the Unitholders, (ii) in the judgement of the Management Company and the Custodian circumstances beyond their control compel them to terminate the Fund, (iii) the Management Company is to be dissolved and liquidated and (iv) in any other cases provided for by Luxembourg law. Unitholders may not request dissolution or partition of the Fund. The notice of dissolution shall be published in the Mémorial and in at least three newspapers with wide spreading with at least one Luxembourg, to be determined jointly by the Management Company and the Custodian Bank. Unless otherwise decided by the Management Company, the Fund may, until such time as the decision to liquidate is executed, continue to redeem or convert the Units of the Sub-Fund which it has been decided to liquidate, taking account of liquidation costs but without deducting any redemption fee as stated in the prospectus.

The Management Company will realise the assets of the Fund in the best interests of the Unitholders and, upon instructions given by the Management Company, the Custodian will distribute the net proceeds of the liquidation among the Unitholders in proportion to their rights, after deduction of liquidation fees and expenses. Amounts unclaimed at the close of liquidation will be deposited in escrow at the *Caisse de Consignation* in Luxembourg for the benefit of the persons entitled thereto. Amounts not claimed within the prescribed period may be forfeited in accordance with applicable provisions of Luxembourg law.

### **Merger of Sub-Funds inside the Fund**

Under the same circumstances as provided here above, the Management Company may decide to close down one Sub-Fund by contribution into another Sub-Fund of the Fund.

In addition, such merger may be decided by the Management Company if required by the interests of all the Unitholders of the relevant Sub-Fund. Such decision will be published in the same manner as described in the preceding paragraph and, in addition, the publication will contain information in relation to the new Sub-Fund. Such publication will be made in accordance with the 2010 Law in order to enable Unitholders to request redemption of their Units, free of redemption fee as stated in the prospectus, before the operation involving contribution into another Unit becomes effective.

The decision relative to the merger will be binding upon all the Unitholders who have not asked for redemption of their Units within a one-month's period after having been notified of the merger in accordance with the 2010 Law..

### **Merger with another UCI**

The Management Company may also, under the same circumstances, decide to close down one Sub-Fund by contribution into another collective investment undertaking governed by the Directive 2009/65/EC and having a similar investment policy. In addition, such merger may be decided by the Management Company if required by the interests of all the Unitholders of the relevant Sub-Fund. Such decision will be published in the same manner as described above and, in addition, the publication will contain information in relation to the other collective investment undertaking and will be made in accordance with the 2010 Law in order to enable Unitholders to request redemption of their Units, free of redemption fee as stated in the prospectus, before the operation involving contribution into another collective investment undertaking becomes effective.

The decision to liquidate or to merge a Sub-Fund in the circumstances and in the manner described in the preceding paragraphs may also be taken at a meeting of the Unitholders of the Sub-Fund to be liquidated or merged where no quorum is required and where the decision to liquidate or merge must be approved by Unitholders holding at least 50% of the Units represented at the meeting.

## **MEETINGS, REPORTS AND NOTICES**

The NAV of the Fund and issue and redemption prices are available at the registered office of the Management Company.

The accounts of the Fund will be presented in EUR. The accounts of the different Sub-Funds stated in different currencies will be converted into EUR and added together for accounting.

The Management Company issues an audited annual report as at 31 December, and a semi-annual report on the Fund's operations including a detailed list of the Fund's assets.

Those reports are mailed without charge to the Registered Unitholders having sent their request and will be available at the registered office of the Management Company and the Custodian.

The Unitholders are also entitled at all times to access at the registered office of the Management Company to:

- the Prospectus and the KIIDS (also published on the website [www.gnbga.pt](http://www.gnbga.pt))
- the articles of incorporation of the Management Company;
- the Management Regulations;
- the Custodian and Paying Agency Agreement dated 16 February 1995 with KBL European Private Bankers S.A.;
- the Registrar & Transfer Agency / Administrative Agency Agreements dated 16 February 1995 with Kredietrust Luxembourg S.A..
- the Investment Management Agreement dated February 13<sup>th</sup> 2007 between the Management Company and ESAF- ESPÍRITO SANTO GESTÃO DE PATRIMÓNIOS, S.A. as well as the subsequent amendments.

Disputes arising in connection with the Management Regulations, the English language version of which is binding, shall be settled by arbitrators, who may rule as amicable compounders.

Each side with an opposite interest shall appoint an arbitrator. If the two arbitrators do not agree, they shall appoint an umpire, whose award shall be final.

If one side does not appoint an arbitrator within one month of being placed on notice by the other side to do so or if the two arbitrators do not agree on an umpire, the arbitrator(s) or umpire not appointed as aforesaid shall be appointed by the chief judge of the District Court of and in Luxembourg on the ex parte application of any party. The arbitrators shall apply Luxembourg law and their award shall be unappealable.

Financial notices will be published in the countries where the Fund is marketed and for the Grand Duchy of Luxembourg in widely distributed newspapers.

#### **APPLICABLE LAW, PLACE OF PERFORMANCE AND AUTHORITATIVE LANGUAGE**

The Management Regulations are governed by the laws of the Grand Duchy of Luxembourg and any dispute arising between the Unitholders, the Management Company and the Custodian will be subject to the jurisdiction of the District Court of Luxembourg.

The claims of the Unitholders against the Management Company or the Custodian will lapse five years after the date of the event which gave rise to such claims.

The English version of this Prospectus is the authoritative version. However, in the case of units offered from foreign countries in which Fund units can be bought and sold, the Management Company and the Custodian may recognise approved by themselves translations.

#### **THE MANAGEMENT REGULATION AMENDMENTS**

The Management Regulations govern the relations among the Unitholders, the Management Company and the Custodian.

Purchase of certificates entails the Unitholders' unconditional acceptance of all of the provisions of the Fund's Management Regulations as they may be amended from time to time. The Unitholders have no obligation or liability except to pay the price of their Units.

The Management Regulations may be amended by the Management Company with the written approval of the Custodian. Amendments will become effective the day of their execution by the Custodian and the Management Company, if not otherwise provided in the relevant document amending the Management Regulations.

The amendments shall be available to the Unitholders on request and without charge at the registered office of the Management Company or the Custodian.

#### **COMPLAINTS HANDLING**

Information on the procedures in place for the handling of complaints by prospective investors and/or Unitholders is available upon request and in [www.esaf.pt](http://www.esaf.pt).



## APPENDIX I - Investment Restrictions

### Section I

1. The investments of the Fund must consist solely of:
  - a) Transferable securities and money market instruments admitted to or dealt in on a regulated market;
  - b) Transferable securities and money market instruments dealt in on another market in a Member State of the European Union which is regulated, operates regularly and is recognised an open to the public;
  - c) Transferable securities and money market instruments admitted to official listing on a stock exchange in any country of Europe, Asia, Oceania, Africa or South - and North America or dealt in an another market in any country of Europe, Asia, Oceania, Africa or South - and North America which is regulated, operates regularly and is recognised and open to the public;
  - d) Recently issued transferable securities and money market instruments, provided that:
    - The terms of issue include an undertaking that application will be made for admission to official listing on a stock exchange or on another regulated market which operates regularly and is recognised and open to the public, provided that the choice of the stock exchange or the market has been provided for in the constitutional documents of the Fund;
    - Such admission is secured within one year of issue;
  - e) shares or units of UCITS authorised according to Directive 2009/65/EC and/or other UCIs within the meaning of the first and second indent of Article 1, paragraph (2) of the Directive 2009/65/EC, whether situated in a Member State of the European Union or not, provided that:
    - Such other UCIs are authorised under laws which provide that they are subject to supervision considered by the CSSF to be equivalent to that laid down in community law, and that cooperation between authorities is sufficiently ensured;
    - The level of protection for unitholders or shareholders in such other UCIs is equivalent to that provided for unitholders or shareholders in a UCITS, and in particular that the rules on assets segregation, borrowing, lending and uncovered sales of transferable securities and money market instruments are equivalent to the requirements of Directive 2009/65/EC;
    - The business of such other UCIs is reported in half-yearly and annual reports to enable an assessment of the assets and liabilities, income and operations over the reporting period;
    - No more than 10% of the assets of the UCITS or of the other UCIs, whose acquisition is contemplated, can, according to their constitutional documents, in aggregate be invested in units of other UCITS or other UCIs;
  - f) Deposits with credit institutions which are repayable on demand or have the right to be withdrawn, and maturing in no more than 12 months, provided that the credit institution has its registered office in a Member State of the European Union or, if the registered office of the credit institution is situated in a non-Member State, provided that it is subject to prudential rules considered by the CSSF as equivalent to those laid down in community law;
  - g) Financial derivative instruments, including equivalent cash-settled instruments, dealt in on a regulated market referred to in subparagraphs a), b) and c) above, and/or financial derivative instruments dealt in over-the-counter (“OTC derivatives”), provided that:
    - The underlying consists of instruments covered by this Section, paragraph (1), financial indices, interest rates, foreign exchange rates or currencies, in which the Fund may invest according to its investment objectives as stated in the Fund’s constitutional documents;
    - The counterparties to OTC derivative transactions are institutions subject to prudential supervision, and belonging to the categories approved by the CSSF, and

- The OTC derivatives are subject to reliable and verifiable valuation on a daily basis and can be sold, liquidated or closed by an offsetting transaction at any time at their fair value at the initiative of the Fund;
- h) Money market instruments other than those dealt in on a regulated market and which fall under Article 1 of the 2010 Law, if the issue or the issuer of such instruments are themselves regulated for the purpose of protecting investors and savings, and provided that such instruments are:
- Issued or guaranteed by a central, regional or local authority or by a central bank of a Member State, the European Central Bank, the European Union or the European Investment Bank, a non-Member State or, in case of a Federal State, by one of the members making up the federation, or by a public international body to which one or more Member States belong or;
  - Issued by an undertaking any securities of which are dealt in on regulated markets referred to in subparagraphs (a), (b) or (c) above; or
  - Issued or guaranteed by an establishment subject to prudential supervision in accordance with criteria defined by community law, or by an establishment which is subject to and complies with prudential rules considered by the CSSF to be at least as stringent as those laid down by community law; or
  - Issued by other bodies belonging to the categories approved by the CSSF provided that investments in such instruments are subject to investor protection equivalent to that laid down in the first, the second or the third indent and provided that the issuer is a company whose capital and reserves amount to at least ten million EUR (EUR 10,000,000) and which presents and publishes its annual accounts in accordance with the fourth Directive 78/660/EEC, is an entity which, within a group of companies which includes one or several listed companies, is dedicated to the financing of the group or is an entity which is dedicated to the financing of securitisation vehicles which benefit from a banking liquidity line.
2. However:
- a) The Fund may invest no more than 10% to the assets of each Sub-Fund in transferable securities and money market instruments other than those referred to in paragraph (1) a) through d) and h).
  - b) The Fund may acquire movable and immovable property which is essential for the direct pursuit of its business;
  - c) The Fund may not acquire either precious metals or certificates representing them.
3. The Fund may hold ancillary liquid assets.

## **Section II**

Financial instruments may be used for hedging purpose or for efficient management purposes.

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

The commitment approach is used to monitor and measure the global exposure of a Sub-Fund, unless otherwise provided in "Investment Objective and Policies" of a specific Sub-Fund.

Unless otherwise provided in "Investment Objective and Policies" of a specific Sub-Fund, each Sub-Fund's total commitment to financial derivative instruments, limited to 100% of the Sub-Fund's total net assets, is quantified as the sum, as an absolute value, of the individual commitments, after consideration of the possible effects of netting and coverage. The commitment of each individual derivative is the market value of the equivalent position in the underlying asset or the notional value when this is more conservative.

The Fund manager will ensure that the overall risk linked to derivatives does not exceed the total net value of the portfolio of each Sub-Fund.

Overall, the risks to which the underlying assets are exposed may not exceed the investment limits stipulated in Section III below.

### Section III

1. The Fund may invest no more than 10% of the assets of each Sub-Fund in transferable securities or money market instruments issued by the same body. The Fund may not invest more than 20% of the assets of each Sub-Fund in deposits made with the same body. The risk exposure to a counterparty of the Fund in an OTC derivative transaction may not exceed 10% of the assets of each Sub-Fund when the counterparty is a credit institution referred to in Section I, paragraph (1) (f) or 5% of the assets of each Sub-Fund in other cases.
2. The total value of the transferable securities and money market instruments held by the Fund in the issuing bodies in each of which it invests more than 5% of the assets of each Unit must not exceed 40% of the value of its assets. This limitation does not apply to deposits and OTC derivative transactions made with financial institutions subject to prudential supervisions.

Notwithstanding the individual limits laid down in paragraph (1), the Fund may not combine:

- Investments in transferable securities or money market instruments issued by a single body;
- Deposits made with a single body; and/or
- Exposures arising from OTC derivative transactions undertaken with a single body,

in excess of 20% of the assets of each Sub-Fund.

3. The limit laid down in the first sentence of paragraph (1) may be of a maximum of 35% if the transferable securities or money market instruments are issued or guaranteed by a Member State of the European Union, by its local authorities, by a non-Member State or by public international bodies of which one or more Member States are members.
4. The limit laid down in the first sentence of paragraph (1) may be of a maximum of 25% for certain bonds when they are issued by a credit institution which has its registered office in a Member State of the European Union and is subject by law, to special public supervision designed to protect bondholders. In particular, sums deriving from the issue of these bonds must be invested in conformity with the law in assets which, during the whole period of validity of the bonds, are capable of covering claims attaching to the bonds and which, in case of bankruptcy of the issuer, would be used on a priority basis for the repayment of principal and payment of the accrued interest.

If the Fund invests more than 5% of the assets of each Unit in the bonds referred to in the first subparagraph and issued by one issuer, the total value of such investments may not exceed 80% of the value of the assets of the Unit.

5. The transferable securities and money market instruments referred to in paragraphs (3) and (4) are not included in the calculation of the limit of 40% referred to in paragraph (2).

The limits set out in paragraphs (1), (2), (3) and (4) may not be combined, and thus investments in transferable securities or money market instruments issued by the same body, in deposits or derivative instruments made with this body carried out in accordance with paragraphs (1), (2), (3) and (4) may not exceed a total of 35% of the assets of each Sub-Fund.

Companies which are included in the same group for the purposes of consolidated accounts, as defined in accordance with Directive 83/349/EEC or in accordance with recognised international accounting rules, are regarded as a single body for the purpose of calculating the limits contained in this Article.

The Fund may cumulatively invest up to 20% of the assets of each Sub-Fund in transferable securities and money market instruments within the same group.

