

MOSAIC

Prospectus

January 2024





MOSAIC

JANUARY 2024

Société d'investissement à capital variable subject to Part II of the Luxembourg law of 2010. A Fund of Funds

NOTE TO THE READERS

The attention of the reader is drawn to the fact that this Prospectus is composed of two parts.

The main part of the Prospectus describes the nature of Mosaic (the "Fund"), presents its general terms and conditions and set out its management and investment parameters which apply to the Fund.

The second part is composed by an annex relating the particulars of the Fund. The investment objective and policy of the Fund, as well as its specific features are thus described in the annex attached to the end of the main body of the Prospectus.

The annex is an integral part of this Prospectus; it will be updated when necessary.

The distribution of this Prospectus is authorised only if accompanied by a copy of the Fund's latest annual report and the last semi-annual report, if published after the annual report. These reports form an integral part of this document.

For further information, please refer to the table of Contents of this Prospectus.

IMPORTANT INFORMATION

An investment in the Fund involves significant risks. Investors should read this Prospectus in its entirety and should consider the risks described in this Prospectus under Chapter "Risk Factors" below and the specific risks before investing in the Fund. Investors must rely on their own examination of the Fund and the terms of offering contemplated hereby, including the risks and merits involved. Investors should also seek independent legal, financial, tax and other advice in considering this Prospectus, and an investment in the Fund. The shares have not been recommended by any securities commission or regulatory authority of any state or country. Furthermore, the foregoing authorities have not confirmed the accuracy or determined the adequacy of this Prospectus. Any representation to the contrary is a criminal offence.

No person has been authorized to give any information or to make any representations, other than those contained in this Prospectus and in the documents referred to herein, in connection with the offer hereby made, and, if given or made, such information or representation must not be relied upon if not authorized by the Fund.

RESTRICTIONS OF OWNERSHIP OF SHARES

The Fund reserves the right to:

- (i) refuse on a discretionary basis all or part of a subscription application for shares;
- (ii) repurchase, at any time, shares held by investors not authorized to buy or own the Fund's shares and return the proceeds to such investors as set forth in the Fund Documents (as defined herein).

PROFESSIONAL INVESTORS AND WELL-INFORMED INVESTORS

The issue, sale and ownership of shares is restricted to Professional Investors and Well-Informed Investors.

RESTRICTIONS IN RESPECT OF THE SHARES

The distribution of this Prospectus and the offering or purchase of the shares may be restricted in certain jurisdictions. No person receiving a copy of this Prospectus in any such jurisdiction may treat this Prospectus as constituting an offer or invitation to them to purchase or subscribe for shares unless in the relevant jurisdiction such an offer or invitation could lawfully be made to them. Accordingly, this Prospectus does not constitute an offer or invitation to anyone in any jurisdiction in which such offer or invitation is not lawful or in which the person making such offer or invitation is not qualified to do so or to anyone to whom it is unlawful to make such offer or invitation. It is the responsibility of any person in possession of this Prospectus to inform themselves of, and to observe, all applicable laws and regulations of any relevant jurisdiction.

The board of directors of the Fund (the "Board of Directors" or the "Board") accepts responsibility for the information contained in this Prospectus. To the best knowledge and belief of the Board (which has taken all reasonable care to ensure that such is the case), the information in this Prospectus does not omit anything likely to affect the importance of the information.

The Shares of the Fund offered hereby have not been registered under the United States Securities Act of 1933, as amended (the "1933 Act"), the United States Investment Company Act of 1940, as amended (the "1940 Act") or any U.S. State securities laws and, unless so registered, may not be offered or sold to persons in the United States, or to or for the account or benefit of U.S. Persons, as defined in Rule 902 under the 1933 Act, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the 1933 Act, the 1940 Act and applicable U.S. State securities laws.

The Fund may, at its discretion, sell Shares to certain U.S. Persons subject to the conditions that such



purchasers make certain representations to the Fund which are intended to satisfy exemptions or exclusions from U.S. registration requirements under the 1933 Act and the 1940 Act, and that in all events there will be no material adverse tax consequences to the Fund or to Shareholders as a result of such a sale. Restrictions may apply to resales of the securities under United States law.

The Fund will not knowingly offer or sell Shares to any investor to whom such offer or sale would be unlawful, or might result in the Fund incurring any liability to taxation or suffering any other pecuniary disadvantages which the Fund might not otherwise incur or suffer or would result in the Fund being required to register under the 1933 Act or the 1940 Act.

The Board may refuse to issue shares to US Persons or to register any transfer of Shares to any US Person. Moreover, the Board may at any time compulsorily forcibly redeem the Shares held by a US Person. Statements made in this Prospectus, except where otherwise stated, are based on the laws and practices currently in force in Luxembourg and are subject to changes therein.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Prospectus contains forward-looking statements, which provide current expectations or forecasts of future events. Words such as “may,” “believes,” “expects,” “plans,” “future” and “intends,” and similar expressions, may identify forward-looking statements, but the absence of these words does not mean that the statement is not forward-looking. Forward-looking statements include statements about the Fund’s plans, objectives, expectations and intentions and other statements that are not historical facts. Forward-looking statements are subject to known and unknown risks and uncertainties and inaccurate assumptions that could cause actual results to differ materially from those expected or implied by the forward-looking statements. Potential investors should not unduly rely on these forward-looking statements, which apply only as of the date of this Prospectus.

DATA PROTECTION POLICY

Any information concerning investors who are natural persons and other related natural persons (together the “Data Subjects”) which allows the Data Subjects to be directly or indirectly identified (the “Data”), which is provided to, or collected by or on behalf of, the Fund and the Management Company (directly from Data Subjects or from publicly available sources) will be processed by the Fund and the Management Company as joint data controllers (the “Controllers”) – which can be contacted through the compliance officer of the

Management Company, 6B, rue du Fort Niedergruenewald, L-2226 Grand Duchy of Luxembourg) in compliance with applicable data protection laws, in particular Regulation (EU) 2016/679 of 27 April 2016.

A data protection officer has been appointed (the “DPO”) who can be contacted at: europe-data-protection@pictet.com.

Failure to provide certain Data may result in the investor not being able to invest or maintain an investment in the Fund.

Data will be processed by the Controllers and disclosed to, and processed by, service providers of the Controller such as the Depositary Bank, the Transfer Agent, the Administrative Agent, the Paying Agent, the Auditor, the Manager, the Investment Adviser (if any), the Distributor and its appointed sub-distributors, legal and financial advisers (the “Processors”) for the purposes of (i) offering and managing investments and holdings of the shareholders and performing the services related to their shareholding in the Fund (ii) enabling the Processors to perform their services for the Fund, or (iii) complying with legal, regulatory and/or tax (including FATCA/CRS) obligations (the “Purposes”).

As part of the Purposes, Data may also be processed for the purpose of direct marketing activities (by means of electronic communication), notably for providing Data Subjects with general or personalised information about investment opportunities, products and services proposed by or on behalf of the Fund, its service providers, delegates and business partners. The legal basis for the processing of Data in the context of such marketing activities will be either the legitimate interests of the Fund (propose new investments opportunities to investors) or, in particular if required by law, the consent of the Data Subjects for the relevant marketing activities.

The Processors shall act as processors on behalf of the Controllers and may also process Data as controllers for their own purposes.