### Section IV

**The Fund is authorised to invest in accordance with the principle of risk-spreading up to 100% of the assets of each Sub-Fund in different transferable securities and money market instruments issued or guaranteed by any Member State of the European Union, its local**

**authorities, a OECD Member State or public international bodies of which one or more Member States of the European Union are members.**

**The Sub-Funds must hold securities from at least six different issues, but securities from any one issue may not account for more than 30% of the total amount.**

## **Section V**

1. No Sub-Fund may invest more than 10% of its net assets in units of UCITS or other UCIs. In addition, the following limits shall apply:

(i) When a Sub-Fund invests in the units of other UCITS and/or other UCIs managed by the Management Company or by any other company with which the Management Company is linked by common management or control, or by a substantial direct or indirect holding, no subscription or redemption fees may be charged to the Company on account of its investment in the units of such other UCITS and/or UCIs.

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

(iii) The underlying investments held by the UCITS or other UCIs in which the Sub-Funds invest do not have to be considered for the purpose of the investment restrictions set forth under Section III above.

2. the limit laid down in the first sentence of paragraph (1) may be a maximum of 100% of its net assets for the NB Trading Fund sub-fund provided that no more than 20% of its assets are invested in the units of a single UCITS or other UCI. In application of this investment limit, each sub-fund of a multiple sub-fund UCI is to be considered as a distinct issuing body, on condition that the principle of segregating the liabilities of the various sub-funds with regard to third parties is adhered to. Investments in shares or units of UCI other than UCITS may not exceed a total of 30 % of the net assets of the Trading sub-fund.

When an investment is done in the units of other UCITS and/or other UCIs managed by the Management Company or by any other company with which the Management Company is linked by common management or control, or by a substantial direct or indirect holding, no subscription or redemption fees may be charged to the Company on account of its investment in the units of such other UCITS and/or UCIs.

## **Section VI**

1. The Management Company acting in connection with the Fund and all of the common funds which it manages and which fall within the scope of Part I of the 2010 Law, may not acquire any shares carrying voting rights, which would enable it to exercise significant influence over the management of an issuing body.

2. Moreover, the Fund may acquire no more than:

- 10% of the non-voting shares of the same issuer;
- 10% of the debt securities of the same issuer;
- 25% of the units or shares of the same UCITS and/or other UCI;
- 10% of the money market instruments of any single issuer.

The limits laid down in the second, third and fourth indents may be disregarded at the time of acquisition if at that time the gross amount of bonds or of the money market instruments or the net amount of the instruments in issued cannot be calculated.

3. Paragraphs (1) and (2) are waived as regards:

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

- b) Transferable securities and money market instruments issued or guaranteed by a non-Member State of the European Union;
- c) Transferable securities and money market instruments issued by a public international bodies of which one or more Member States of the European Union are members;
- d) Shares held by the Fund in the capital of a company incorporated in a non-Member State of the European Union which invests its assets mainly in the securities of issuing bodies having their registered office in that State, where under the legislation of that State, such a holding represents the only way in which the Fund can invest in the securities of issuing bodies of that State. This derogation, however, shall apply only if in its investment policy the company from the non-Member State of the European Union complies with the limits laid down in Articles 43 and 46 and Article 48, paragraphs (1) and (2) of the 2010 Law. Where the limits set in Articles 43 and 46 are exceeded, Article 49 shall apply mutatis mutandis;
- e) Shares held by one or more investment companies in the capital of subsidiary companies which, exclusively on its or their behalf carry on only the business of management, advice or marketing in the country where the subsidiary is located, in regard to the redemption of shares at the request of shareholders.

#### **Section VII**

1. The Management Company, acting on behalf of the Fund, may not borrow; however, the Fund may acquire foreign currency by means of a back-to-back loan.
2. By way of derogation from paragraph (1), the Management Company, acting on behalf of the Fund, may borrow the equivalent of up to 10% of the assets of each Sub-Fund provided that the borrowing is on a temporary basis.

#### **Section VIII**

1. The Management Company, acting on behalf of the Fund, may not grant loans to or act as guarantor for third parties.
2. Paragraph (1) shall not prevent the Fund from acquiring transferable securities or money market instruments or other financial instruments referred to in Section I, paragraph (1) e), g) and h) which are not fully paid.

#### **Section IX**

The Management Company, acting on behalf of the Fund, may not carry out uncovered sales of transferable securities, money market instruments or other financial instruments referred to in Section I, paragraph (1) e), g) and h).

#### **Section X**

Subject to Section V (above) each Sub-fund may also subscribe for, acquire and/or hold Units issued or to be issued by one or more other Sub-Funds, if:

- (i) the target Sub-fund does not, in turn, invest in the Sub-Fund invested in this target Sub-Fund; and
- (ii) no more than 10% of the assets of the target Sub-fund whose acquisition is contemplated may, pursuant to its respective sales prospectus or management regulations, be invested in aggregate in units/shares of other UCITs or other collective investment undertakings; and
- (iii) voting rights, if any, attaching to the relevant securities are suspended for as long as they are held by the Sub-fund concerned and without prejudice to the appropriate processing in the accounts and the periodic reports; and
- (iv) in any event, for as long as these securities are held by the relevant Sub-Fund, their value will not be taken into consideration for the purposes of verifying the minimum threshold of the net assets imposed by the UCI Law; and

(v) there is no duplication of management/subscription or redemption fees between those at the level of the Sub-fund having invested in the target Sub-fund, and this target Sub-Fund.

The Fund may from time to time impose further investment restrictions as shall be compatible with, or in the interests of the Unitholders, in order to comply with the laws and regulations of the countries in which the units are distributed.

The restrictions set forth above shall apply only at the time an investment is made. If the restrictions are exceeded as a result of any event other than the making of an investment, the situation shall be remedied, taking due account of the interests of the Unitholders.

## APPENDIX II - Techniques and Financial Instruments

The Management Company and/or the Investment Manager acting on behalf of the Fund is authorised for each Sub-Fund to:

- Use techniques and instruments relating to transferable securities, provided such techniques and instruments are used for the purpose of efficient portfolio management; and
- Employ techniques and instruments intended to provide protection against exchange risks in the context of the management of their assets and liabilities.

### 1. Transactions involving options on transferable securities for the purpose of hedging

The Management Company and/or the Investment Manager acting on behalf of the Fund may buy or write call and put options, provided the options are traded on a regulated market, which is in continuous operation and which is recognised and open to the public or traded with a leading and recognised financial institution specialising in these types of transactions and participating to the over the counter market in options.

In the context of the above-mentioned transactions, the Management Company and/or the Investment Manager must comply with the following rules:

#### *1.1. Rules applicable when buying options*

The value of the premiums paid for buying put and unexercised call options referred to under point 1 may not, together with the value of premiums paid for buying put and unexercised call options mentioned under point 2.3 below, exceed 15% of the NAV of each Sub-Fund.

#### *1.2. Rules designed to ensure that the commitments resulting from option transactions can be covered.*

At the time of writing a call option, the relevant Sub-Fund must hold either the underlying securities, the corresponding call options or other instruments capable of guaranteeing coverage of the obligations assumed under the contracts in question, such as warrants.

The securities underlying written call options cannot be sold so long as such options are outstanding if they are not hedged by corresponding call options or other instruments which may be used for the same purpose.

The same applies to corresponding call options or other instruments that the relevant Sub-Fund is required to hold if it does not own the underlying securities at the time the related call option is written.

As an exception to this rule, each Sub-Fund may write call options relating to securities, which it does not own at the time the option agreement, is concluded under the following conditions:

- the exercise price of the call options being written must not exceed 25% of the total net assets of the relevant Sub-Fund.
- the relevant Sub-Fund must be at all time capable of hedging the positions taken in the context of the writing of such options.

When writing put options, the relevant Sub-Fund must maintain an amount of cash during the entire term of the option agreement sufficient to cover payment for the securities which may be delivered to it in the event the counterpart exercises its option.

#### *1.3. Conditions and limitations on the writing of call and put options*

The sum of the commitments resulting from the writing of put and call options (excluding the writing of call options for which the relevant Sub-Fund has adequate coverage) and the sum of the commitments resulting from transactions described under point 2.4 below, must never together exceed the aggregate net assets of the relevant Sub-Fund.

For such purposes, the commitment for written call and put options corresponds to the total sum of exercise prices for these options.

## 2. Transactions relating to forward contracts and option contracts on financial instruments

Except for transactions by mutual agreements referred to under point 2.2. below, the transactions hereunder must only be based on contracts which are traded on a regulated market, which is in continuous operation, and which is recognised and open to the public or traded with a leading and recognised financial institution specialising in these types of transactions and participating to the over the counter market in options.

Subject to the conditions set forth hereafter, these transactions may be engaged in for hedging or other purposes.

### *2.1. Transactions aimed at hedging risks related to stock market trends*

With a view to globally hedging its assets against the risk of an unfavourable swing in the stock market, the Sub-Fund may sell forward contracts on stock exchange indices. For the same reasons, it may also write call options or buy put options on stock exchange indices.

The hedging objective of the above-mentioned transactions implies that there will be a sufficiently close relationship between the composition of the index used and that of the corresponding portfolio.

In general, the total of the obligations relating to forward contracts and option agreements on stock exchange indices must not exceed the aggregate value of the securities held by the relevant Sub-Fund in the stock market corresponding to such index.

### *2.2. Transactions aimed at hedging risks related to changes in interest rates*

With a view to globally hedging itself against variations in interest rates, a Sub-Fund may sell interest rate forward contracts. For the same reasons, it may write call options or buy put options on interest rates or enter into interest rate swaps in the context of transactions by mutual agreements with leading financial institutions specialising in this type of transaction.

When concluding such agreements, the total value of the forward contracts, options and interest rate swaps must in general not exceed the aggregate value of the assets of a Sub-Fund denominated in the corresponding currency.

### *2.3. Transactions aimed at hedging risks related to exchange risks*

The Management Company and/or the Investment Manager acting on behalf of the Fund may enter into forward or future currency contracts as well as writing call options and buying put options on currencies. Such transactions are limited to agreements, which are traded on a regulated market, which is in continuous operation and which is recognised and open to the public.

For the same purpose, the Fund may enter into forward sales of currencies or currency swaps in the context of transactions by mutual agreements dealing with leading financial institutions specialising in these sorts of transactions.

The objective of the above-mentioned transactions, namely the hedging of the assets of each Sub-Fund, presupposes the existence of a direct link between such transactions and the assets to be hedged, which implies that transactions involving a currency must generally not exceed in amount the aggregate estimated value of the assets expressed in such currency nor extend beyond the holding period for such assets.

### *2.4. Transactions entered into for purposes other than hedging*

The Management Company and/or the Investment Manager acting on behalf of a Fund may, for purposes other than hedging, buy and sell forward or future contracts and buy and write options on all types of financial instruments and may enter into equity swaps, provided that the sum of the commitments resulting from such purchase and sale transactions, when added to the sum of all commitments resulting from the writing of put and call options on transferable securities, does not exceed at any time the total net assets of the relevant Sub-Fund.



Written call options on transferable securities for which the relevant Sub-Fund is adequately hedged are not taken into account for the calculation of the sum of all commitments referred to above.

In this context, commitments resulting from transactions other than options on transferable securities are defined as follows:

- the commitments arising from forward or future contracts are equal to the net settlement values for positions on contracts relating to identical financial instruments (after offsetting of short and long positions), without regard to the respective maturity dates; and
- the commitments arising from writing or purchasing option contracts is equal to the sum of the exercise prices of the options making up the net short position on the same underlying asset, without regard to the respective maturity dates.

It is noted that the amount of premiums paid for the acquisition of call and open put options referred to herein must not, together with the amount of premiums paid for the acquisition of call and put options on transferable securities referred to under point 1.1, exceed 15% of the total net assets of the relevant Sub-Fund.

The Management Company and/or the Investment Manager acting on behalf of the Fund will only enter into equity swap transactions with highly rated financial institutions specialised in this type of transactions.

In its financial reports, the Fund must indicate for the different categories of transactions involved, the total amount of commitments incurred under such outstanding transactions as of the reference date for the reports in question.

#### *Specific conditions to be met when using structured financial products*

- The structured financial products and investment certificate has to be admitted to or to be dealt in on a regulated market referred to in Art. 41 (1) of the 2010 Law.
- The underlying must consist of instruments covered by Art. 41 (1) of the 2010 Law.
- If the underlying is an index, such index has to be regulated and composed or calculated on basis of at least 5 components.
- The issuers of the certificates must be institutions subject to prudential supervision, and belonging to the categories approved by the CSSF.
- The certificate must be subject to reliable, verifiable and regular valuation and settlement must be possible at fair value.
- The settlement may only be made in cash and not by delivery of the underlying asset.
- Certificates cannot give rise to leverage.

### 3. Credit Default Swaps

The Management Company acting on behalf of the Fund may use credit default swaps. A credit default swap is a bilateral financial contract in which one counterpart (the protection buyer) pays a periodic fee in return for a contingent payment by the protection seller following a credit event of a reference entity.

The protection buyer must either sell particular obligations issued by the reference entity at their par value (or some other designated reference or strike price) when a credit event occurs or receive a cash settlement based on the difference between the market price of such reference obligation and par. A credit event is commonly defined as one of the following; failure to pay, obligation acceleration, obligation default, repudiation / moratorium or restructuring. The International Swaps and Derivatives Association ("ISDA") has produced standardised documentation for these transactions under the umbrella of its ISDA Master Agreement.

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

In addition, the Management Company acting on behalf of the Fund may, provided it is in the exclusive interests of its unitholders, buy protection under credit default swaps without holding the underlying assets provided that the aggregate premiums paid together with the present value of the aggregate premiums still payable in connection with credit default swaps previously purchased and the aggregate premiums paid relating to the purchase of options on transferable securities or on financial instruments for a purpose other than hedging, may not, at any time, exceed 15% of the net assets of the relevant Sub-Fund.

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

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

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

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

#### 4. Forward Sales Transactions

The Management Company acting on behalf of the Fund may enter from time to time into forward sales transactions consisting of the sale of securities the terms of which allow the seller to sell the securities at a price and at a date specified between both parties when entering into the transaction.

##### *6.1. Rules aimed at ensuring the successful execution of forward sales transactions*

The Management Company acting on behalf of the Fund may only participate in such transactions if the counterpart is a leading financial institution specialising in this sort of transaction.

##### *6.2. Conditions and limitations on forward sales transactions*

The securities to be secured must be detained in the portfolio of the Sub-Fund prior to enter into a forward sales transaction.

As long as the forward sales transactions are in effect, the Sub-Fund must not sell the securities covered by such transaction.

The Sub-Fund must take care to ensure that the number of forward sales transactions be maintained at a level that allows it at all times to meet any redemption obligations.

Each Sub-fund currently has no intention to employ efficient portfolio management techniques such as securities lending, repo and reverse repo, nor enter into OTC derivative transactions that require the use of collateral to reduce counterparty risk. In case a Sub-Fund will employ such strategies and accept collateral to reduce counterparty risk in the future, it will comply with the relevant regulations and in particular with the Circular CSSF 14/592 and the ESMA guidelines ESMA guideline 2014/937 on ETF and other UCITS issues" and update the Prospectus accordingly.