Any communication (including telephone conversations) (i) may be recorded by the Controllers and the Processors in compliance with all applicable legal or regulatory obligations and (ii) will be retained for a period of 10 years from the date of the recording.

Data may be transferred outside of the European Union (the “EU”), to countries whose legislation does not ensure an adequate level of protection as regards the processing of personal data (including, but not limited to, Canada, Hong Kong, India, Malaysia, Singapore, United States). In such case, appropriate safeguards will be implemented including standard contractual data protection clauses established by the European Commission.

Investors providing the Data of third-party data subjects to the Controllers need to ensure that they have obtained the authority to provide that Data and are therefore required to inform the relevant third-party data



subjects of the processing of the Data and their related rights. If necessary, investors are required to obtain the explicit consent of the relevant third-party data subject for such processing.

Data of Data Subjects will not be retained for longer than necessary with regard to the Purposes, in accordance with applicable laws and regulations, subject always to applicable legal minimum retention periods.

The investors have certain rights in relation to the Data relating to them, including the right to request access to such Data, or have such Data rectified or deleted, the right to ask for the processing of such Data to be restricted or to object thereto, the right to portability, the right to lodge a complaint with the relevant data protection supervisory authority, or the right to withdraw any consent after it was given.

Detailed information about how Data is processed is contained in the privacy notice available at <https://www.group.pictet/privacynotice> or on demand by contacting the DPO (europe-data-protection@pictet.com). The privacy notice notably sets out in more detail the data subjects' rights described above, the nature of the Data processed, the legal bases for processing, the recipients of the Data and the safeguards applicable for transfers of Data outside of the EU.

The investors' attention is drawn to the fact that the data protection information is subject to change at the sole discretion of the Controllers, and that they will be duly informed prior to the implementation of any change.

ANTI-MONEY LAUNDERING REGULATIONS

In accordance with applicable international rules and to applicable Luxembourg laws and regulations such as the law of 12 November 2004 (as amended) in relation to the fight against money laundering and against the financing of terrorism, all applicable CSSF circulars obligations have been imposed on all professionals of the financial sector to prevent the use of undertakings for collective investment for money laundering and terrorist financing purposes. Within this context a procedure for the identification of investors has been imposed.

Namely, the application form of a prospective investor must be accompanied by any supporting documents recommended or prescribed by applicable rules and regulations allowing the appropriate level of identification of the prospective investor and, as the case may be, its beneficial owners.

Any information provided in this context is collected for anti-money laundering compliance purposes only.

DOCUMENTS AVAILABLE FOR INSPECTION

The Management Company will make available at its registered office all information provided to investors under Regulation 2015/2365 of the European Parliament and of the Council of 25 November 2015 on transparency of securities financing transactions and of reuse (SFTR).



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PART I: PROVISIONS APPLICABLE TO THE FUND GENERALLY

The following provisions of Part I contain general information on the Fund.

1. DEFINITIONS

Unless defined elsewhere in this Prospectus or unless the context indicates otherwise, capitalised words and expressions in this Prospectus have the meaning as described below.

2010 Law or UCITS Law	The Luxembourg Law of 17 December 2010 relating to Undertakings for Collective Investment, as may be amended from time to time.
1915 Law	The Luxembourg Law of 15 August 1915 related to Commercial Companies, as may be amended from time to time.
AIF or the Fund	The Alternative Investment Fund, i.e. Mosaic, a SICAV organized as a <i>société anonyme</i> and registered as investment fund and as an alternative investment fund in Luxembourg in accordance with the 2010 Law, as amended by the AIFM Law.
AIFM	The Alternative Investment Fund Manager, namely Pictet Asset Management (Europe) S.A.
AIFM Directive	Directive 2011/61/EU of the European Parliament and of the Council of 8 June 2011 on Alternative Investment Fund Managers.
AIFM Law	The Luxembourg law of 12 July 2013 relating to alternative investment fund managers, as may be amended from time to time. The AIFM Law has transposed the AIFM Directive into the Luxembourg regulation and has, amongst others, modified the 2010 Law.

AIFM Rules	The corpus of rules formed by (a) the AIFM Directive, (b) the Commission Delegated Regulation (EU) No 231/2013 of 19 December 2012 supplementing the AIFM Directive, (c) any binding guideline or other delegated act and regulation issued from time to time by the EU relevant authorities pursuant to any national laws and regulations (such as the Luxembourg Act).
AML/CFT Provisions	The international rules and applicable Luxembourg laws and regulations including the Luxembourg Law of 12 November 2004 on the fight against money laundering and the financing of terrorism, as amended, as well as the CSSF circulars which combined are requisite to the obligations of financial sector professionals for the prevention of the use of undertakings for collective investment for money laundering and financing of terrorism.
Annual Report	Means the last available annual report of the Fund, including its audited accounts.
Article 6	A compartment which complies with Article 6 of SFDR.
Articles of Association	The articles of association of the Fund, as may be amended from time to time, which comprise the terms and conditions on which the Fund exists and operates to which each investor agrees to be bound when subscribing for shares.
Business Day	Any day on which banks in Luxembourg (Grand-Duchy of Luxembourg) are open for business.
Class or Classes	Each class of shares in issue or to be issued in the Fund by the Board, the list and characteristics of which are detailed in Part II of this Prospectus.

CSSF	<i>Commission de Surveillance du Secteur Financier</i> , the Luxembourg supervisory authority.
EUR	All references to “EUR” in this Prospectus are to the euro.
FATF	Financial Action Task Force on Money Laundering.
Fund Documents	Collectively, this Prospectus and the Articles of Association.
Institutional Investor	An investor meeting the requirements to qualify as an institutional investor for the purposes of article 174 of the 2010 Law.
Listing	The Board may resolve to list the shares the Fund on the Luxembourg Stock Exchange, as disclosed in Part II of this Prospectus.
Minimum Subscription	The minimum subscription requirements for shares or class of the Fund are described in Part II of this Prospectus.
Net Asset Value or NAV	The net asset value the Fund, and of each share (pertaining to a class of shares). The Net Asset Value is divided by the number of Shares in a Class in issue or deemed to be in issue. The Net Asset Value per Share is determined at least once per month: please see in Part II of this Prospectus for rules applicable.
Professional Investors	Investors who qualify as professional clients as defined in Annex II, Section I of Directive 2014/65/EU on markets in financial instruments (MiFID II)
Redemption Valuation Day	The valuation day on which shares can be redeemed, please see in Part II of this Prospectus for rules applicable.
Reference Currency	The currency in which is expressed the Fund, or the NAV of a specific Class of shares, as required by the context.

Semi-Annual Report	The last available semi-annual report of the Fund including the Fund’s semi-annual unaudited accounts, all to be considered as an integral part of the Prospectus.
SFDR	Sustainable Finance Disclosure Regulation: the Regulation (EU) 2019/2088 on sustainability-related disclosures in the financial services sector.
Shareholder	A registered holder of shares of the Fund, recorded in the Fund’s register of Shareholders
Shares	Shares issued by the Fund, whatever Class of shares they belong.
Submanager	The manager of a UCI.
Subscription Valuation Day	The valuation day on which shares of a given Class can be subscribed, please see information in Part II of this Prospectus.
Taxonomy Regulation	the Regulation (EU) 2020/852 of the European Parliament and of the Council of 18 June 2020 on the establishment of a framework to facilitate sustainable investment, and amending Regulation (EU) 2019/2088.
UCI	Undertakings for Collective Investments, i.e. the underlying funds.
UCITS	Undertakings for Collective Investments in Transferable Securities within the meaning of the EU Directive 2009/65/EC.