## APPENDIX III – Risk Factors

Each separate security in which a Sub-Fund may invest and the investment techniques which a Sub-Fund may employ, are subject to various risks. This Section is in addition to, and should be read together with the specific risks sections in the Sub-Funds' descriptions in the relevant Supplement in Appendix IV to this Prospectus. The following describes some of the general risk factors that should be considered before investing in a particular Sub-Fund. The following list is neither specific nor exhaustive and a financial adviser or other appropriate professional should be consulted for additional advice. In addition, these risks are limited to those generally applicable to the Fund and each Sub-Fund and are not specific to any of the Sub-Funds. The Supplement in Appendix IV to this Prospectus issued in connection with each Sub-Fund must be reviewed in order to understand the particular risks related to each Sub-Fund.

### 1. Equity Securities

Investing in equity securities involves risks associated with the unpredictable drops in a stock's value or periods of below-average performance in a given stock or in the stock market as a whole.

### 2. Debt Securities

Among the principal risks of investing in debt securities are the following:

#### a) Changing Interest Rates

The value of any fixed income security held by a Sub-Fund will rise or fall inversely with changes in interest rates. Interest rates typically vary from one country to another, and may change for a number of reasons.

Those reasons include rapid expansions or contractions of a country's money supply, changes in demand by business and consumers to borrow money and actual or anticipated changes in the rate of inflation.

In general, if interest rates increase, one may expect that the market value of a fixed income instrument which pays interest payments would fall, whereas if interest rates decrease, one may expect that the market value of such investment would increase.

#### b) Credit Risk

The issuer of any debt security acquired by any Sub-Fund may default on its financial obligations. Moreover, the price of any debt security acquired by a Sub-Fund normally reflects the perceived risk of default of the issuer of that security at the time the Sub-Fund acquired the security. If after acquisition the perceived risk of default increases, the value of the security held by the Sub-Fund is likely to fall.

There are many factors that could cause an issuer to default on its financial obligations, or an increase in the perceived risk of default of an issuer. Among those factors are the deteriorating financial condition of the issuer caused by changes in demand for the issuer's products or services, catastrophic litigation or the threat of catastrophic litigation and changes in laws, regulations and applicable tax regimes. The more concentrated a Sub-Fund is in a particular industry; the more likely it will be affected by factors that affect the financial condition of that industry as a whole. Securities rated below investment grade may have greater price volatility and a greater risk of loss of principal and interest than investment grade debt securities.

A rating is not a recommendation to buy, sell or hold any of our securities. Any or all of these ratings are subject to revision or withdrawal at any time by the assigning rating organization. Each rating should be evaluated independently of any other rating.

Additionally, there are special risks considerations associated with investing in certain types of debt securities:

#### c) Mortgage-related Securities and Asset-backed Securities

Certain Sub-Funds may invest in mortgage derivatives and structured notes, including mortgage-backed and asset-backed securities. Mortgage pass-through securities are securities representing interests in "pools" of mortgages in which payments of both interest and principal on the securities are usually made monthly, in effect "passing through" monthly payments made by the individual

borrowers on the residential mortgage loans which underlie the securities. Early or late repayment of principal based on an expected repayment schedule on mortgage pass-through securities held by a Sub-Fund (due to early or late repayments of principal on the underlying mortgage loans) may result in a lower rate of return when the relevant Sub-Fund reinvests such principal. In addition, as with callable fixed-income securities generally, if the Fund purchased the securities at a premium, sustained earlier than expected, repayment would reduce the value of the security relative to the premium paid. When interest rates rise or decline, the value of a mortgage related security generally will decline, or increase but not as much as other fixed-income, fixed-maturity securities which have no prepayment or call features.

Asset-backed transferable securities represent a participation in, or are secured by and payable from, a stream of payments generated by particular assets, most often a pool of assets similar to one another, such as motor vehicle receivables or credit card receivables, home equity loans, manufactured housing loans or bank loan obligations.

Interest rate risk is greater for mortgage-related and asset-backed securities than for many other types of debt securities because they are generally more sensitive to changes in interest rates. These types of securities are subject to prepayment – borrowers paying off mortgages or loans sooner than expected – when interest rates fall. As a result, when interest rates rise, the effective maturities of mortgage-related and asset-backed securities tend to lengthen, and the value of the securities decreases more significantly. The result is lower returns to the Sub-Fund because the Sub-Fund must reinvest assets previously invested in these types of securities in securities with lower interest rates.

**d) Collateralized Mortgage Obligations (CMO)**

A CMO is a security backed by a portfolio of mortgages or mortgage-backed securities held under an indenture. CMOs of different classes are generally retired in sequence as the underlying mortgage loans in the mortgage pool are repaid. In the event of sufficient early prepayments on such mortgages, the class or series of CMOs first to mature generally will be retired prior to its maturity. As with other mortgage-backed securities, if a particular class or series of CMOs held by a Sub-Fund is retired early, the Sub-Fund would lose any premium it paid when it acquired the investment, and the Sub-Fund may have to reinvest the proceeds at a lower interest rate than the retired CMO paid. Because of the early retirement feature, CMOs may be more volatile than many other fixed-income investments.

**e) Yankee Bonds**

Certain Sub-Funds may invest in U.S. dollar-denominated bonds issued in U.S. capital markets by foreign banks or corporations ("Yankee Dollar bonds"). Yankee Dollar bonds are generally subject to the same risks that apply to domestic bonds, notably credit risk, market risk and liquidity risk. Additionally, Yankee Dollar bonds are subject to certain sovereign risks, such as the possibility that a sovereign country might prevent capital, in the form of U.S. dollars, from flowing across its borders. Other risks include adverse political and economic developments; the extent and quality of government regulation of financial markets and institutions; the imposition of foreign withholding taxes; and the expropriation or nationalization of foreign issuers.

**f) Zero Coupon Securities**

Certain Sub-Funds may invest in zero coupon securities issued by governmental and private issuers. Zero coupon securities are transferable debt securities that do not pay regular interest payments, and instead are sold at substantial discounts from their value at maturity. The value of these instruments tends to fluctuate more in response to changes in interest rates than the value of ordinary interest-paying transferable debt securities with similar maturities. The risk is greater when the period to maturity is longer. As the holder of certain zero coupon obligations, the relevant Sub-Funds may be required to accrue income with respect to these securities prior to the receipt of cash payment. They may be required to distribute income with respect to these securities and may have to dispose of such securities under disadvantageous circumstances in order to generate cash to satisfy these distribution requirements.

**g) Variation in Inflation Rates**

Certain Sub-Funds may invest in inflation-linked debt securities. The value of such securities fluctuates with the inflation rate of the corresponding geographical area.

## **h) Convertible Securities**

Certain Sub-Funds may invest in convertible securities which are securities generally offering fixed interest or dividend yields which may be converted either at a stated price or stated rate for common or preferred stock. Although to a lesser extent than with fixed income securities generally, the market value of convertible securities tends to decline as interest rates rise. Because of the conversion feature, the market value of convertible securities also tends to vary with fluctuations in the market value of the underlying common or preferred stock.

### **3. Exchange Rates and Currency Transactions**

Some Sub-Funds are invested in securities denominated in a number of different currencies other than their Base Currency, respectively the unit currency of their class(es) of Units. Changes in foreign currency exchange rates will affect the value of some securities held by such Sub-Funds.

The Sub-Funds may, whether or not in respect of hedged classes of Units, engage in a variety of currency transactions. In this regard, spot and forward contracts and OTC options are subject to the risk that counterparties will default on their obligations as these contracts are usually not guaranteed by an exchange or clearing house. Therefore a default on the contract would deprive a Sub-Fund of unrealized profits, transaction costs and the hedging benefits of the contract or force the Sub-Fund to cover its purchase or sale commitments, if any, at the current market price. To the extent that a Sub-Fund is fully invested in securities while also maintaining currency positions, it may be exposed to a greater combined risk in comparison to investing in a fully invested Sub-Fund (without currency positions). The use of currency transactions is a highly specialized activity which involves investment techniques and risks different from those associated with ordinary portfolio securities transactions. If the Fund is incorrect in its forecasts of market values and currency exchange rates, the investment performance of a Sub-Fund would be less favourable than it would have been if this investment technique were not used.

### **4. Sub-Fund Concentration**

Although the strategy of certain Sub-Funds of investing in a limited number of securities has the potential to generate attractive returns over time, it may increase the volatility of such Sub-Funds' investment performance as compared to funds that invest in a larger number of securities. If the securities in which such Sub-Funds invest perform poorly, the Sub-Funds could incur greater losses than if it had invested in a larger number of securities.

### **5. Liquidity**

Certain Sub-Funds may acquire securities that are traded only among a limited number of investors. The limited number of investors for those securities may make it difficult for the Sub-Funds to dispose of those securities quickly or in adverse market conditions. Many derivatives and securities that are issued by entities that pose substantial credit risks typically are among those types of securities that the Sub-Funds may acquire that only are traded among limited numbers of investors.

### **6. Limited Hedging**

Some Sub-Funds will engage in limited hedging activities, in as much as the Sub-Funds may only employ limited hedging techniques (write call options or purchase put options). The Sub-Funds may not maintain such hedged positions if doing so would create a net short position with respect to such security, and the Sub-Funds may not engage otherwise in short-selling strategies at any time. As a general matter, these limitations on the Sub-Funds' ability to enter into hedging transactions may prevent the Sub-Funds from minimizing potential losses in ways available to traditional hedge funds, particularly in a market environment in which the value of equities is generally declining.

### **7. Foreign Exchange/Currency Risk**

Although Units of the different classes within the relevant Sub-Fund may be denominated in different currencies, the Sub-Funds may invest the assets related to a class of Units in securities denominated in a wide range of other currencies. The Net Asset Value of the relevant class of Units of the relevant Sub-Fund as expressed in their unit currency will consequently fluctuate in accordance with the changes in foreign exchange rate between their unit currency and the currencies in which the Sub-Funds' investments are denominated.

In addition, there is a risk that foreign exchange controls may be modified by foreign governments which may have an adverse effect on the Units.

The Sub-Fund may therefore be exposed to a foreign exchange/currency risk. However, these risks generally depend on factors outside of the Fund's control such as financial, economic, military and political events and the supply and demand for the relevant currencies in the global markets. It may be not be possible or practicable to hedge against the consequent foreign exchange/currency risk exposure.

Changes in Foreign Currency Exchange Rates can be volatile and unpredictable rates of exchange between currencies have been highly volatile, and this volatility may continue and perhaps spread to other currencies in the future. Fluctuations in currency exchange rates could adversely affect an investment in Units denominated in, or whose value is otherwise linked to, a foreign currency.

Depreciation of the specified currency against your own principal currency could result in a decrease in the market value of your Units, including the principal payable at maturity. That in turn could cause the market value of your Units to fall. Depreciation of the foreign currency against your own principal currency could result in a decline in the market value of your Units.

Government policy can adversely affect foreign currency exchange rates and an Investment in a foreign currency note can either float or be fixed by sovereign governments. From time to time, governments use a variety of techniques, such as intervention by a country's central bank or imposition of regulatory controls or taxes, to affect the exchange rate of their currencies.

Governments may also issue a new currency to replace an existing currency or alter the exchange rate or exchange characteristics by devaluation or revaluation of a currency. Thus, a special risk in purchasing foreign currency notes may be that their yields or pay outs could be significantly and unpredictably affected by governmental actions. Even in the absence of governmental action directly affecting foreign currency exchange rates, political, military or economic developments in the country issuing the specified foreign currency for a note or elsewhere could lead to significant and sudden changes in the foreign currency exchange rate between the foreign currency and your principal currency. These changes could affect your principal currency equivalent value of the note as participants in the global currency markets move to buy or sell the foreign currency or your own principal currency in reaction to these developments.

Governments have imposed from time to time and may in the future impose exchange controls or other conditions, including taxes, with respect to the exchange or transfer of a specified currency that could affect exchange rates as well as the availability of a specified currency for a note at its maturity or on any other payment date. In addition, the ability of a holder to move currency freely out of the country in which payment in the currency is received or to convert the currency at a freely determined market rate could be limited by governmental actions.

The Fund may enter into currency transactions as necessary to hedge the currency risks within the limits described in Appendix I to this Prospectus.

## **8. Changes in Applicable Law**

The Sub-Funds must comply with various legal requirements, including securities laws and tax laws as imposed by the jurisdictions under which they operate. Should any of those laws change over the life of the Sub-Funds, the legal requirement to which the Sub-Funds and their Unitholders may be subject could differ materially from current requirements

## **9. Use of derivatives and other investment techniques**

The Sub-Funds may employ techniques and instruments relating to Transferable Securities and other financial liquid assets for efficient portfolio management (i.e. to increase or decrease their exposure to changing security prices, interest rates, currency exchange rates, commodity prices or other factors that affect security values) and hedging purposes. These techniques may include the use of forward currency exchange contracts, contracts for differences, futures and option contracts, swaps and other investment techniques.

Participation in the futures and option markets, in currency exchange or swap transactions involves investment risks and transactions costs to which the Sub-Funds would not be subject in the absence of the use of these strategies.

As contracts for differences are directly linked to the value of the underlying assets they will fluctuate depending on the market of the assets represented in the contracts for differences.

The Fund may use these techniques to adjust the risk and return characteristics of a Sub-Funds' investment. If the Fund judges market conditions incorrectly or employs a strategy that does not correlate well with a Sub-Funds' investment, these techniques could result in a loss, regardless of whether the intent was to reduce risk or increase return. These techniques may increase the volatility of a Sub-Fund and may involve a small investment of cash relative to the magnitude of the risk assumed. In addition, these techniques could result in a loss if the counterparty of the transaction does not perform as promised. Sub-Funds engaging in swap transactions are also exposed to a potential counterparty risk. In the case of insolvency or default of the swap counterparty, the Sub-Fund involved could suffer a loss.

There can be no assurance that the Fund will be able to successfully hedge the Sub-Funds or that the Sub-Funds will achieve their investment objectives.

#### **10. Conflict of Interest**

The Directors, the Management Company, the Investment Manager, the Custodian and the Administrative Agent and Registrar and Transfer Agent and/or their respective affiliates or any person connected with them (together the "**Relevant Parties**") may, from time to time, act as directors, investment manager, distributor, trustee, custodian, depository, registrar, broker, administrator, investment adviser or dealer in relation to, or be otherwise involved in, other investment funds which have similar or different objectives to those of the Sub-Funds or which may invest in the Sub-Funds. It is, therefore, possible that any of them may, in the course of business, have potential conflicts of interest with the Sub-Funds. The Board of Directors and each of the Relevant Parties will, at all times, have regard in such event to its obligations to the Sub-Funds and will endeavour to ensure that such conflicts are resolved timely and fairly. In addition, subject to applicable law, any Relevant Party may deal, as principal or agent, with the Sub-Funds, provided that such dealings are carried out as if effected on normal commercial terms negotiated on an arm's length basis. Any Relevant Party may deal with the Fund as principal or as agent, provided that it complies with applicable law and regulation and provisions of the relevant agreement entered into.