Unauthorised Person	(a) any person in breach of the laws, regulations or requirements of any country or governmental authority, or (b) any person whose situation in the opinion of the Board may result in the Company, its shareholders or any of its delegates, or incurring any liability to taxation, or suffering any sanction, penalty, burden or other disadvantage (whether pecuniary, administrative or operational) or incurring a risk of legal, fiscal or financial consequences that they would not have incurred or suffered otherwise (including but not limited to consequences relating to the Foreign Account Tax Compliance Act or the Common Reporting Standard) or otherwise be detrimental to the interests of the Company (including its shareholders) (c) a United States person as described in the Articles of Association.
USD	All references to “USD” in this Prospectus are to the currency of the United States of America.
US Person	A citizen or resident of the United States of America or of any of its territories or possessions or areas subject to its jurisdiction or persons who are normally resident therein, including the estate of any such person, or a corporation, partnership, trust or any other association created or organised therein.
Valuation Day	See information in Part II of this Prospectus.
Well-Informed Investors	Investors that are not Professional Investors and that fulfill the requirements of their member state to invest into the Fund.

2. EXECUTIVE SUMMARY

2.1. Information on the Fund

MOSAIC is an open-ended investment company with variable share capital (*Société d'Investissement à Capital Variable*) organised as a multi-compartment investment fund in the form of a public limited liability company (*Société Anonyme*), incorporated for an undetermined period in Luxembourg and qualifying under Part

II of the 2010 Law. The Fund also qualifies as an AIF within the meaning of the AIFM Law.

The Fund has been incorporated under the name of Mosaic Fund, Inc under the laws of the Bahamas, and its registered office has been transferred to Luxembourg by a notarial deed dated 30 March 2005, for an unlimited duration. They were last amended by a notarial deed dated 14 December 2018. The Articles have been filed with the Luxembourg trade and companies register (*Registre de Commerce et des Sociétés*) where they are available for inspection and where copies can be made and have been published in the Luxembourg gazette (*Mémorial C, Recueil des Sociétés et Associations*). Copies may also be obtained at the registered office of the Fund.

The share capital of the Fund shall at all times be equal to the net asset value (NAV) of the Fund and is expressed in USD. It is represented by Shares issued with no par value either partly or fully paid-up. Variations in the capital shall be effected ipso jure and there are no provisions requesting publications and entry of such variations in the *Registre de Commerce et des Sociétés*.

The Fund is registered with the register of commerce and companies of Luxembourg under the number B 107 223.

The minimum share capital shall be the equivalent of EUR 1,250,000 (one million two hundred and fifty thousand Euro).

The Fund is an umbrella fund that may consist of different sub-funds, which is not the case for the time being. The Fund shall be comprised of all that has been paid or contributed on the Shares in the Fund, all that has been obtained by the Fund with the said payments and contributions, all resulting benefits and all debts, liabilities and other commitments incurred by the Fund.

The introduction of a sub-fund may be effected pursuant to a decision to that end by the Board setting the terms and conditions of this relevant sub-fund. In this case, this Prospectus will be immediately updated, and each future sub-fund of the Fund may have similar or different investment strategies and other specific features (including, but not limited to, specific investment advisors/managers, if any, specific fee structures, permitted investments, investment restrictions and distribution policies) as the Board shall determine from time to time in respect of each sub-fund. In this case, the assets and liabilities of each sub-fund shall be segregated from the assets and liabilities of the other sub-fund, with creditors having recourse only to the assets of the sub-fund concerned. As between the Shareholders, each sub-fund will be deemed to be a separate entity.

There will be no cross liability between sub-funds (if any) and each sub-fund will be exclusively responsible

for all liabilities attributable to it.

The different Classes of Shares in issue or to be issued in the Fund may differ inter alia in their fee structure, distribution policy, specific hedging policies, minimum subscription amount or dividend policy or any other criteria to be determined by the Board. The proceeds of the issue of Shares will be invested for the exclusive benefit of the Fund in accordance with the investment policy determined by the Board from time to time as set forth under the Fund Specifications in Part II of this Prospectus. All Shares of the same Class in the Fund shall have equal rights as to dividends declared (if any), income, realized and unrealized investment gains, redemption proceeds and liquidation proceeds.

2.2. Management and Administration

Name of the Fund	Mosaic
Registered office	15, avenue J.F. Kennedy L-1855 Luxembourg
Board of Directors of the Fund	<p>Chairman :</p> <p>Mrs Tracey McDermott, Independent Director, Gemini Governance & Advisory Solutions S.à.r.l</p> <p>Directors :</p> <p>Mr Francesco Ilardi, Executive Vice-President, Pictet Alternative Advisors SA, Geneva</p> <p>Mr Justin Egan, Principale, Carne Global Financial Services Limited</p> <p>Mr Nicolas Tschopp, General Counsel, Pictet Asset Management S.A., Geneva</p>
The Fund's Management Company and Alternative Investment Fund Manager	Pictet Asset Management (Europe) S.A. 6B, rue du Fort Niedergruenewald L-2226 Luxembourg
Board of the Management Company	<p>Chairman:</p> <p>Mr Cédric Vermesse, CFO, Pictet Asset Management S.A., Geneva.</p>

	<p>Directors:</p> <p>Mr Francesco Ilardi, Executive Vice-President, Pictet Alternative Advisors SA, Geneva</p> <p>Mr Thomas Nummer, Independent Director JSL Consult S.à.R.L</p> <p>Mr Nicolas Tschopp, General Counsel, Pictet Asset Management S.A., Geneva</p> <p>Mr Niall Quinn, Head of Institutional, Pictet Asset Management Limited, London</p> <p>Mrs Véronique Courlier, Independent Director, Racines Partners SAS, Paris</p>
Conducting officers of the Management Company	<p>Mr Gérard Lorent</p> <p>Mr Benoît Beisbardt</p> <p>Mrs Suzanne Berg</p> <p>Mrs Magali Belon</p> <p>Mrs Edwige Thomas-Ngo Tedga</p> <p>Mr Sorin Sandulescu</p> <p>Mr Christophe Fasbender</p>
Investment Manager	<p>Pictet Alternative Advisors SA</p> <p>60, route des Acacias</p> <p>CH-1211 Geneva 73</p> <p>Switzerland</p>
Depository Bank	<p>Bank Pictet & Cie (Europe) AG, succursale Luxembourg</p> <p>15A, avenue J.F. Kennedy</p> <p>L-1855 Luxembourg</p>
Administrative Agent	<p>FundPartner Solutions (Europe) S.A.</p> <p>15, avenue J.F. Kennedy</p> <p>L-1855 Luxembourg</p>
Independent authorised Auditor	<p>Deloitte Audit S.à.r.l</p> <p>20, Boulevard de Kockelscheuer</p> <p>L-1821 Luxembourg</p>
Legal Adviser	<p>Elvinger, Hoss & Prussen, société anonyme</p> <p>2, Place Winston Churchill</p> <p>L-1340 Luxembourg</p>



THE BOARD OF THE FUND

The Board is responsible for the management, the administration and the investment objectives of the Fund as well as the investment objectives and investment policy of each future Sub-Fund, as the case may be.