In calculating the Fund's Net Asset Value, the Central Administration may consult with the Management Company and the Investment Manager, with respect to the valuation of certain investments. There is an inherent conflict of interest between the involvement of the Management Company and the Investment Manager in determining the Net Asset Value of the Fund and the entitlement of the Management Company and the Investment Manager to a management company fee and a management fee respectively, which is calculated on the basis of the Net Asset Value of the Fund.

The Management Company and the Investment Manager or any of their affiliates or any person connected with the Management Company and the Investment Manager may invest in, directly or indirectly, or manage or advise other investment funds or accounts which invest in assets which may also be purchased or sold by the Fund and its Sub-Funds.

The Management Company has established and implemented a conflicts of interest policy that contains appropriate measures to mitigate such conflicts of interests.

The foregoing does not purport to be a complete list of all potential conflicts of interest involved in an investment in the Sub-Funds. The Directors will seek to ensure that any conflict of interest of which they are aware is resolved timely and fairly.

<b>APPENDIX IV - Details of each Sub-Fund</b>
---

Activated Sub-Funds

1. NB – Global Bond
2. NB – Momentum
3. NB – Emerging Markets
4. NB – Euro Bond
5. NB – Portugal Equity
6. NB – Global Enhancement
7. NB – European Equity
8. NB – America Growth Fund
9. NB – Short Bond EUR
10. NB – Opportunity Fund
11. NB – Trading Fund
12. NB – Africa
13. NB – Iberian Equity



### **1. Investment policy**

This Sub-Fund invests mainly on a worldwide basis in debt securities issued by an OECD Member State or any of its political subdivisions, authorities, agencies or instrumentalities or by supranational entities having its registered office in an OECD Member state or any OECD corporate issuer.

Financial derivatives will be used for hedging purpose and/or for the purpose of efficient portfolio management.

For the purposes of efficient portfolio management, options, swaps, futures, forward exchange contracts and credit derivatives may be used.

### **2. Profile of the typical investor**

The Sub-Fund is suitable for investors who want to achieve long-term capital growth and who can afford to set aside the capital for at least 3-5 years.

### **3. Risk profile**

Medium to long-term investment with a medium level of risk.

### **4. Reference Currency**

The net asset value (NAV) of this Sub-Fund is denominated in EUR.

### **5. Terms of the Sub-Fund**

The Sub-Fund has been established for unlimited duration.

### **6. Subscription Commission**

The price at which the shares will be offered is the Net Asset Value per Share, to which could be added a subscription fee of up to 3% based on the total amount invested. Out of this charge the Management Company may make payments to sub-distributors, intermediaries or Brokers/Dealers. The subscription fee may be waived in whole or in part by the Management Company either for individual Investors or for particular groups of Investors. The balance of the amount invested after the deduction of any applicable subscription fee will then be applied to the purchase of Shares in the relevant Fund.

### **7. Redemption Commission**

No Redemption Commission is charged.

### **8. Conversion Commission**

No Conversion Commission is charged.

### **9. Sub-Fund Subscription Deadline**

Subscription applications for the Sub-Fund should be addressed to the Registrar & Transfer Agent at the latest on 5.00 p.m. (Luxembourg time) every business day on the day before the Valuation Day. These will be processed if they are accepted at the issue price per unit calculated on the Valuation Day. Subscriptions received after the deadline mentioned above will be settled on the basis of the issue price calculated the next Valuation Day.

The issue price of a Sub-Fund is paid to the custodian within one Business Day after the Valuation Day in favour of the Sub-Fund.

### **10. Sub-Fund Redemption Deadline**

Redemptions applications for the Sub-Fund should be addressed to the Registrar & Transfer Agent at the latest on 5.00 p.m. (Luxembourg time) every business day before the Valuation Day. These will be processed if they are accepted at the redemption price per unit calculated on

the Valuation Day. Redemption applications received after the deadline mentioned above will be settled on the basis of the redemption price calculated the next Valuation Day.

The counter value for redeemed Sub-Fund units is paid no later than three (3) Business Days after the Valuation Day unless legal provisions, such as foreign exchange controls or restrictions on capital movements, or other circumstances beyond the control of the Custodian, make it impossible to transfer the redemption amount to the country in which the redemption application was submitted.

#### 11. Sub-Fund Conversion Deadline

Conversion applications for the Sub-Fund should be addressed to the Registrar & Transfer Agent at the latest on 5.00 p.m. (Luxembourg time) every business day before the Valuation Day.

#### 12. Classes

Following Units are available in the following Classes:

Classes of Units	Reference Currency	Other currency available for subscription	Eligible Investor	Dividend policy	Subscription Fee	Redemption Fee	Management Fee	Performance Fee
Class R	EUR	USD	Retail investor	DIS	Max. 3%	0%	0,75%	Yes (below)

#### 13. Minimum subscription

There is no minimum subscription in the Class R.

#### 14. Valuation Day

The net asset value and the issue and redemption prices per Unit of the Sub-Fund shall be determined every business day ("Valuation Day") in the Reference Currency of the Sub-Fund.

#### 15. Management Fee

In consideration of their management of the Fund, the Management Company and the Investment Manager shall be entitled in aggregate to an annual management fee of 0,75% paid quarterly directly out of the assets of the Fund and expressed as a percentage of the average net assets of the Sub-Fund during such quarter.

#### 16. Performance Fee

The performance fee amounts to a percentage of the increase of the NAV per Unit of the Sub-Fund as at the end of each financial year compared to the highest NAV per Unit of the Sub-Fund as at the end of the previous financial years since its formation. The performance fee payable at the end of each financial year is applied to the average total number of Units outstanding in such Sub-Fund during the relevant financial year.

The performance fee has been stated as follows:

15% of the excess return above the weighted average of the following performances: 65% of the performance of "Bloomberg/EFFAS Bond Indices Euro Govt All > 1 Yr TR" + 35% of the performance of "Bloomberg/EFFAS Bond Indices US Govt All > 1 Yr TR".

#### 17. Calculation method to calculate the global exposure

For the calculation of the global exposure in connection with the use of derivatives the Sub-Fund is using the commitment approach.

### **1. Investment policy**

This Sub-Fund will mainly seek to benefit from worldwide equity market growth trends supported by economic, social, demographic or other global trends. In order to achieve this goal, the Sub-Fund will mainly invests in equity securities, either directly or through investment funds, of issuers located in an OECD Member State. The investment will be diversified between the different States.

Financial derivatives will be used for hedging purpose and/or for the purpose of efficient portfolio management.

For the purposes of efficient portfolio management, options, swaps, futures and forward exchange contracts may be used.

### **2. Profile of the typical investor**

The Sub-Fund is suitable for investors who want to achieve long-term capital growth.

### **3. Risk profile**

Medium to long-term investment with medium to high risk.

### **4. Reference Currency**

The NAV of this Sub-Fund is denominated in EUR.

### **5. Terms of the Sub-Fund**

The Sub-Fund has been established for unlimited duration.

### **6. Subscription Commission**

The price at which the shares will be offered is the Net Asset Value per Share, to which could be added a subscription fee of up to 3% based on the total amount invested. Out of this charge the Management Company may make payments to sub-distributors, intermediaries or Brokers/Dealers. The subscription fee may be waived in whole or in part by the Management Company either for individual Investors or for particular groups of Investors. The balance of the amount invested after the deduction of any applicable subscription fee will then be applied to the purchase of Shares in the relevant Fund.

### **7. Redemption Commission**

No Redemption Commission is charged.

### **8. Conversion Commission**

No Conversion Commission is charged.

### **9. Sub-Fund Subscription Deadline**

Subscription applications for the Sub-Fund should be addressed to the Registrar & Transfer Agent at the latest on 5.00 p.m. (Luxembourg time) every business day on the day before the Valuation Day. These will be processed if they are accepted at the issue price per unit calculated on the Valuation Day. Subscriptions received after the deadline mentioned above will be settled on the basis of the issue price calculated the next Valuation Day.

The issue price of a Sub-Fund is paid to the custodian within one Business Day after the Valuation Day in favour of the Sub-Fund.

### **10. Sub-Fund Redemption Deadline**

Redemptions applications for the Sub-Fund should be addressed to the Registrar & Transfer Agent at the latest on 5.00 p.m. (Luxembourg time) every business day before the Valuation Day. These will be processed if they are accepted at the redemption price per unit calculated on

the Valuation Day. Redemption applications received after the deadline mentioned above will be settled on the basis of the redemption price calculated the next Valuation Day.

The counter value for redeemed Sub-Fund units is paid no later than three (3) Business Days after the Valuation Day unless legal provisions, such as foreign exchange controls or restrictions on capital movements, or other circumstances beyond the control of the Custodian, make it impossible to transfer the redemption amount to the country in which the redemption application was submitted.

### 11. Sub-Fund Conversion Deadline

Conversion applications for the Sub-Fund should be addressed to the Registrar & Transfer Agent at the latest on 5.00 p.m. (Luxembourg time) every business day before the Valuation Day.

### 12. Classes

Following Units are available in the following Classes:

Classes of Units	Reference Currency	Other currency available for subscription	Eligible Investor	Dividend policy	Subscription Fee	Redemption Fee	Management Fee	Performance Fee
Class R	EUR	USD	Retail investor	DIS	Max. 3%	0%	2%	Yes (below)

### 13. Minimum subscription

There is no minimum subscription in the Class R.

### 14. Valuation Day

The net asset value and the issue and redemption prices per Unit of the Sub-Fund shall be determined every business day ("Valuation Day") in the Reference Currency of the Sub-Fund.

### 15. Management Fee

In consideration of their management of the Fund, the Management Company and the Investment Manager shall be entitled in aggregate to an annual management fee of 2% paid quarterly directly out of the assets of the Fund and expressed as a percentage of the average net assets of the Sub-Fund during such quarter.

### 16. Performance Fee

The performance fee amounts to a percentage of the increase of the NAV per Unit of the Sub-Fund as at the end of each financial year compared to the highest NAV per Unit of the Sub-Fund as at the end of the previous financial years since its formation. The performance fee payable at the end of each financial year is applied to the average total number of Units outstanding in such Sub-Fund during the relevant financial year.

As far as the first financial year is concerned, the performance fee will be calculated for the period from incorporation of the Fund until the first financial year-end.

The performance fee has been stated as follows:

10% of the increase of the NAV per Unit of the Sub-Fund as defined above.

### 17. Calculation method to calculate the global exposure

For the calculation of the global exposure in connection with the use of derivatives the Sub-Fund is using the commitment approach.

### **1. Investment policy**

This Sub-Fund invests mainly, either directly or through investment funds, in equity securities on a worldwide basis. Emphasis will be placed on equity securities issued in Emerging markets. The investment will be diversified among the different Emerging markets.

The potential investors have to be aware that such investment can represent a certain level of risk. Investments made can be badly affected by political change and/or regulatory changes relative to the taxation and the exchange controls.

The risk factors for investing in emerging markets are numerous: on top of rapid depreciation of currencies, unexpected political developments and turmoil and unstable regulatory environments, the risk incurred by incomplete information due to superficial or non-existing auditing and reporting requirements has to be taken into account.

Latin American countries remain exposed to the risk of radical political and economic change, both regionally and worldwide, and there is no guarantee of protection against the default of an issuer. These markets and the economy of these countries generally are extremely volatile.

The same applies to Eastern Countries which have a smaller market capitalisation than the markets in leading European countries and in North America. In addition, a large proportion of market capitalisation and trading value on the exchanges is represented by a small number of issuers. Significant delays are common in settling trades and in registering transfers of securities. This may restrict the Sub-Funds' ability to sell stock they have recently acquired.

The standards of regulation and supervision of these Markets and investor activity are less developed and less stringent than those applicable in the European and North American capital markets.

Even if markets of Southeast Asia are more developed than the markets of the above mentioned countries, or can be designated as qualified emerging markets, investments may also be adversely affected by changes in local laws, taxes and exchange controls.

Financial derivatives will be used for hedging purpose and/or for the purpose of efficient portfolio management.

For the purposes of efficient portfolio management, options, swaps, futures and forward exchange contracts may be used.

### **2. Profile of the typical investor**

The Sub-Fund is suitable for investors who want to achieve long-term capital growth and who can afford to set aside the capital for at least 3-5 years.

### **3. Risk profile**

Medium to long-term investment with a high level of risk.

### **4. Reference Currency**

The NAV of this Sub-Fund is denominated in EUR.

### **5. Terms of the Sub-Fund**

The Sub-Fund has been established for unlimited duration.

### **6. Subscription Commission**

The price at which the shares will be offered is the Net Asset Value per Share, to which could be added a subscription fee of up to 3% based on the total amount invested. Out of this charge the Management Company may make payments to sub-distributors, intermediaries or Brokers/Dealers. The subscription fee may be waived in whole or in part by the Management Company either for individual Investors or for particular groups of Investors. The balance of the

amount invested after the deduction of any applicable subscription fee will then be applied to the purchase of Shares in the relevant Fund.

#### **7. Redemption Commission**

No Redemption Commission is charged.

#### **8. Conversion Commission**

No Conversion Commission is charged.

#### **9. Sub-Fund Subscription Deadline**

Subscription applications for the Sub-Fund should be addressed to the Registrar & Transfer Agent at the latest on 5.00 p.m. (Luxembourg time) every business day on the day before the Valuation Day. These will be processed if they are accepted at the issue price per unit calculated on the Valuation Day. Subscriptions received after the deadline mentioned above will be settled on the basis of the issue price calculated the next Valuation Day.

The issue price of a Sub-Fund is paid to the custodian within one Business Day after the Valuation Day in favour of the Sub-Fund.

#### **10. Sub-Fund Redemption Deadline**

Redemptions applications for the Sub-Fund should be addressed to the Registrar & Transfer Agent at the latest on 5.00 p.m. (Luxembourg time) every business day before the Valuation Day. These will be processed if they are accepted at the redemption price per unit calculated on the Valuation Day. Redemption applications received after the deadline mentioned above will be settled on the basis of the redemption price calculated the next Valuation Day.

The counter value for redeemed Sub-Fund units is paid no later than three (3) Business Days after the Valuation Day unless legal provisions, such as foreign exchange controls or restrictions on capital movements, or other circumstances beyond the control of the Custodian, make it impossible to transfer the redemption amount to the country in which the redemption application was submitted.

#### **11. Sub-Fund Conversion Deadline**

Conversion applications for the Sub-Fund should be addressed to the Registrar & Transfer Agent at the latest on 5.00 p.m. (Luxembourg time) every business day before the Valuation Day.