The Board is responsible for administering and managing the Fund and running its operations, as well as deciding on and implementing its investment policy.

The Board has decided, under its full responsibility, to be assisted, while managing the Fund's assets by the Management Company subject to Chapter 15 of the 2010 Law, as amended.

THE FUND'S MANAGEMENT COMPANY AND ALTERNATIVE INVESTMENT FUND MANAGER

Pictet Asset Management (Europe) S.A. (the "Management Company" or the "AIFM"), a *société anonyme* ("limited company") has been designated as the management company of the Fund, as defined in Chapter 15 of the 2010 Law and as the Fund's alternative investment fund manager, as defined in the AIFM Law.

Pictet Asset Management (Europe) S.A. (formerly Pictet Funds (Europe) S.A.) was created on 14 June 1995 for an indefinite period, under the name of Pictet Balanced Fund Management (Luxembourg) S.A. as a *société anonyme* ("limited company") governed by the laws of the Grand Duchy of Luxembourg. Its capital, on the date of this Prospectus, is CHF 11,699,000.

The Management Company is responsible for:

- a. The investment management function in respect of the Fund which includes portfolio management and risk management;
- b. The general administration of the Fund, including:
 - legal and fund management accounting services;
 - responses to customer inquiries;
 - valuation and pricing of the assets of the Fund, including tax returns;
 - regulatory compliance monitoring;
 - maintenance of the Shareholders register;
 - distribution of income;
 - issue and redemption of Shares;
 - settlement of contracts, including certificates dispatch; and
 - record keeping;

c. Marketing functions.

As part of the activity, the Management Company is obliged to analyse the money laundering/financial terrorism risks inherent to the investment activity as per the AML/CFT Provisions and establish appropriate due diligence measures adapted to the risks assessed per asset type encompassing:

- a. Applicable due diligence based on the risk based approach;
- b. Controls on assets and parties linked to the transactions (where applicable to the asset type) for the attention of trade, financial and immigration sanctions as well as prevention of proliferation financing

Pre-trade screening is performed prior to the investment and on a regular basis in accordance with Luxembourg laws and regulations.

The due diligence performed on unlisted assets is adjusted to the risk based approach (as noted above) with certain considerations not limited to, but at least the country of the issuer and the presence of a regulated intermediary.

The Management Company has primarily delegated, under its overall supervision and control, the day-to-day management of the Fund to the Investment Manager as defined hereafter. This delegation is made according to the terms of agreements concluded for indefinite periods that may be cancelled by either party at any time with 3 or 6 months' notice depending on the terms in the agreements.

The Management Company and/or the Investment Manager appointed by the Management Company have the possibility to appoint one or more investment advisers or consultants for each Sub-Fund of the Fund, if any, to advise the Management Company and/or the Investment Manager on the investment opportunities for the Fund. It is acknowledged that these services does not constitute a delegation of functions, duties or obligations in the meaning of article 20 of the AIFM Directive, and that the Management Company and/or Investment Manager will not be bound by any advice received from such external advisers or consultants.

The Management Company has further delegated, under its overall supervision and control, the administration of the Fund to the Administrative Agent as defined hereafter. This delegation is made according to the terms of agreements concluded for indefinite periods that may be cancelled by either party at any time with 3 or 6 months' notice depending on the terms in the agreements.

The Management Company will monitor on a continuous basis the activities of the third parties to which it has

delegated functions. The Management Company covers its potential liability risks arising from professional liability by holding the appropriate additional “own funds” within the meaning of the AIFM Rules.

THE INVESTMENT MANAGER

As described above, the Management Company has delegated the portfolio management of the Fund’s assets to Pictet Alternative Advisors SA in Geneva (the “Investment Manager”).

The Investment Manager will exercise the powers and duties delegated by the Management Company, subject to any limitation imposed by the Management Company and the overall policies, directions, supervisions and control of the Board. This delegation is made according to the terms of the contract concluded for an indefinite period.

The Investment Manager shall, in particular, manage on a day to day basis the investments of the Fund and its relevant Sub-Funds, if any, in accordance with their respective investment objective, policies and restrictions.

THE INVESTMENT ADVISERS/ CONSULTANTS

As described above, the Management Company and/or the Investment Manager have the possibility to appoint one or more investment advisers or consultants to advise the Management Company and/or the Investment Manager on the investment opportunities for the Fund.

THE DEPOSITARY BANK

Bank Pictet & Cie (Europe) AG, succursale de Luxembourg, formerly Pictet & Cie (Europe) S.A. has been designated as the Depositary Bank for the Fund pursuant to the Depositary Agreement entered into for an indefinite period.

Bank Pictet & Cie (Europe) AG, succursale de Luxembourg is a branch of the German credit institution Bank Pictet & Cie (Europe) AG, situated at 15A, Avenue J.F. Kennedy, L-1855 Luxembourg, and is registered with the Luxembourg register of commerce and companies under number B277879. It is licensed to carry out depositary functions under the terms of Luxembourg law.

On behalf of and in the interests of the Shareholders, as Bank Pictet & Cie (Europe) AG, succursale de Luxembourg is in charge of (i) the safekeeping of cash and securities comprising the Fund’s assets, (ii) the cash monitoring, (iii) the oversight functions and (iv) such other services as agreed from time to time and reflected in the Depositary Agreement.

Duties of the Depositary Bank

The Depositary Bank is entrusted with the safekeeping of the Fund’s assets. For the financial instruments which can be held in custody, they may be held either directly by the Depositary Bank or, to the extent permitted by applicable laws and regulations, through every

third-party custodian/sub-custodian providing, in principle, the same guarantees as the Depositary Bank itself, i.e. for Luxembourg institutions to be a credit institution within the meaning of the Luxembourg Law of 5 April 1993 on the financial sector as amended or for foreign institutions, to be a financial institution subject to the rules of prudential supervision considered as equivalent to those provided by EU legislation. The Depositary Bank also ensures that the Fund’s cash flows are properly monitored, and in particular that the subscription monies have been received and all cash of the Fund has been booked in the cash account in the name of (i) the Fund, (ii) the Management Company on behalf of the Fund or (iii) the Depositary Bank on behalf of the Fund.

The Depositary Bank must notably:

- perform all operations concerning the day-to-day administration of the Fund’s securities and liquid assets, e.g. pay for securities acquired against delivery, deliver securities sold against collection of their price, collect dividends and coupons and exercise subscription and allocation rights;
- ensure that the value of the Shares is calculated in accordance with Luxembourg laws and the Articles of Association;
- carry out the instructions of the Fund, unless they conflict with Luxembourg laws or the Articles of Association;
- ensure that proceeds are remitted within the usual time limits for transactions relating to the Fund’s assets;
- ensure that Shares are sold, issued, redeemed or cancelled by the Fund or on its behalf in accordance with Luxembourg laws and the Articles of Association;
- ensure that the Fund’s income is allocated in accordance with Luxembourg laws and the Articles of Association.