#### **12. Classes**

Following Units are available in the following Classes:

Classes of Units	Reference Currency	Other currency available for subscription	Eligible Investor	Dividend policy	Subscription Fee	Redemption Fee	Management Fee	Performance Fee
Class R	EUR	USD	Retail investor	DIS	Max. 3%	0%	2%	Yes (below)

#### **13. Minimum subscription**

There is no minimum subscription in the Class R.

#### **14. Valuation Day**

The net asset value and the issue and redemption prices per Unit of the Sub-Fund shall be determined every business day ("Valuation Day") in the Reference Currency of the Sub-Fund.

### **15. Management Fee**

In consideration of their management of the Fund, the Management Company and the Investment Manager shall be entitled in aggregate to an annual management fee of 2% paid quarterly directly out of the assets of the Fund and expressed as a percentage of the average net assets of the Sub-Fund during such quarter.

### **16. Performance Fee**

The performance fee amounts to a percentage of the increase of the NAV per Unit of the Sub-Fund as at the end of each financial year compared to the highest NAV per Unit of the respective Sub-Fund as at the end of the previous financial years since its formation. The performance fee payable at the end of each financial year is applied to the average total number of Units outstanding in such Sub-Fund during the relevant financial year.

As far as the first financial year is concerned, the performance fee will be calculated for the period from incorporation of the Fund until the first financial year-end.

The performance fee has been stated as follows:

15% of the increase of the NAV per Unit of the Sub-Fund as defined above.

### **17. Calculation method to calculate the global exposure**

For the calculation of the global exposure in connection with the use of derivatives the Sub-Fund is using the commitment approach.

### **1. Investment policy**

This Sub-Fund invests mainly in corporate bonds issued by European companies and debt securities issued or guaranteed by an European OECD Member State or any of its political subdivisions, authorities, agencies or instrumentalities or by supranational entities of which one or more European OECD States are Members or by a Bank or financial institution having its registered office in an European OECD Member State.

Financial derivatives will be used for hedging purpose and/or for the purpose of efficient portfolio management.

For the purposes of efficient portfolio management, options, swaps, futures, forward exchange contracts and credit derivatives may be used.

### **2. Profile of the typical investor**

The Sub-Fund is suitable for investors who want to achieve long-term capital growth and who can afford to set aside the capital for at least 3-5 years.

### **3. Risk profile**

Medium to long-term investment with a medium level of risk.

### **4. Risk factors**

The attention of the investors in the Sub-Fund is drawn on the fact that investing in debt securities issued by Central and Eastern European countries involves certain special considerations and risk factors which are not typically associated with investing in debt securities of issuers of countries in Western Europe, Northern America or other developed markets.

These risks are of *political* (for instance instability and volatility of the political situation and environment), of *economical* (for instance high rate of inflation, risks related to investments in recently denationalised companies, and of currency devaluation, lack of development of the financial markets), of *legal* (juridical insecurity, problems of enforcement), and of *fiscal* (in some countries, taxation may be very heavy and there is no guarantee of uniform and coherent interpretation of the tax regulation. It is often left to discretion of the local authorities to create new taxes, sometimes retroactively) nature.

There are also risks of losses due to the lack of adequate systems for the transfer, evaluation, compensation, bookkeeping, registration and custody of transferable securities, and the settlement of operations. These risks are not so frequent on most of the markets of Western Europe, Northern America or other developed markets.

The results are an increased volatility and illiquidity of the investments then the capitalisation of the exchange markets in these countries is lower than those of developed markets.

### **5. Reference Currency**

The NAV of this Sub-Fund is denominated in EUR.

### **6. Terms of the Sub-Fund**

The Sub-Fund has been established for unlimited duration.

### **7. Subscription Commission**

The price at which the shares will be offered is the Net Asset Value per Share, to which could be added a subscription fee of up to 3% based on the total amount invested. Out of this charge the Management Company may make payments to sub-distributors, intermediaries or Brokers/Dealers. The subscription fee may be waived in whole or in part by the Management Company either for individual Investors or for particular groups of Investors. The balance of the



amount invested after the deduction of any applicable subscription fee will then be applied to the purchase of Shares in the relevant Fund.

#### **8. Redemption Commission**

No Redemption Commission is charged

#### **9. Conversion Commission**

No Conversion Commission is charged.

#### **10. Sub-Fund Subscription Deadline**

Subscription applications for the Sub-Fund should be addressed to the Registrar & Transfer Agent at the latest on 5.00 p.m. (Luxembourg time) every business day on the day before the Valuation Day. These will be processed if they are accepted at the issue price per unit calculated on the Valuation Day. Subscriptions received after the deadline mentioned above will be settled on the basis of the issue price calculated the next Valuation Day.

The issue price of a Sub-Fund is paid to the custodian within one Business Day after the Valuation Day in favour of the Sub-Fund.

#### **11. Sub-Fund Redemption Deadline**

Redemptions applications for the Sub-Fund should be addressed to the Registrar & Transfer Agent at the latest on 5.00 p.m. (Luxembourg time) every business day before the Valuation Day. These will be processed if they are accepted at the redemption price per unit calculated on the Valuation Day. Redemption applications received after the deadline mentioned above will be settled on the basis of the redemption price calculated the next Valuation Day.

The counter value for redeemed Sub-Fund units is paid no later than three (3) Business Days after the Valuation Day unless legal provisions, such as foreign exchange controls or restrictions on capital movements, or other circumstances beyond the control of the Custodian, make it impossible to transfer the redemption amount to the country in which the redemption application was submitted.

#### **12. Sub-Fund Conversion Deadline**

Conversion applications for the Sub-Fund should be addressed to the Registrar & Transfer Agent at the latest on 5.00 p.m. (Luxembourg time) every business day before the Valuation Day.

#### **13. Classes**

Following Units are available in the following Classes:

Classes of Units	Reference Currency	Other currency available for subscription	Eligible Investor	Dividend policy	Subscription Fee	Redemption Fee	Management Fee	Performance Fee
Class R	EUR	USD	Retail investor	DIS	Max. 3%	0%	0,75%	Yes (below)

#### **14. Minimum subscription**

There is no minimum subscription in the Class R.

#### **15. Valuation Day**

The net asset value and the issue and redemption prices per Unit of the Sub-Fund shall be determined every business day ("Valuation Day") in the Reference Currency of the Sub-Fund.

## **16. Management Fee**

In consideration of their management of the Fund, the Management Company and the Investment Manager shall be entitled in aggregate to an annual management fee of 0,75% paid quarterly directly out of the assets of the Fund and expressed as a percentage of the average net assets of the Sub-Fund during such quarter.

## **17. Performance Fee**

The performance fee amounts to a percentage of the increase of the NAV per Unit of the Sub-Fund as at the end of each financial year compared to the highest NAV per Unit of the Sub-Fund as at the end of the previous financial years since its formation. The performance fee payable at the end of each financial year is applied to the average total number of Units outstanding in such Sub-Fund during the relevant financial year.

The performance fee has been stated as follows:

15% of the excess return above the performance of the Bloomberg/EFFAS Bond Indices Euro Govt All > 1 Yr TR.

## **18. Calculation method to calculate the global exposure**

For the calculation of the global exposure in connection with the use of derivatives the Sub-Fund is using the commitment approach.

### **1. Investment policy**

This Sub-Fund invests mainly in a broad range of equities issued by companies located mainly in Portugal, or equity related securities (including open-ended Exchange Traded Funds who meet the conditions of article 41 (1) e) of the law dated December 17th, 2010 relating to undertakings for collective investment) that are mainly exposed to the Portuguese equity market and within the limits of the Chapter, “Investment Restrictions”.

On an ancillary basis the sub-fund may also invest in bonds issued by Portuguese companies or by the Portuguese government.

Financial derivatives will be used for hedging purpose and/or for the purpose of efficient portfolio management.

For the purposes of efficient portfolio management, futures, options, swaps and forward exchange contracts may be used.

### **2. Profile of the typical investor**

The Sub Fund is suitable for investors who want to achieve long-term capital growth and who can afford to set aside the capital for at least 5 years.

### **3. Risk profile**

Medium to long-term investment with average to high risk.

### **4. Reference Currency**

The NAV of this Sub-Fund is denominated in EUR.

### **5. Terms of the Sub-Fund**

The Sub-Fund has been established for unlimited duration.

### **6. Subscription Commission**

The price at which the shares will be offered is the Net Asset Value per Share, to which could be added a subscription fee of up to 3% based on the total amount invested. Out of this charge the Management Company may make payments to sub-distributors, intermediaries or Brokers/Dealers. The subscription fee may be waived in whole or in part by the Management Company either for individual Investors or for particular groups of Investors. The balance of the amount invested after the deduction of any applicable subscription fee will then be applied to the purchase of Shares in the relevant Fund.

### **7. Redemption Commission**

No redemption Commission is charged.

### **8. Conversion Commission**

No Conversion Commission is charged.

### **9. Sub-Fund Subscription Deadline**

Subscription applications for the Sub-Fund should be addressed to the Registrar & Transfer Agent at the latest on 5.00 p.m. (Luxembourg time) every business day on the day before the Valuation Day. These will be processed if they are accepted at the issue price per unit calculated on the Valuation Day. Subscriptions received after the deadline mentioned above will be settled on the basis of the issue price calculated the next Valuation Day.

The issue price of a Sub-Fund is paid to the custodian within one (1) Business Days after the Valuation Day in favour of the Sub-Fund.

## 10. Sub-Fund Redemption Deadline

Redemptions applications for the Sub-Fund should be addressed to the Registrar & Transfer Agent at the latest on 5.00 p.m. (Luxembourg time) every business day before the Valuation Day. These will be processed if they are accepted at the redemption price per unit calculated on the Valuation Day. Redemption applications received after the deadline mentioned above will be settled on the basis of the redemption price calculated the next Valuation Day.

The counter value for redeemed Sub-Fund units is paid no later than three (3) Business Days after the Valuation Day unless legal provisions, such as foreign exchange controls or restrictions on capital movements, or other circumstances beyond the control of the Custodian, make it impossible to transfer the redemption amount to the country in which the redemption application was submitted.

## 11. Sub-Fund Conversion Deadline

Conversion applications for the Sub-Fund should be addressed to the Registrar & Transfer Agent at the latest on 5.00 p.m. (Luxembourg time) every business day before the Valuation Day.

## 12. Classes

Following Units are available in the following Classes:

Classes of Units	Reference Currency	Other currency available for subscription	Eligible Investor	Dividend policy	Subscription Fee	Redemption Fee	Management Fee	Performance Fee
Class R	EUR	USD	Retail investor	DIS	Max. 3%	0%	2%	Yes (below)

## 13. Minimum subscription

There is no minimum subscription in the Class R.

## 14. Valuation Day

The net asset value and the issue and redemption prices per Unit of the Sub-Fund shall be determined every business day ("Valuation Day") in the Reference Currency of the Sub-Fund.

## 15. Management Fee

In consideration of their management of the Fund, the Management Company and the Investment Manager shall be entitled in aggregate to an annual management fee of 2% paid quarterly directly out of the assets of the Fund and expressed as a percentage of the average net assets of the Sub-Fund during such quarter.

## 16. Performance Fee

The performance fee amounts to a percentage of the increase of the NAV per Unit of the Sub-Fund as at the end of each financial year compared to the highest NAV per Unit of the Sub-Fund as at the end of the previous financial years since its reactivation (as at January 13<sup>th</sup> 2014). The performance fee payable at the end of each financial year is applied to the average total number of Units outstanding in such Sub-Fund during the relevant financial year.

As far as the first financial year is concerned, the performance fee will be calculated for the period from reactivation of the Fund (as at January 13<sup>th</sup> 2014) until the first financial year-end.

The performance fee has been stated as follows:

10% of the increase of the NAV per Unit of the Sub-Fund as defined above.

### **17. Calculation method to calculate the global exposure**

For the calculation of the global exposure in connection with the use of derivatives the Sub-Fund is using the commitment approach.

### **1. Investment policy**

This Sub-Fund invests mainly in debt securities on a worldwide basis. The objective of this Sub-Fund is to obtain a higher yield by investing in securities issued and guaranteed by entities rated at least B (B-, B, B+) by S&P, B (B3, B2, B1) by Moodys or B (B-, B, B+) by Fitch.

***Warning: Investors should be however aware that the quality of the entities that issue or guarantee the securities in which the Sub-Fund will invest are only rated at least B- by S&P or by Fitch or B3 by Moodys and therefore the investor's overall return could be harmed.***

Financial derivatives will be used for hedging purpose and/or for the purpose of efficient portfolio management.

For the purposes of efficient portfolio management, options, swaps, futures, forward exchange contracts and credit derivatives may be used.

### **2. Profile of the typical investor**

The Sub-Fund is suitable for investors who want to achieve long-term capital growth and who can afford to set aside the capital for at least 3-5 years.

### **3. Risk profile**

Medium to long-term investment with a low to medium level of risk.

### **4. Reference Currency**

The NAV of this Sub-Fund is denominated in EUR.

### **5. Terms of the Sub-Fund**

The Sub-Fund has been established for unlimited duration.

### **6. Subscription Commission**

The price at which the shares will be offered is the Net Asset Value per Share, to which could be added a subscription fee of up to 3% based on the total amount invested. Out of this charge the Management Company may make payments to sub-distributors, intermediaries or Brokers/Dealers. The subscription fee may be waived in whole or in part by the Management Company either for individual Investors or for particular groups of Investors. The balance of the amount invested after the deduction of any applicable subscription fee will then be applied to the purchase of Shares in the relevant Fund.

### **7. Redemption Commission**

No Redemption Commission is charged.

### **8. Conversion Commission**

No Conversion Commission is charged.

### **9. Sub-Fund Subscription Deadline**

Subscription applications for the Sub-Fund should be addressed to the Registrar & Transfer Agent at the latest on 5.00 p.m. (Luxembourg time) every business day on the day before the Valuation Day. These will be processed if they are accepted at the issue price per unit calculated on the Valuation Day. Subscriptions received after the deadline mentioned above will be settled on the basis of the issue price calculated the next Valuation Day.

The issue price of a Sub-Fund is paid to the custodian within one (1) Business Days after the Valuation Day in favour of the Sub-Fund.

## 10. Sub-Fund Redemption Deadline

Redemptions applications for the Sub-Fund should be addressed to the Registrar & Transfer Agent at the latest on 5.00 p.m. (Luxembourg time) every business day before the Valuation Day. These will be processed if they are accepted at the redemption price per unit calculated on the Valuation Day. Redemption applications received after the deadline mentioned above will be settled on the basis of the redemption price calculated the next Valuation Day.

The counter value for redeemed Sub-Fund units is paid no later than three (3) Business Days after the Valuation Day unless legal provisions, such as foreign exchange controls or restrictions on capital movements, or other circumstances beyond the control of the Custodian, make it impossible to transfer the redemption amount to the country in which the redemption application was submitted.

## 11. Sub-Fund Conversion Deadline

Conversion applications for the Sub-Fund should be addressed to the Registrar & Transfer Agent at the latest on 5.00 p.m. (Luxembourg time) every business day before the Valuation Day.

## 12. Classes

Following Units are available in the following Classes:

Classes of Units	Reference Currency	Other currency available for subscription	Eligible Investor	Dividend policy	Subscription Fee	Redemption Fee	Management Fee	Performance Fee
Class R	EUR	USD	Retail investor	DIS	Max. 3%	0%	0,60%	0%

## 13. Minimum subscription

There is no minimum subscription in the Class R.

## 14. Valuation Day

The net asset value and the issue and redemption prices per Unit of the Sub-Fund shall be determined every business day ("Valuation Day") in the Reference Currency of the Sub-Fund.

## 15. Management Fee

In consideration of their management of the Fund, the Management Company, the Investment Manager shall be entitled in aggregate to an annual management fee of 0,60% paid quarterly directly out of the assets of the Fund and expressed as a percentage of the average net assets of the Sub-Fund during such quarter.

## 16. Performance Fee

No Performance Fee is paid.

## 17. Calculation method to calculate the global exposure

For the calculation of the global exposure in connection with the use of derivatives the Sub-Fund is using the commitment approach.

### **1. Investment policy**

This Sub-Fund invests mainly in equity securities either directly or through investment funds, of issuers located in an EU Member State and Switzerland. The investment will be diversified between the different States.

Financial derivatives will be used for hedging purpose and/or for the purpose of efficient portfolio management.

For the purposes of efficient portfolio management, options, swaps, futures and forward exchange contracts may be used.

### **2. Profile of the typical investor**

The Sub-Fund is suitable for investors who want to achieve long-term capital growth.

### **3. Risk profile**

Medium to long-term investment with average to high risk.

### **4. Reference Currency**

The NAV of this Sub-Fund is denominated in EUR.

### **5. Terms of the Sub-Fund**

The Sub-Fund has been established for unlimited duration.

### **6. Subscription Commission**

The price at which the shares will be offered is the Net Asset Value per Share, to which could be added a subscription fee of up to 3% based on the total amount invested. Out of this charge the Management Company may make payments to sub-distributors, intermediaries or Brokers/Dealers. The subscription fee may be waived in whole or in part by the Management Company either for individual Investors or for particular groups of Investors. The balance of the amount invested after the deduction of any applicable subscription fee will then be applied to the purchase of Shares in the relevant Fund.

### **7. Redemption Commission**

No Redemption Commission is charged.

### **8. Conversion Commission**

No Conversion Commission is charged.

### **9. Sub-Fund Subscription Deadline**

Subscription applications for the Sub-Fund should be addressed to the Registrar & Transfer Agent at the latest on 5.00 p.m. (Luxembourg time) every business day on the day before the Valuation Day. These will be processed if they are accepted at the issue price per unit calculated on the Valuation Day. Subscriptions received after the deadline mentioned above will be settled on the basis of the issue price calculated the next Valuation Day.

The issue price of a Sub-Fund is paid to the custodian within one (1) Business Day after the Valuation Day in favour of the Sub-Fund. However, an exception is to be made to Class I where the issue price may be paid to the custodian within five (5) Luxembourg bank business days after the applicable Valuation Day.

### **10. Sub-Fund Redemption Deadline**

Redemptions applications for the Sub-Fund should be addressed to the Registrar & Transfer Agent at the latest on 5.00 p.m. (Luxembourg time) every business day before the Valuation Day. These will be processed if they are accepted at the redemption price per unit calculated on



the Valuation Day. Redemption applications received after the deadline mentioned above will be settled on the basis of the redemption price calculated the next Valuation Day.

The counter value for redeemed Sub-Fund units is paid no later than three (3) Business Days after the Valuation Day unless legal provisions, such as foreign exchange controls or restrictions on capital movements, or other circumstances beyond the control of the Custodian, make it impossible to transfer the redemption amount to the country in which the redemption application was submitted.

### 11. Sub-Fund Conversion Deadline

Conversion applications for the Sub-Fund should be addressed to the Registrar & Transfer Agent at the latest on 5.00 p.m. (Luxembourg time) every business day before the Valuation Day.

### 12. Classes

Following Units are available in the following Classes:

Classes of Units	Reference Currency	Other available subscription	currency for	Eligible Investor	Dividend policy	Subscription Fee	Redemption Fee	Management Fee	Performance fee
Class R	EUR	USD		Retail investor	DIS	Max. 3%	0%	2%	Yes see below
Class I	EUR	USD		Institutional investor	DIS	Max 0%	0%	0%	0%
Class I2	EUR	USD		Institutional investor	DIS	Max. 3%	0%	1,5%	Yes see below

\*The investment in the Class I is restricted to Mutual Funds and/or Pension Funds managed by NOVO BANCO GESTIÓN SGIIC, S.A. and NOVO BANCO PENSIONES SGFP, S.A. in Spain. Both Class I and Class I2 will benefit from the reduced percentage of the "taxe d'abonnement" of 0.01% in conformity with article 174 of the 2010 Law.

### 13. Minimum subscription

There is no minimum subscription in the Class R and Class I.

The minimum initial subscription amount for Class I2 is 1,000,000 EUR

### 14. Valuation Day

The net asset value and the issue and redemption prices per Unit of the Sub-Fund shall be determined every business day ("Valuation Day") in the Reference Currency of the Sub-Fund.

### 15. Management Fee

In consideration of their management of the Fund, the Management Company and the Investment Manager shall be entitled in aggregate to an annual management fee of 2% for Class R and 1,5% for Class I2 paid quarterly directly out of the assets of the Fund and expressed as a percentage of the average net assets of the Sub-Fund during such quarter.

No Management Fee is charged on the Class I.

### 16. Performance Fee

The performance fee amounts to a percentage of the increase of the NAV per Unit of the Sub-Fund as at the end of each financial year compared to the highest NAV per Unit of the Sub-Fund as at the end of the previous financial years since its formation. The performance fee payable at the end of each financial year is applied to the average total number of Units outstanding in such Sub-Fund during the relevant financial year.

As far as the first financial year is concerned, the performance fee will be calculated for the period from incorporation of the Fund until the first financial year-end.

The performance fee has been stated as follows:

10% of the increase of the NAV per Unit of the Sub-Fund as defined above.

No Performance Fee is charged on the Class I.

#### **17. Calculation method to calculate the global exposure**

For the calculation of the global exposure in connection with the use of derivatives the Sub-Fund is using the commitment approach.

### **1. Investment policy**

This Sub-Fund invests mainly either directly or through investment funds in a broad range of equities issued by companies located mainly in the United States of America.

Financial derivatives will be used for hedging purpose and/or for the purpose of efficient portfolio management.

For the purposes of efficient portfolio management, options, swaps, futures and forward exchange contracts may be used.

### **2. Profile of the typical investor**

The Sub-Fund is suitable for investors who want to achieve long-term capital growth.

### **3. Risk profile**

Medium to long-term investment with average to high risk.

### **4. Reference Currency**

The NAV of this Sub-Fund is denominated in USD.

### **5. Terms of the Sub-Fund**

The Sub-Fund has been established for unlimited duration.

### **6. Subscription Commission**

The price at which the shares will be offered is the Net Asset Value per Share, to which could be added a subscription fee of up to 3% based on the total amount invested. Out of this charge the Management Company may make payments to sub-distributors, intermediaries or Brokers/Dealers. The subscription fee may be waived in whole or in part by the Management Company either for individual Investors or for particular groups of Investors. The balance of the amount invested after the deduction of any applicable subscription fee will then be applied to the purchase of Shares in the relevant Fund.

### **7. Redemption Commission**

No Redemption Commission is charged.

### **8. Conversion Commission**

No Conversion Commission is charged.

### **9. Sub-Fund Subscription Deadline**

Subscription applications for the Sub-Fund should be addressed to the Registrar & Transfer Agent at the latest on 5.00 p.m. (Luxembourg time) every business day on the day before the Valuation Day. These will be processed if they are accepted at the issue price per unit calculated on the Valuation Day. Subscriptions received after the deadline mentioned above will be settled on the basis of the issue price calculated the next Valuation Day.

The issue price of a Sub-Fund is paid to the custodian within one (1) Business Day after the Valuation Day in favour of the Sub-Fund. However, an exception is to be made to Class I where the issue price may be paid to the custodian within five (5) Luxembourg bank business days after the applicable Valuation Day.

### **10. Sub-Fund Redemption Deadline**

Redemptions applications for the Sub-Fund should be addressed to the Registrar & Transfer Agent at the latest on 5.00 p.m. (Luxembourg time) every business day before the Valuation Day. These will be processed if they are accepted at the redemption price per unit calculated on

the Valuation Day. Redemption applications received after the deadline mentioned above will be settled on the basis of the redemption price calculated the next Valuation Day.

The counter value for redeemed Sub-Fund units is paid no later than three (3) Business Days after the Valuation Day unless legal provisions, such as foreign exchange controls or restrictions on capital movements, or other circumstances beyond the control of the Custodian, make it impossible to transfer the redemption amount to the country in which the redemption application was submitted.

### 11. Sub-Fund Conversion Deadline

Conversion applications for the Sub-Fund should be addressed to the Registrar & Transfer Agent at the latest on 5.00 p.m. (Luxembourg time) every business day before the Valuation Day.

### 12. Classes

Following Units are available in the following Classes:

Classes of Units	Reference Currency	Other available subscription	currency for	Eligible Investor	Dividend policy	Subscription Fee	Redemption Fee	Management Fee	Performance fee
Class R	USD	EUR		Retail investor	DIS	Max. 3%	0%	2%	Yes see below
Class I	USD	EUR		Institutional investor	DIS	0%	0%	0%	No

\*The investment in the Class I is restricted to Mutual Funds and/or Pension Funds managed by NOVO BANCO GESTIÓN SGIIC, S.A. and NOVO BANCO PENSIONES SGFP, S.A. in Spain and will benefit from the reduced percentage of the "taxe d'abonnement" of 0.01% in conformity with article 174 of the 2010 Law.

### 13. Minimum subscription

There is no minimum subscription in the Class R and I.

### 14. Valuation Day

The net asset value and the issue and redemption prices per Unit of the Sub-Fund shall be determined every business day ("Valuation Day") in the Reference Currency of the Sub-Fund.

### 15. Management Fee

In consideration of their management of the Fund, the Management Company and the Investment Manager shall be entitled in aggregate to an annual management fee of 2% paid quarterly directly out of the assets of the Fund and expressed as a percentage of the average net assets of the Sub-Fund during such quarter.

No Management Fee is charged on the Class I.

### 16. Performance Fee

The performance fee amounts to a percentage of the increase of the NAV per Unit of the Sub-Fund as at the end of each financial year compared to the highest NAV per Unit of the Sub-Fund as at the end of the previous financial years since its formation. The performance fee payable at the end of each financial year is applied to the average total number of Units outstanding in such Sub-Fund during the relevant financial year.

As far as the first financial year is concerned, the performance fee will be calculated for the period from incorporation of the Fund until the first financial year-end.

The performance fee has been stated as follows:

10% of the increase of the NAV per Unit of the Sub-Fund as defined above.

No Performance Fee is charged on the Class I.

**17. Calculation method to calculate the global exposure**

For the calculation of the global exposure in connection with the use of derivatives the Sub-Fund is using the commitment approach.

### **1. Investment policy**

The Sub-Fund will invest up to 100% (i) in debt securities mainly issued by European corporate or European government entities with a maturity (or residual maturity) up to 3 years,(ii) in assets object of securitization, for example Asset Backed Securities (ABS), with a maturity (or residual maturity) up to 3 years and / or (iii) in money market instruments (such as commercial papers and treasury bills). The Sub-Fund may invest up to 20% into Asset Backed Securities (ABS).

The Sub-Fund will hedge positions which are not denominated in EUR, and so there will be no relevant exchange rate risk in its investments.

Financial derivatives will be used for hedging purpose and/or for the purpose of efficient portfolio management.

For the purposes of efficient portfolio management, options, futures, swaps, forward exchange contracts and credit derivatives may be used.

### **2. Profile of the typical investor**

This Class is adequate for all types of investors wishing to invest in a fund where volatility is aimed to remain low. The Investment horizon for this Class is at least two months.

### **3. Risk profile**

Short-term investment with a low level of risk.

### **4. Reference Currency**

The NAV of this Sub-Fund is denominated in EUR.

### **5. Terms of the Sub-Fund**

The Sub-Fund has been established for unlimited duration.

### **6. Subscription Commission**

The price at which the shares will be offered is the Net Asset Value per Share, to which could be added a subscription fee of up to 3% based on the total amount invested. Out of this charge the Management Company may make payments to sub-distributors, intermediaries or Brokers/Dealers. The subscription fee may be waived in whole or in part by the Management Company either for individual Investors or for particular groups of Investors. The balance of the amount invested after the deduction of any applicable subscription fee will then be applied to the purchase of Shares in the relevant Fund.

### **7. Redemption Commission**

No Redemption Commission is charged.

### **8. Conversion Commission**

No Conversion Commission is charged.

### **9. Sub-Fund Subscription Deadline**

Subscription applications for the Sub-Fund should be addressed to the Registrar & Transfer Agent at the latest on 5.00 p.m. (Luxembourg time) every business day on the day before the Valuation Day. These will be processed if they are accepted at the issue price per unit calculated on the Valuation Day. Subscriptions received after the deadline mentioned above will be settled on the basis of the issue price calculated the next Valuation Day.

The issue price of a Sub-Fund is paid to the custodian within one (1) Business Day after the Valuation Day in favour of the Sub-Fund.

### **10. Sub-Fund Redemption Deadline**

Redemptions applications for the Sub-Fund should be addressed to the Registrar & Transfer Agent at the latest on 5.00 p.m. (Luxembourg time) every business day before the Valuation Day. These will be processed if they are accepted at the redemption price per unit calculated on the Valuation Day. Redemption applications received after the deadline mentioned above will be settled on the basis of the redemption price calculated the next Valuation Day.

The counter value for redeemed Sub-Fund units is paid no later than one (1) Business Day after the Valuation Day unless legal provisions, such as foreign exchange controls or restrictions on capital movements, or other circumstances beyond the control of the Custodian, make it impossible to transfer the redemption amount to the country in which the redemption application was submitted.

### 11. Sub-Fund Conversion Deadline

Conversion applications for the Sub-Fund should be addressed to the Registrar & Transfer Agent at the latest on 5.00 p.m. (Luxembourg time) every business day before the Valuation Day.

### 12. Classes

Following Units are available in the following Classes:

Classes of Units	Reference Currency	Other available currency for subscription	Eligible Investor	Dividend policy	Subscription Fee	Redemption Fee	Management Fee	Performance fee
Class R	EUR	USD	Retail investor	DIS	Max. 3%	0%	0.25%	Yes (below)
Class I	EUR	USD	Institutional investor	DIS	Max. 3%	0%	0.15%	Yes (below)

\*The investment in the Class I is restricted to institutional unitholders who may subscribe for their own account or for third party account. Those latter must also be institutional unitholders. This Class I will benefit from the reduced percentage of the "taxe d'abonnement" of 0.01% in conformity with article 174 of the 2010 Law.