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

Delegation of functions:

Pursuant to the provisions of the Depositary Agreement, the Depositary Bank may, subject to certain conditions and in order to more efficiently conduct its duties, delegate part or all of its safekeeping duties over the Fund’s assets including but not limited to holding assets in custody or, where assets are of such a nature that they cannot be held in custody, verification of the ownership of those assets as well as record-keeping for those assets, to one or more third-party delegates appointed by the Depositary Bank from time to time. The Depositary Bank shall exercise care and diligence in choosing and appointing the third-party delegates so as to ensure that

each third-party delegate has and maintains the required expertise and competence. The Depositary Bank shall also periodically assess whether the third-party delegates fulfil applicable legal and regulatory requirements and will exercise ongoing supervision over each third-party delegate to ensure that the obligations of the third-party delegates continue to be competently discharged. The fees of any third-party delegate appointed by the Depositary Bank shall be paid by the Fund.

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

In case of a loss of a financial instrument held in custody, the Depositary Bank shall return a financial instrument of an identical type or the corresponding amount to the Fund without undue delay, except if such loss results from an external event beyond the Depositary Bank's reasonable control and the consequences of which would have been unavoidable despite all reasonable efforts to the contrary.

An up-to-date list of the appointed third-party delegates is available upon request at the registered office of the Depositary Bank and is available on the website of the Depositary Bank:

<https://www.group.pictet/asset-services/custody/safe-keeping-delegates-sub-custodians>

Conflicts of interests:

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

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

The Depositary Bank (or any of its delegates) may in the course of its business have conflicts or potential conflicts of interest with those of the Fund and/or other funds for which the Depositary Bank (or any of its delegates) acts.

The Depositary Bank has pre-defined all kind of situations which could potentially lead to a conflict of

interest and has accordingly carried out a screening exercise on all activities provided to the Fund either by the Depositary Bank itself or by its delegates. Such exercise resulted in the identification of potential conflicts of interest that are however adequately managed. The details of potential conflicts of interest listed above are available free of charge from the registered office of the Depositary Bank and on the following website:

<https://www.pictet.com/content/dam/www/documents/legal-and-notes/bank-pictet-cie-europe-ag/BPAG-Lux-conflicts-of-interest-register-EN.pdf.coredownload.pdf>

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

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

The Depositary Bank or the Fund may terminate the Depositary Agreement in accordance with the terms of the Depositary Agreement; provided, however, that any decision by the Fund to end the Depositary's appointment is subject to another custodian bank taking on the duties and responsibilities of the Depositary Bank and provided further that, if the Fund terminates the Depositary's duties, the Depositary Bank will continue to perform its duties until Depositary Bank has been relieved of all the Fund's assets that it held or had arranged to be held on behalf of the Fund. Should the Depositary Bank itself give notice to terminate the Depositary Agreement, the Fund will be required to appoint a new depositary bank to take over the duties and responsibilities of the Depositary Bank, provided, however, that, as of the date when the notice of termination expires and until a new depositary bank is appointed by the Fund, the Depositary Bank will only be required to take any necessary measures to safeguard the best interests of Shareholders.

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

The Depositary Bank is remunerated in accordance with customary practice in the Luxembourg financial market.



Such remuneration is expressed as a percentage of the Fund's net assets. In addition to that, additional transactions fees may be charged to the Fund.

THE ADMINISTRATIVE AGENT

The administration function of the Fund is delegated by the Management Company to FundPartner Solutions (Europe) S.A. (the "Administrative Agent").

FundPartner Solutions (Europe) S.A. has been designated as Transfer Agent, Administrative Agent and Paying Agent, under the terms of agreements concluded for indefinite periods. These agreements may be terminated by either party with not less than 3 months' prior notification.

FundPartner Solutions (Europe) S.A. is a *société anonyme* ("limited company") with registered headquarters located at 15, avenue J.F. Kennedy, L-1855 Luxembourg. It is a management company, as defined in Chapter 15 of the 2010 Law and an AIFM, as defined in the AIFM Law. FundPartner Solutions (Europe) S.A., wholly-owned by the Pictet Group, was incorporated on 17 July 2008 for an indefinite period, as a *société anonyme* ("limited company") governed by Luxembourg Law.

As keeper of the register and transfer agent, the Administrative Agent is primarily responsible for ensuring the issue, conversion and redemption of Shares and maintaining the register of Shareholders of the Fund.

As administrative agent and paying agent, the Administrative Agent is responsible for calculating and publishing the net asset value (NAV) of the Shares pursuant to the 2010 Law and the Articles of Association and for performing administrative and accounting services for the Fund as necessary.

DISTRIBUTION

Shares will be distributed by the Pictet Group (the "Distributor"), or more specifically any legal entity of the Group held directly or indirectly by Banque Pictet & Cie S.A., Geneva, and authorised to perform such functions.

The Distributor may conclude distribution agreements with any professional agent, particularly banks, insurance companies, "internet supermarkets", independent managers, brokers, management companies or any other institution whose primary or secondary activity is the distribution of investment funds and customer service.

THE AUDITOR

The accounting data included in the Annual Report of the Fund shall be examined by an auditor (*réviseur d'entreprises agréé*) appointed by the general meeting of Shareholders and remunerated by the Fund. The auditor (the "Auditor") shall fulfill the duties prescribed by the

2010 Law.

The Fund has appointed Deloitte Audit S.à.r.l. as its *réviseur d'entreprises agréé*.

3. INVESTMENT OBJECTIVES AND POLICY, INVESTMENT RESTRICTIONS

3.1. Investment objectives and policy

3.1.1. Investment objectives of the fund

The Fund seeks to achieve long-term, risk-adjusted capital appreciation mainly by investing its assets in a diversified portfolio of UCIs using non-conventional or alternative asset management strategies. There can be no assurance that the Fund will achieve its objectives. The Fund may also invest in traditional asset classes directly or through the use of UCIs.

3.1.2. Investment policy of the fund

MOSAIC operates as a Fund of Funds, investing primarily its assets in a portfolio of UCIs, which are generically known as Hedge Funds, mainly managed by independent investment managers worldwide having the possibility of using alternative asset management strategies, or in more traditional UCIs, as further described in Annex I of this Prospectus. The Fund may also invest directly in other type of securities such as equities, debt securities and private equity products worldwide.

A. Rationale for Alternative Asset Management

Traditional asset management is based on the theory of market efficiency. Participation in the markets has a direct correlation to the economy at large. The ability to outperform markets, however, is contingent upon assuming additional risk. This is reflected through individual share volatility and general market behaviour which is defined as systemic risk. In contrast, alternative asset management assumes that markets are inherently inefficient over certain periods of time and attempts to capitalise on opportunities produced. The strategies used to do so attempt not to increase the overall risk profile and indeed in most cases strive to reduce it. Their ability to do so is predicated on many of the characteristics which clearly differentiate them from their traditional counterparts.

Traditional asset management focuses on the comparative performance of the long investment portfolio in relation to an appropriate index or benchmark. Portfolio indexation has led to a largely passive investment approach which is measured in relative terms. Alternative asset management is a much more dynamic approach as it seeks to outperform in all market conditions through its combined long and short exposure. These strategies seek to achieve absolute rather than index-related performance.

Alternative asset management strategies are not

constrained to investing in, and maintaining only long positions in, equities and bonds. They have the distinct ability to use both long and short positions within their strategic constructs. Both traditional and alternative investment styles may use derivative instruments for hedging and position-building purposes. Outright and directional positions, however, may also be used to various degrees within alternative portfolios dependent on investment style. Leverage, while generally not being permitted in traditional strategies, may be used to a significant degree in certain alternative investment strategies. However, a hedge fund does not necessarily make use of leverage.