### 13. Minimum subscription

There is no minimum subscription in the Class R.

The minimum initial subscription amount for Class I is 500,000 EUR

### 14. Valuation Day

The net asset value and the issue and redemption prices per Unit of the Sub-Fund shall be determined every business day ("Valuation Day") in the Reference Currency of the Sub-Fund.

### 15. Management Fee

In consideration of their management of the Fund, the Management Company and the Investment Manager shall be entitled in aggregate to an annual management fee of maximum 0,50% for Class R and 0,40% for Class I paid quarterly directly out of the assets of the Fund and expressed as a percentage of the average net assets of the Sub-Fund during such quarter.

### 16. Performance Fee

The performance fee amounts to a percentage of the increase of the NAV per Unit of the Sub-Fund as at the end of each financial year compared to the highest NAV per Unit of the Sub-Fund as at the end of the previous financial years since its reactivation (as at January 13<sup>th</sup> 2014). The performance fee payable at the end of each financial year is applied to the average total number of Units outstanding in such Sub-Fund during the relevant financial year.

As far as the first financial year is concerned, the performance fee will be calculated for the period from reactivation of the Fund (as at January 13<sup>th</sup> 2014) until the first financial year-end.

The performance fee has been stated as follows:

10% of the excess return above EURIBOR 3M+0,50% per Unit of the Sub-Fund as defined above.

#### **17. Calculation method to calculate the global exposure**

For the calculation of the global exposure in connection with the use of derivatives the Sub-Fund is using the commitment approach.



### **1. Investment policy**

This sub-fund may invest up to 100% of its net assets directly in transferable securities such as Equities and debt securities issued by corporate or governments. The investments through shares/units of target UCI's are only allowed up to 10% of the net assets.

The Sub-Fund invests in debt securities of international issuers and expressed in international currencies and principally managed/serviced by third party managers with proven track records. Equity investments will be mainly of issuers located in an OECD Member State. The equity investments will be diversified between the different States

The sub-fund is also allowed to invest up to 100% in Asset Backed Securities (ABS) rated or not rated, namely, equity pieces. Such investments will be collateralised by a diverse pool of fixed income assets, which qualify as transferable securities in the sense of the Article 41 of 2010 Law, which may include:

- secured bank and unsecured bank loans;
- project finance structured funding;
- asset-backed securities;
- mortgage-backed securities; and/or
- debt securities issued by other securitization vehicle.
- Secured and unsecured corporate debt

On an ancillary basis, the sub-fund may also invest in:

- short term debt instruments
- transferable securities embedding a derivative instrument (these embedded derivative instruments are only used for interest rate and/or currency risk hedge and they do not constitute an integral part of the main investment policy). The Sub-Fund may use credit derivatives instruments to hedge its credit exposure in a more efficient manner or to synthetically replicate cash assets.

Achieving efficient diversity is central to the Sub-Fund's investment objective. Each investment will be assessed with a view to providing diversification in terms of underlying assets, issuer, sector, geography and maturity profile.

The investments of the sub-fund will be diversified in terms of market segments, geographic zones and styles of management.

The Sub-Fund will try to replicate the performance of the index EURIBOR 3M + 3.00%.

In the framework of efficient portfolio management and/or hedging, this sub-fund may also use derivatives within the limits laid down in the chapter "Techniques and Financial Instruments" and in line with the "Investment Restrictions common to all present and future sub-funds" below.

The aim of using these derivatives is to extend or create an exposure in line with the investment policy described above.

### **2. Profile of the typical investor**

The Sub-Fund is suitable for investors who want to achieve long-term capital growth and who can afford to set aside the capital for at least 3-5 years.

### **3. Risk profile**

Medium to long-term investment with high risk.

#### 4. Risk factors

##### Description regarding the use of assets object of securitization (ABS):

To enhance its performance, these Sub-Funds may invest in Asset Backed Securities (ABS). Due to a greater risk, these types of assets are better remunerated than bonds.

An Asset Backed Security involves the issue of off balance sheet debt, collateralized by a pool of homogeneous assets. These assets are sold to the securitization by a financial originator or a corporate originator. In the case of a financial originator, the assets can be credit cards receivables, leasing, loans, auto loans, residential loans, commercial loans, among others. In the case of a corporate originator, the assets can be trade receivables, real estate, among others.

The Sub-Funds manager has all the information that it needs to quantify the risk of these assets, and has an independent entity (rating agency) to help him to cross check the risk / return profile of the investment.

The investment on asset backed securities (ABS) allows the investor to access to a diversified pool of assets within an issue that have legal and structural protections, with the possibility to choose between several rated notes which have different credit enhancement levels in connection with multiple performance scenarios on the pool of assets.

The credit enhancement of an ABS is dimensioned to absorb expected losses on the pool of assets, allowing the transformation of a pool of assets underlying rating to the desired rating of a note, issued under the securitization process. Credit enhancement provisions can be internal - senior/subordination structure, reserve accounts, excess spread, over collateralization, minimum required debt service, originator guarantees - or external - insurance policies, bank letter of credit, among others.

##### Risk Warning concerning ABS investment

lack of liquidity of ABS investment: these Sub-Funds may be unable to dispose of the securities acquired by it or, should they be able to dispose of them, may realise a price at significantly less than par (or even zero) or significantly less than any NAV or valuation it has previously obtained for such securities.

currency risk: ABS investment acquired by the Sub-Funds are likely to be denominated in EUR, although they can invest in assets denominated in other currencies (e.g. USD, GBP, etc.). To reduce the impact on the Sub-Funds of currency fluctuations and the volatility of returns which may result from currency exposure, the Management Company may hedge the currency exposure of the assets of the Sub-Funds against USD/EUR exchange rate fluctuations (subject only to the availability of appropriate foreign exchange and credit lines) for the purposes of efficient portfolio management.

calculation of the NAV : the market for subordinated ABS, including residual income positions, is illiquid, with the consequence that regular traded prices are generally not available for such investments.

In calculating the Sub-Funds' NAV, the Administrative Agent will rely on estimates of the value of securities in which the Sub-Funds invest, which will be supplied, directly or indirectly, by the underwriters or other market counterparties. Such estimates may be unaudited or may be subject to little verification or other due diligence and may not comply with general accepted accounting practices or other valuations principles. In addition, these entities may not provide estimates of the value of ABS securities in which the Sub-Funds invest on a regular or timely basis or at all with the result that the values of such investments may be estimated by the Management Company.

leverage credit risk: the Sub-Fund will typically be in a first loss or subordinated position with respect to realised losses on the collateral.

volatility: ABS investments represent a leveraged investment with respect to the underlying collateral. Therefore, changes in the market value of the ABS investment could be greater than

the change in the market value of the underlying collateral, which themselves are subject to credit, liquidity and interest rate risk.

collateral investment risk : the collateral may be sold and replacement collateral purchased within certain conditions. If these transactions result in a net loss, the magnitude of the loss from the perspective of the ABS investment would be increased by the leverages nature of the investment in ABS investment.

#### **5. Reference Currency**

The NAV of the Sub-Fund is expressed in EUR.

#### **6. Terms of the Sub-Fund**

The Sub-Fund has been established for unlimited duration.

#### **7. Subscription Commission**

The price at which the shares will be offered is the Net Asset Value per Share, to which could be added a subscription fee of up to 3% based on the total amount invested. Out of this charge the Management Company may make payments to sub-distributors, intermediaries or Brokers/Dealers. The subscription fee may be waived in whole or in part by the Management Company either for individual Investors or for particular groups of Investors. The balance of the amount invested after the deduction of any applicable subscription fee will then be applied to the purchase of Shares in the relevant Fund.

#### **8. Redemption Commission**

No Redemption Commission is charged.

#### **9. Conversion Commission**

No Conversion Commission is charged.

#### **10. Sub-Fund Subscription Deadline**

Subscription applications for the Sub-Fund should be addressed to the Registrar & Transfer Agent at the latest on 5.00 p.m. (Luxembourg time) every business day on the day before the Valuation Day. These will be processed if they are accepted at the issue price per unit calculated on the Valuation Day. Subscriptions received after the deadline mentioned above will be settled on the basis of the issue price calculated the next Valuation Day.

The issue price of a Sub-Fund is paid to the custodian within one (1) Business Day after the Valuation Day in favour of the Sub-Fund.

#### **11. Sub-Fund Redemption Deadline**

Redemptions applications for the Sub-Fund should be addressed to the Registrar & Transfer Agent at the latest on 5.00 p.m. (Luxembourg time) every business day before the Valuation Day. These will be processed if they are accepted at the redemption price per unit calculated on the Valuation Day. Redemption applications received after the deadline mentioned above will be settled on the basis of the redemption price calculated the next Valuation Day.

The counter value for redeemed Sub-Fund units is paid no later than three (3) Business Days after the Valuation Day unless legal provisions, such as foreign exchange controls or restrictions on capital movements, or other circumstances beyond the control of the Custodian, make it impossible to transfer the redemption amount to the country in which the redemption application was submitted.

#### **12. Sub-Fund Conversion Deadline**

Conversion applications for the Sub-Fund should be addressed to the Registrar & Transfer Agent at the latest on 5.00 p.m. (Luxembourg time) every business day before the Valuation Day.

#### **13. Classes**

Following Units are available in the following Classes:

Classes of Units	Reference Currency	Other available subscription currency for	Eligible Investor	Dividend policy	Subscription Fee	Redemption Fee	Management Fee	Performance fee
Class R	EUR	USD	Retail investor	DIS	Max. 3%	0%	1,25%	Yes see below

#### **14. Minimum subscription**

There is no minimum subscription in the Class R.

#### **15. Valuation Day**

The net asset value and the issue and redemption prices per Unit of the Sub-Fund shall be determined every business day ("Valuation Day") in the Reference Currency of the Sub-Fund.

#### **16. Management Fee**

In consideration of their management of the Fund, the Management Company and the Investment Manager shall be entitled in aggregate to an annual management fee 1,25% paid quarterly directly out of the assets of the Fund and expressed as a percentage of the average net assets of the Sub-Fund during such quarter.

#### **17. Performance Fee**

The performance fee amounts to a percentage of the increase of the NAV per Unit of the Sub-Fund as at the end of each financial year compared to the highest NAV per Unit of the Sub-Fund as at the end of the previous financial years since its formation. The performance fee payable at the end of each financial year is applied to the average total number of Units outstanding in such Sub-Fund during the relevant financial year.

As far as the first financial year is concerned, the performance fee will be calculated for the period from incorporation of the Fund until the first financial year-end.

The performance fee has been stated as follows:

15% of the excess return above EURIBOR 3M + 3% increase of the NAV per Unit of the Sub-Fund as defined above.

#### **18. Calculation method to calculate the global exposure**

For the calculation of the global exposure in connection with the use of derivatives the Sub-Fund is using the commitment approach.

### **1. Investment policy**

The Sub-Fund invests mainly in listed equities and IPO-equities traded on regulated markets and issued by company's on a worldwide basis but mainly in the European Union (located in Portugal, Spain, France, Germany, Poland), the United States of America and Brazil.

The sub-fund may also invest up to 100% of its net assets in:

- open-ended Exchange Traded Funds who meet the conditions of article 41 (1) e) of the law dated December 17th, 2010 relating to undertakings for collective investment.
- shares/units of UCITS investing in the stocks of issuers established in or deriving a major part of their revenue from countries in the European Union (located in Portugal, Spain, France, Germany, Poland), the United States of America and Brazil, without restrictions as to industrial or sectorial diversification.

In order to reach its investment objectives, the sub-fund has an important portfolio turnover.

On an ancillary basis, the sub-fund may hold cash or cash equivalent instruments.

Financial derivatives (mainly options, futures and swaps) will be used for hedging purposes and/or for the purpose of efficient portfolio management.

### **2. Profile of the typical investor**

The Sub-Fund is suitable for investors who want to achieve long-term capital growth.

### **3. Risk profile**

The investments foreseen by the Sub-Fund are subject to normal market fluctuations and other risks inherent in investing in securities and there can be no assurance that capital appreciation will occur.

The value of investments and eventually income from them, and therefore the value of the Units of the Sub-Fund, can and do go down as well as up and an investor may not get back the amount he invests. Exchange rates fluctuations between currencies may also cause the value of the investment to diminish or increase. An investor who redeems his investment in the Company after a short period may not realize the amount originally invested in view of the initial charges made on the issue of Units.

### **4. Risk factors**

#### General risk profile regarding the investment in emerging markets like Brazil

Potential investors are advised that investing in equities issued by emerging markets companies involve risks which are not generally encountered on the majority of western European or North American or other mature markets.

These risks are of the following type:

Political: including political instability and volatility;

Economic: including high rates of inflation, risks linked to investments in recently privatised companies and currency depreciation, immature financial markets;

Monetary: there is a risk of local currency devaluation due to certain unstable political and economic factors in the countries concerned;

Legal: legal insecurity and general problems in having rights recognised or enforced;

Fiscal: in certain countries fiscal charges can be very high and there is no guarantee of uniform and coherent interpretation of legal texts. Local authorities often have discretionary power to create new taxes, sometimes with retroactive effect.

This results in increased volatility and lack of liquidity in investments while the stock capitalisation of these countries is weaker than on mature markets.

#### **5. Reference Currency**

The NAV of this Sub-Fund is denominated in EUR.

#### **6. Terms of the Sub-Fund**

The Sub-Fund has been established for unlimited duration.

#### **7. Subscription Commission**

The price at which the shares will be offered is the Net Asset Value per Share, to which could be added a subscription fee of up to 3% based on the total amount invested. Out of this charge the Management Company may make payments to sub-distributors, intermediaries or Brokers/Dealers. The subscription fee may be waived in whole or in part by the Management Company either for individual Investors or for particular groups of Investors. The balance of the amount invested after the deduction of any applicable subscription fee will then be applied to the purchase of Shares in the relevant Fund.

#### **8. Redemption Commission**

The redemption price is based on the net asset value per unit less a redemption commission of maximum 1 % of the applicable redemption price in favour of the Sub-Fund. This commission can vary according to the duration of the holding of the Units in the Sub-Fund as follows:

Redemptions less than 1 year: 1%

Redemption more than 1 year: 0%

#### **9. Conversion Commission**

No Conversion Commission is charged.

#### **10. Sub-Fund Subscription Deadline**

Subscription applications for the Sub-Fund should be addressed to the Registrar & Transfer Agent at the latest on 5.00 p.m. (Luxembourg time) every business day on the day before the Valuation Day. These will be processed if they are accepted at the issue price per unit calculated on the Valuation Day. Subscriptions received after the deadline mentioned above will be settled on the basis of the issue price calculated the next Valuation Day.