B. Hedge Fund Strategies and Definitions

Hedge fund strategies in the traditional sense seek to reduce systemic or market risk in investment portfolios through offsetting long and short positions. Alternative asset management is simply the expansion of the traditional hedge fund definition through the use of more diverse strategies and methodologies. A wide range of investment disciplines are represented which vary both in nature, risk and performance attributes. In general terms, the alternative asset management strategies include the following:

Equity Hedge: this strategy combines both long and short positions in equity and equity-related securities. Net equity market exposure can either be adjusted opportunistically, as in the case of directional equity long-short strategies, or maintained close to zero, which usually involve being simultaneously long and short matched equity positions, as in the case of Equity Market Neutral strategies. The Submanager can trade on one or more dimensions such as Geography, Industry, Market Capitalisation, Style etc. and use both quantitative and fundamental techniques to arrive at an investment decision.

Event Driven: this strategy seeks to exploit relative mispricings between related securities whose issuers are involved in corporate events such as a merger, acquisitions, divestures and restructuring. Included in this category are distressed investing strategies which consist of buying securities of companies in bankruptcy proceedings and/or in the process of restructuring the debt portion of their balance sheets, with the Submanager typically actively involved in the proceedings. Also included are activist investing strategies where managers typically actively seek to impact a firm's strategic direction or corporate policies through board representation, and Merger Arbitrage which typically consists in Submanagers acquiring the stock of the targeted company while simultaneously selling short the stock of the predator company.

Macro: this strategy includes discretionary thematic macro managers, who use in-depth analyses of macro-economic trends to formulate their investment strategy,

as well as quantitative systematic techniques to arrive at their investment decisions. Typically, Submanagers in this strategy will position across fixed income, currency, commodity and equity markets through either direct investments or futures and other derivative products.

Relative Value: this strategy aims to exploit pricing discrepancies between multiple related financial instruments on the basis of an expectation that these valuation discrepancies will converge back toward the norm through market dynamics. Unlike Event Driven Submanagers, convergence of the pricing discrepancy does not rely on the outcome of a corporate event. Typically, relative value arbitrage strategies exploit relatively small differentials and can be leveraged in order to enhance returns.

The Board intends to invest the assets of Fund in a variety of UCIs pursuing alternative strategies including some or all of the above. The portfolio allocation of the Fund is described in Part II to this Prospectus.

3.2. Responsible Investment

In line with Pictet Asset Management commitment to responsible investment:

- › The Management Company ensures that voting rights are exercised methodically.
- › The Investment Managers may engage with the investment manager of the UCIs in order to positively influence ESG practices.
- › The Fund adopts an exclusion policy relating to direct investment that are deemed incompatible with Pictet Alternative Advisors's approach to responsible investment. No exclusion policy applies with respect to investments in UCIs.
- › Relevant information relating to additional ESG considerations is specified in Part II.

For further information, please refer to https://documents.am.pictet/library/en/other?documentTypes=RI_POLICY&businessLine=PAM

ESG means environmental, social and governance ("ESG") factors. Environmental factors may include but are not limited to air and water pollution, waste generation, greenhouse gas emissions, climate change, biodiversity and ecosystems. Social factors may include but are not limited to human rights, labour standards, data privacy, local communities and public health. Corporate governance factors may include but are not limited to board composition, executive remuneration, shareholders rights, corporate tax and business ethics. For sovereign and quasi-sovereign issuers, governance factors may include but are not limited to governmental stability, corruption prevention and judicial independence.

Due to the uncertainty and/or limitations to influence the receipt of information from the underlying investments (or its investments), the Fund does not currently consider any principal adverse impacts (environmental or social) on sustainability factors of the business activities, products and/or services of the selected underlying investments (or its investments).

3.3. Investment restrictions

The Board has resolved that:

Investment restrictions applicable to underlying UCIs

1. The Fund's investment in an underlying UCI may not represent more than 50% of the underlying UCI's total net assets. For the purpose of the application of this limit, when the underlying UCI is an umbrella fund, the "total net assets" must be considered as the total net assets of the UCI as a whole (sum of the total net assets of all the sub-funds of the underlying UCI).

If the Fund acquires a percentage of a UCI's total net assets in such newly created UCIs exceeding 50%, it will use its best endeavors (as the case may be through a sale of a portion of its holding) to reduce the holding so as to represent not more than 50% within twelve months from the acquisition.

2. The Fund may not invest more than 20% of its net assets in securities issued by a UCI, this limit being applied at the level of each single sub-fund of a UCI, if the principle of segregation of the commitments between sub-funds of such UCI is ensured.

These restrictions referred to in 1) and 2) above are not applicable to acquisitions of units or shares of open-ended underlying UCIs where

- › the said underlying UCIs are subject to risk diversification requirements comparable to those applicable to underlying UCIs which are subject to part II of the 2010 Law, and
- › where the said underlying UCIs are subject in their country of origin to permanent supervision by a supervisory authority established by law to ensure the protection of investors.

This derogation, however, must not result in an excessive concentration of investments by the Fund in a single underlying UCI, it being understood that, for the purpose of this limitation, each sub-fund of an underlying UCI with multiple sub-funds is to be treated as a distinct underlying UCI, on condition that the principle of segregation of commitments of the different sub-funds vis-à-vis third parties be ensured.

The restrictions set in point 1) and 2) shall not apply to

Feeder funds. Feeder funds are UCIs that invest substantially all their assets (except cash), directly or indirectly, in one other collective investment undertaking (Master Fund). In relation to a Master-Feeder structure, the limits referred to in 1. and 2. above do not apply at the level of the Feeder fund but shall apply at the level of the Master fund if investments by the Fund in the Master fund can only be made through one or more Feeder funds. However, the Fund may not acquire shares or units carrying voting rights that would enable it to exercise a significant influence over the management of a Feeder fund.

3. The Fund will mainly invest in UCIs that calculate and publish a net asset value at least on a monthly basis.

Cross sub-funds investments:

Applicable only when the Board will decide to create sub-funds within the Fund. This Prospectus will be updated accordingly in such a case.

4. A given sub-fund of the Fund (defined as an "Investing Sub-Fund") may subscribe, acquire, and/or hold securities issued by one or more sub-funds of the Fund (each designated as a "Target Sub-Fund"), without the Fund being subject to the requirements of the 1915 Law with respect to the subscription, acquisition and/or the holding by a company of its own shares, under the condition however that:

- the Target Sub-Fund does not, in turn, invest in the Investing Sub-Fund; and
- no more than 10% of the net assets that the Target Sub-Funds whose acquisition is contemplated, may be invested, in compliance with their investment policies, in securities of other Target Sub-Funds of the Fund; and
- voting rights, if any, attaching to the relevant securities are suspended for as long as they are held by the Investing Sub-Fund and without prejudice to the appropriate processing in the accounts and the periodic reports; and that
- in any event, for as long as these securities are held by the Fund, their value will not be taken into consideration for the calculation of the net assets of the Fund for the purpose of verifying the minimum threshold of the net assets of the Fund imposed by the 2010 Law.

Investment restrictions applicable to securities other than those issued by underlying UCIs

5. The Fund may not invest more than 20% of its net assets in transferable securities or money market instruments issued by the same issuer.



6. The Fund may not acquire more than 50% of the securities of the same nature issued by the same issuer.
7. The Fund may not invest more than 20% of its net assets in transferable securities which are not listed or not dealt in on another regulated market which operates regularly and is recognized and open to the public.

These restrictions referred to in 5) to 7) are not applicable to securities issued or guaranteed by an OECD member state, by an European Union member state, or by its regional or local institutions, regional or global supranational institutions and bodies, by any other state considered as appropriate by the Board for the application of this derogation.

Other investment restrictions

8. Without prejudice to the application of the provisions set out above, the Fund may not:
 - (i) borrow more than 25% of the Fund's net assets for investment purposes and to bridge liabilities, including to satisfy redemption requests;
 - (ii) grant loans to third parties (including other UCIs);
 - (iii) act as guarantor on behalf of third parties (including other UCIs);
 - (iv) carry out uncovered sales of securities or carry out any other transactions in relation to securities which it does not own, except, as the case may be, as disclosed in Part II of this Prospectus that clearly includes this possibility, and the corresponding limits, provided however that the UCI, in which the Fund shall invest, may carry out such short sales;
 - (v) invest directly in real estate;
 - (vi) invest directly in commodities unless it is clearly indicated in Part II of the Prospectus.

Nonetheless, it is understood that UCIs in which the Fund invests may, where applicable, invest in real estate or commodities. In addition, this restriction shall not prevent the Fund from investing in futures contracts on commodities as specified in its relevant annex.

- (vii) invest directly more than 20% of its net assets in precious metals.

Liquidity:

The Board will make sure that the portfolio of target UCIs presents appropriate liquidity features to enable the Fund to meet its obligation to redeem its shares. However, due to the limited liquidity of some underlying

UCIs, the Fund may not be in a position to meet the redemption requests of Shareholders, as defined below in the chapter "Risk factors".

Financial Derivative Instruments:

For hedging and for any other purposes, the Fund may use all types of financial derivative instruments traded on a regulated market and/or over the counter (OTC) provided they are contracted with leading financial institutions specialized in this type of transactions. In particular, the Fund may take exposure through any financial derivative instruments such as but not limited to warrants, futures, options, swaps (including but not limited to total return swaps, contracts for difference, credit default swaps) and forwards on any underlying in line with its investment policy, including, but not limited to, commodities and precious metals, currencies (including non-delivery forwards), interest rates, transferable securities, basket of transferable securities, indices (including but not limited to commodities, precious metals or volatility indices), undertakings for collective investment.

Structured products

The Fund may also invest in structured products, such as but not limited to notes, certificates or any other transferable securities whose returns are correlated with changes in, among others, an index (including indices on volatility, commodities, precious metals, etc), currencies, exchange rates, transferable securities or a basket of transferable securities, commodities (only with cash settlement), precious metals or an undertaking for collective investment. Those investments may not be used to elude the investment policy of the Fund.

Securities lending, sales with right of repurchase, repurchase and reverse repurchase agreement transactions

For the purpose of efficient portfolio management, the Fund is authorized to use the following techniques and instruments relating to transferable securities and money market instruments, in compliance with the requirements of the CSSF circular 08/356:

- securities lending transactions,
- sales with right of repurchase transactions,
- repurchase and reverse repurchase agreement transactions.

Each type of this transaction may not exceed 100% of the global valuation of the securities portfolio concerned. The collateral received may be reinvested as specified in the CSSF circular 08/356.

The Fund must ensure that the volume of these

transactions is kept at an appropriate level in a manner that enables it, at all times, to meet its redemption obligations and that these transactions do not jeopardize the management of Fund's assets in accordance with its investment policy.

The Fund may not place directly its assets in "managed accounts".

The Board may from time to time impose further investment restrictions as shall be compatible with or in the interest of the Shareholders, in order to comply with the laws and regulations of the countries where the shares of the Fund are distributed.

Part II of this Prospectus may contain further investment restrictions or derogate to the restrictions contained in Part I of the present Prospectus.

The restrictions set forth above shall only be applicable at the time where the relevant investment is made. If the restrictions are exceeded as a result of any events other than the making of investments, the situation shall be remedied taking due account of the interest of the Shareholders.

4. RISK MANAGEMENT AND LIQUIDITY MANAGEMENT

The Management Company employs a risk management process which enables it to identify, measure, manage and monitor at any time the relevant risks of the positions to which the Fund and any of its a Sub-Fund (if any) is or may be exposed and their contribution to the overall risk profile of the Fund and which includes the use of appropriate stress testing procedures.

The Management Company maintains a liquidity management process to monitor the liquidity risk of the Fund and its various Sub-Funds (if any), which includes, among other tools and methods of measurement, the use of stress tests under both normal and exceptional liquidity conditions.

The liquidity management systems and procedures allow the Management Company to apply various tools and arrangements necessary to ensure that the portfolio of the Fund (or of each Sub-Fund, if any) is sufficiently liquid to normally respond appropriately to redemption requests. In normal circumstances, redemption requests will be processed as set out in Chapter "Issue, Redemptions and Transfer of Shares".

Other arrangements may also be used in response to redemption requests, including the temporary suspension or deferral of such redemption requests in certain circumstances or use of similar arrangements which, if activated, will restrict the redemption rights investors benefit from in normal circumstances as set out below under Chapter "Net Asset Valuation".

Further details regarding the risk management process

and liquidity management is available upon request at the registered office of the Management Company.

5. LEVERAGE

For the purpose of calculating the leverage of each Sub-Fund:

- Any reference to the "Commitment Method" is to be understood as referring to the commitment method to be used under the AIFM Law to calculate the leverage used by the Fund is the method which allows to take into account netting arrangements, sums the value of all physical positions, the notionals of all derivative instruments, takes into account any leverage generated through securities lending or borrowing and reverse repurchase agreements, but excludes derivatives that are used within hedging arrangements and derivatives that do not generate any incremental leverage.
- Any reference to the "Gross Method" is to be understood as referring to the gross method to be used under the AIFM Law to calculate the leverage used by the Fund is the method which does not take into account netting and hedging arrangements, sums the value of all physical positions, the notionals of all derivative instruments, takes into account any leverage generated through securities lending or borrowing and reverse repurchase agreements, but excludes cash & cash equivalents held in the base currency of the Fund or of each Sub-Fund of the Fund, if any.

6. RISK FACTORS

A. Considerations on risk related to investments in other UCIs

1. General risks

Prospective investors should be aware that an investment in the Fund involves a high degree of risk, including the risk of loss of the entire amount invested. Sub-managers may invest in and actively trade instruments with significant risk characteristics, including risks arising from the volatility of securities, financial futures, derivatives, currency and interest rate markets, the leverage factors associated with trading in such markets and instruments, and the potential exposure to loss resulting from counterparty defaults. There can be no assurance that the Fund's investment program will be successful or that the investment objective of the Fund will be achieved. Shares in the Fund may fluctuate in price and value, and the value of the shares may decline below the amount originally invested.

Despite a strict Due Diligence procedure used to select and monitor the individual funds in which the assets of

the Fund are invested, there can be no assurance that the past performance information will be indicative of how such investments will perform (either in terms of profitability or correlation) in the future. Upon a redemption of shares or the liquidation of the Fund, investors may receive less than the amount invested.

The Fund intends to invest in UCIs which pursue a speculative investment policy. These UCIs will generally fall in the category commonly known as “hedge funds” or “alternative investments”. Some investments may also be made in UCIs which trade in commodities futures and options, currencies and currency contracts or financial instruments. Thus, such UCI use specific investment and trading techniques such as investments in options, use of futures or short sales of securities. The Fund will seek to achieve risk diversification by selecting UCIs managed by different Submanagers with different investment styles or investing in different areas.