The issue price of a Sub-Fund is paid to the custodian within three (3) Business Days after the Valuation Day in favour of the Sub-Fund.

#### **11. Sub-Fund Redemption Deadline**

Redemptions applications for the Sub-Fund should be addressed to the Registrar & Transfer Agent at the latest on 5.00 p.m. (Luxembourg time) every business day before the Valuation Day. These will be processed if they are accepted at the redemption price per unit calculated on the Valuation Day. Redemption applications received after the deadline mentioned above will be settled on the basis of the redemption price calculated the next Valuation Day.

The counter value for redeemed Sub-Fund units is paid no later than five (5) Business Days after the Valuation Day unless legal provisions, such as foreign exchange controls or restrictions on capital movements, or other circumstances beyond the control of the Custodian, make it impossible to transfer the redemption amount to the country in which the redemption application was submitted.

#### **12. Sub-Fund Conversion Deadline**

Conversion applications for the Sub-Fund should be addressed to the Registrar & Transfer Agent at the latest on 5.00 p.m. (Luxembourg time) every business day before the Valuation Day.

### 13. Classes

Following Units are available in the following Classes:

Classes of Units	Reference Currency	Other available subscription currency for	Eligible Investor	Dividend policy	Subscription Fee	Redemption Fee	Management Fee	Performance fee
Class R	EUR	USD	Retail investor	CAP	Max. 3%	Max. 1%	1,75%	Yes see below
Class I	EUR	USD	Institutional investor	CAP	Max. 3%	Max 1%	1,25%	Yes see below

\*The investment in the Class I is restricted to institutional unitholders who may subscribe for their own account or for third party account. Those latter must also be institutional unitholders.

### 14. Minimum subscription

There is no minimum subscription in the Class R and I.

### 15. Valuation Day

The net asset value and the issue and redemption prices per Unit of the Sub-Fund shall be determined every business day ("Valuation Day") in the Reference Currency of the Sub-Fund.

### 16. Management Fee

In consideration of their management of the Fund, the Management Company, the Investment Manager and the Investment Advisor shall be entitled in aggregate to an annual management fee of 1,75% paid quarterly directly out of the assets of the Fund and expressed as a percentage of the average net assets of the Sub-Fund during such quarter.

The Management Fee for Class I is 1,25%.

It should be noted that the investment policy of the Sub-Fund is to invest in shares/units of UCITS and that this entails a doubling of certain fees charged to both the underlying UCITS and the Sub-Fund by their respective service providers (these costs include setting up costs, deposit, domiciliation fees, audit and other associated charges) and a doubling of the management fees. In any case the addition of both management fees will vary between 1.75 % and 3.75 %.

### 17. Investment Advisor

Under an agreement concluded with the Management Company, Banco Espirito Santo de Investimento, S.A. has been appointed as the Investment Advisor to the Sub-Fund. This Agreement has no fixed duration and may be terminated by either party upon giving 90 calendar days' prior written notice.

Banco Espirito Santo de Investimento, S.A., is the specialized Unit in the Investment Banking Activity of Group Banco Espirito Santo in Portugal and throughout the world

The annual fee of Banco Espirito Santo de Investimento, S.A. will amount to a maximum of 1,4% p.a. of the assets under management.

### 18. Performance Fee

The return of the NAV per Unit is the increase of the NAV per Unit of the Sub-Fund as at the end of each financial year compared to the NAV per Unit of the Sub-Fund as at the end of the previous financial year. The performance fee payable at the end of each financial year is applied to the average total number of Units outstanding in such Sub-Fund during the relevant financial year.

As far as the first financial year is concerned, the performance fee will be calculated for the period from incorporation of the Fund until the first financial year-end.

The performance fee has been stated as follows:

- 10% of the excess return above Euribor 12M for the Class R.
- 10% of the excess return above EURIBOR 12M if Euribor 12M  $\geq 3\%$  or 10% of the excess return above 3% if EURIBOR 12M  $< 3\%$  for Class I.

**19. Calculation method to calculate the global exposure**

For the calculation of the global exposure in connection with the use of derivatives the Sub-Fund is using the commitment approach.



### **1. Investment policy**

The Sub-Fund will invest mainly, directly or indirectly (via shares/units of investment funds), its net assets in a diversified portfolio of transferable securities (such as equity and equity related securities, in fixed interest and floating rate bonds) issued predominantly by companies located in, or deriving a preponderant part of their income from African countries and listed or traded on one or more Recognised Stock Exchanges located in the following countries: United Arab Emirates (Abu Dhabi and Dubai), Egypt, Ghana, Kenya, Morocco, Mauritius, Nigeria, South Africa, Zambia, Angola, Mozambique, Rwanda, Tanzania and Gabon.

The sub-fund will also be able to invest up to 35% of its assets in transferable securities and money market instruments issued by one of the same government mentioned hereabove.

The sub-fund may also invest up to 10% of its net assets in:

- open-ended Exchange Traded Funds who meet the conditions of article 41 (1) e) of the law dated December 17th, 2010 relating to undertakings for collective investment.
- in shares/units of UCITS investing in the stocks of issuers established in or deriving a major part of their revenue from African countries.

On an ancillary basis, the sub-fund may hold money market instruments such as term & time deposit, commercial paper and Treasury bill.

Financial derivatives (mainly options, futures, forwards and swaps contracts) will be used for hedging purposes and/or for the purpose of efficient portfolio management.

### **2. Profile of the typical investor**

The Sub-Fund is suitable for investors who are prepared to take the higher risks associated with investments in the African stock markets in order to maximise the return. Thus, the investors should have experience with volatile products and be able to accept significant temporary losses. A long-term investment horizon, at least 5 years, is required in order to ride out potentially adverse market trends.

### **3. Risk profile**

Long-term investment with high risk.

### **4. Risk factors**

#### General risk profile regarding the investment in emerging and less developed markets

In emerging and less developed markets the legal, judicial and regulatory infrastructure is still developing but there is much legal uncertainty both for local market participants and their overseas counterparts. Some markets may carry higher risks for investors who should therefore ensure that, before investing, they understand the risks involved and are satisfied that an investment is suitable as part of their portfolio. These risks may include any or all of the following elements: political or economic risks, legal risks, accounting practices, lacking or insufficient protection of shareholders, market and settlement risks, unclear tax rules, execution and counterparty risk, as well as an uncertain status of nomineehip. This list may not be exhaustive and other risks may occur. Investors' attention is also pointed to the fact significant currency movements may occur and that the convertibility of a currency may be revoked.

### **5. Reference Currency**

The NAV of this Sub-Fund is denominated in EUR.

### **6. Terms of the Sub-Fund**

The Sub-Fund has been established for unlimited duration.

## 7. Subscription Commission

The price at which the shares will be offered is the Net Asset Value per Share, to which could be added a subscription fee of up to 3% based on the total amount invested. Out of this charge the Management Company may make payments to sub-distributors, intermediaries or Brokers/Dealers. The subscription fee may be waived in whole or in part by the Management Company either for individual Investors or for particular groups of Investors. The balance of the amount invested after the deduction of any applicable subscription fee will then be applied to the purchase of Shares in the relevant Fund.

## 8. Redemption Commission

No Redemption Commission is charged.

## 9. Conversion Commission

No Conversion Commission is charged.

## 10. Sub-Fund Subscription Deadline

Subscription applications for the Sub-Fund should be addressed to the Registrar & Transfer Agent at the latest on 5.00 p.m. (Luxembourg time) every business day on the day before the Valuation Day. These will be processed if they are accepted at the issue price per unit calculated on the Valuation Day. Subscriptions received after the deadline mentioned above will be settled on the basis of the issue price calculated the next Valuation Day.

The issue price of a Sub-Fund is paid to the custodian within one (1) Business Day after the Valuation Day in favour of the Sub-Fund.

## 11. Sub-Fund Redemption Deadline

Redemptions applications for the Sub-Fund should be addressed to the Registrar & Transfer Agent at the latest on 5.00 p.m. (Luxembourg time) every business day before the Valuation Day. These will be processed if they are accepted at the redemption price per unit calculated on the Valuation Day. Redemption applications received after the deadline mentioned above will be settled on the basis of the redemption price calculated the next Valuation Day.

The counter value for redeemed Sub-Fund units is paid no later than three (3) Business Days after the Valuation Day unless legal provisions, such as foreign exchange controls or restrictions on capital movements, or other circumstances beyond the control of the Custodian, make it impossible to transfer the redemption amount to the country in which the redemption application was submitted.

## 12. Sub-Fund Conversion Deadline

Conversion applications for the Sub-Fund should be addressed to the Registrar & Transfer Agent at the latest on 5.00 p.m. (Luxembourg time) every business day before the Valuation Day.

## 13. Classes

Following Units are available in the following Classes:

Classes of Units	Reference Currency	Other available subscription currency for	Eligible Investor	Dividend policy	Subscription Fee	Redemption Fee	Management Fee	Performance fee
Class R	EUR	USD	Retail investor	DIS	Max. 3%	0%	2.05%	Yes see below
	USD	EUR						

#### **14. Minimum subscription**

There is no minimum subscription in the Class R.

#### **15. Valuation Day**

The net asset value and the issue and redemption prices per Unit of the Sub-Fund shall be determined every business day ("Valuation Day") in the Reference Currency of the Sub-Fund.

#### **16. Management Fee**

In consideration of their management of the Fund, the Management Company and the Investment Manager shall be entitled in aggregate to an annual management fee of 2.05% paid quarterly directly out of the assets of the Fund and expressed as a percentage of the average net assets of the Sub-Fund during such quarter.

#### **17. Performance Fee**

The return of the NAV per Unit is the increase of the NAV per Unit of the Sub-Fund as at the end of each financial year compared to the NAV per Unit of the Sub-Fund as at the end of the previous financial year. The performance fee payable at the end of each financial year is applied to the average total number of Units outstanding in such Sub-Fund during the relevant financial year.

As far as the first financial year is concerned, the performance fee will be calculated for the period from incorporation of the Fund until the first financial year-end.

The performance fee has been stated as follows:

10% of the excess return above Euribor 12M + 2.5% for the Sub-Fund.

#### **18. Calculation method to calculate the global exposure**

For the calculation of the global exposure in connection with the use of derivatives the Sub-Fund is using the commitment approach.

### **1. Investment policy**

This Sub-Fund invests mainly in a broad range of equities issued by companies located mainly in Portugal and/or Spain, or equity related securities (including open-ended Exchange Traded Funds who meet the conditions of article 41 (1) e) of the law dated December 17th, 2010 relating to undertakings for collective investment) that are mainly exposed to the Portuguese or to the Spanish equity market and within the limits of the Chapter, "Investment Restrictions".

On an ancillary basis the sub-fund may also invest in bonds issued by Portuguese or Spanish companies or by the Portuguese or Spanish government.

Financial derivatives will be used for hedging purpose and/or for the purpose of efficient portfolio management.

For the purposes of efficient portfolio management, options, swaps, futures and forward exchange contracts may be used.

### **2. Profile of the typical investor**

The Sub Fund is suitable for investors who want to achieve long-term capital growth and who can afford to set aside the capital for at least 5 years.

### **3. Risk profile**

Medium to long-term investment with medium to high risk.

### **4. Reference Currency**

The NAV of this Sub-Fund is denominated in EUR.

### **5. Terms of the Sub-Fund**

The Sub-Fund has been established for unlimited duration.

### **6. Subscription Commission**

The price at which the shares will be offered is the Net Asset Value per Share, to which could be added a subscription fee of up to 3% based on the total amount invested. Out of this charge the Management Company may make payments to sub-distributors, intermediaries or Brokers/Dealers. The subscription fee may be waived in whole or in part by the Management Company either for individual Investors or for particular groups of Investors. The balance of the amount invested after the deduction of any applicable subscription fee will then be applied to the purchase of Shares in the relevant Fund.

### **7. Redemption Commission**

No Redemption Commission is charged.

### **8. Conversion Commission**

No Conversion Commission is charged.

### **9. Sub-Fund Subscription Deadline**

Subscription applications for the Sub-Fund should be addressed to the Registrar & Transfer Agent at the latest on 5.00 p.m. (Luxembourg time) every business day on the day before the Valuation Day. These will be processed if they are accepted at the issue price per unit calculated on the Valuation Day. Subscriptions received after the deadline mentioned above will be settled on the basis of the issue price calculated the next Valuation Day.

The issue price of a Sub-Fund is paid to the custodian within one (1) Business Day after the Valuation Day in favour of the Sub-Fund.

## 10. Sub-Fund Redemption Deadline

Redemptions applications for the Sub-Fund should be addressed to the Registrar & Transfer Agent at the latest on 5.00 p.m. (Luxembourg time) every business day before the Valuation Day. These will be processed if they are accepted at the redemption price per unit calculated on the Valuation Day. Redemption applications received after the deadline mentioned above will be settled on the basis of the redemption price calculated the next Valuation Day.

The counter value for redeemed Sub-Fund units is paid no later than three (3) Business Days after the Valuation Day unless legal provisions, such as foreign exchange controls or restrictions on capital movements, or other circumstances beyond the control of the Custodian, make it impossible to transfer the redemption amount to the country in which the redemption application was submitted.

## 11. Sub-Fund Conversion Deadline

Conversion applications for the Sub-Fund should be addressed to the Registrar & Transfer Agent at the latest on 5.00 p.m. (Luxembourg time) every business day before the Valuation Day.

## 12. Classes

Following Units are available in the following Classes:

Classes of Units	Reference Currency	Other currency available for subscription	Eligible Investor	Dividend policy	Subscription Fee	Redemption Fee	Management Fee	Performance Fee
Class R	EUR	USD	Retail investor	DIS	Max. 3%	0%	2%	Yes (below)

## 13. Minimum subscription

There is no minimum subscription in the Class R.

## 14. Valuation Day

The net asset value and the issue and redemption prices per Unit of the Sub-Fund shall be determined every business day ("Valuation Day") in the Reference Currency of the Sub-Fund.

## 15. Management Fee

In consideration of their management of the Fund, the Management Company and the Investment Manager shall be entitled in aggregate to an annual management fee 2% paid quarterly directly out of the assets of the Fund and expressed as a percentage of the average net assets of the Sub-Fund during such quarter.

## 16. Performance Fee

The performance fee amounts to a percentage of the increase of the NAV per Unit of the Sub-Fund as at the end of each financial year compared to the highest NAV per Unit of the Sub-Fund as at the end of the previous financial years since its formation. The performance fee payable at the end of each financial year is applied to the average total number of Units outstanding in such Sub-Fund during the relevant financial year.

As far as the first financial year is concerned, the performance fee will be calculated for the period from incorporation of the Fund until the first financial year-end.

The performance fee has been stated as follows:

10% of the increase of the NAV per Unit of the Sub-Fund as defined above.

## 17. Calculation method to calculate the global exposure

For the calculation of the global exposure in connection with the use of derivatives the Sub-Fund is using the commitment approach.