2. Lack of Regulatory Supervision

The Fund is permitted to invest in UCIs established in jurisdictions where no or less supervision is exercised on such UCIs by regulators. Although the Fund will ensure that in any such event other safeguards are provided for the protection of the interest of the shareholders of such UCIs, such protection may be less efficient than if a supervision by a regulator was exercised. Further the efficiency of any supervision or of other safeguards may be affected by a lack of precision of investment and risk diversification guidelines applicable to, and the flexibility of the investment policies pursued by, such UCIs. However, in order to minimise these risks, a Due Diligence procedure has been put in place setting out various criteria for the selection of UCIs (see below “Due Diligence Process”).

3. Lack of publicly available information regarding UCIS

The securities in which the UCIs invest may be offered on a private placement basis, and unlike more regulated mutual funds registered for distribution to the public, are subject to limited monitoring, disclosure and reporting requirements. Accordingly, only a relatively small amount of publicly available information about UCIs, their holdings and performance, may be available.

4. Illiquidity of the UCIS

Although the Investment Manager will seek to select UCIs which offer the opportunity to have their shares or units redeemed within a reasonable time frame, there is no assurance that the liquidity of the investments of such UCIs will always be sufficient to meet redemption requests as and when made. Any lack of liquidity may affect the liquidity of the Shares of the Fund and the value of its investments.

For such reasons the treatment of redemption requests may be postponed in exceptional circumstances including if a lack of liquidity may result in difficulties to determine the Net Asset Value of the Shares of the Fund

and consequently a suspension of issues and redemptions.

5. Incentive fee

Due to the specialist nature of the UCIs in which the Fund invests, many, if not most of such UCIs, may pay performance fees. Under these arrangements the Submanagers will benefit from the appreciation, including any unrealised appreciation, if the value of the assets under their management increases, but they may not similarly be penalised for realised losses or decreases in the value of such assets. Further, because several, if not all Submanagers may be paid in performance fees, it is possible that in a given year such fees will be paid whereas the total net asset value per share of the Fund decreases.

6. Fee structure

The Fund incurs the costs of its management and the fees paid to the Investment Manager and the Depositary and other service providers as well as a pro-rata portion of the fees paid by the UCIs in which the Fund invests to their Submanager or other service providers. As a result the operating expenses of the Fund may constitute a higher percentage of the net asset value than could be found in other investment schemes. Further, some of the strategies employed at the level of the UCIs require frequent changes in trading positions and a consequent portfolio turnover. This may involve brokerage commission expenses to exceed significantly those of other investment schemes of comparable size.

Potential investors should be aware that the fees payable to the Investment Advisers and the Investment Manager are in addition to the fees paid by the investee UCIs to the Submanager and that there may be a duplication of fees. There may also be a duplication of subscription and/or redemption fees.

Moreover, if the UCIs in which the Fund has invested in turn invest in UCIs, a further doubling of costs and expenses may have to be borne by the shareholders of the said Sub-Funds.

The fees applicable to the Fund and/or its Classes are set out in Part II of the present Prospectus.

7. Leverage

Certain UCIs in which the Fund invests, operate with substantial degree of leverage and are not limited in the extent to which they either may borrow or engage in margin transactions. The positions maintained by such UCIs may in aggregate value be in excess of the net asset value of the Fund. This leverage presents the potential for a higher rate of total return but also increases the volatility of the Fund, including the risk of a total loss of the amount invested.

8. Short sales

The UCIs in which the Fund invests may engage in short selling of securities which may expose the portion of the UCI's assets committed to such activities to unlimited risk due to the lack of an upper limit on the price to which a security may rise. However, to the extent that the Fund participates in short selling activities through a UCI, the Fund's losses will be limited to the amount invested in the particular UCI.

9. Absence of depositary banks and auditors

Some of the UCIs to which the assets of the Fund are allocated have a broker as a depositary instead of a bank. In certain cases these brokers may not have the same capacities, size and credit rating as a bank. In addition, contrary to depositary banks in regulated environments, these brokers will perform only safekeeping functions with no statutory supervisory obligations. In addition, the jurisdiction of some of the UCIs may not require the auditing of UCIs' accounts.

10. Conflicts of interests

Conflicts of interests may arise between the Fund and the persons or entities involved as advisers in the management of the Fund and/or the Submanagers of the UCIs in which the Fund invests. The Submanagers normally manage assets of other clients that make investments similar to those made on behalf of the undertakings in which the Fund invests. Such clients could thus compete for the same trades or investments and whilst available investments or opportunities for each client are generally allocated in a manner believed to be equitable to each, some of those allocation procedures may adversely affect the price paid or received for investments or the size of positions obtained or disposed.

Conflicts may also arise as a result of the other services provided by Pictet Alternative Advisors SA, Geneva or any other entity of the Pictet Group which may provide investment management, advisory, custody or other services to some of the UCIs in which the Fund invests. Similarly the Directors of the Fund may also be Directors of UCIs in which the Fund may invest and the interests of such UCI and of the Fund could result into conflicts.

Generally, there may be conflicts of interests between the best interests of the Fund and an interest of the Investment Manager and its affiliates to generate fees, commissions and other revenues. In the event that such a conflict of interests arises, the Directors of the Fund will endeavour to ensure that it is resolved in the best interests of the Fund.

In addition, the Directors of the Fund will endeavour that all agreements and transactions entered into by the Fund will be negotiated at arm's length.

Furthermore, some Submanagers have an equity stake in their own fund. Conflicts of interest can therefore not be ruled out at the level of the UCIs.

11. Nature of the investments of the fund

Although the Investment Manager seeks to monitor investments and trading activities of the UCIs to which the Fund has allocated assets, investment decisions are normally made independently at the level of such UCI and it is possible that some Submanagers will take positions in the same security or in issues of the same industry or country or in the same currency or commodity at the same time. Consequently, the possibility also exists that one UCI purchases an instrument at about the same time as another UCI decides to sell it. There is no guarantee that the selection of the Submanagers will actually result in a diversification of investment styles and that the positions taken by the underlying UCIs will always be consistent.

The assets of the Fund may also be allocated to UCIs whose primary investment strategies include speculative trading of commodities futures and/or financial futures contracts and currencies. Commodity and currency futures prices can be highly volatile because of the low margin requirements in futures trading. An extremely high degree of leverage is typical for futures trading accounts. As a result, a relatively small price movement in a futures contract may result in substantial losses or gains to the investor. Similarly some of the UCIs may have the majority of their assets invested in options and other geared instruments, where a relatively small price movement in the underlying security or commodity may result in substantial losses or profits.

There are only very limited constraints on the investment strategies and techniques that can be employed by the Submanagers. Furthermore, each UCI in which the Fund invests has its own investment policy as set forth in its own prospectus.

As a result of its diversified investments, the Fund may incur other risks, including currency exchange risks in respect of assets held in other currencies, tax risks in respect of assets invested in other jurisdictions, political risks relating to political, social and economic factors which may affect the assets of the UCIs in which the Fund invests, which are held in countries which may be subject to economic difficulties, political or social unrest. The foregoing list of risk factors does not purport to be a complete explanation of the risks involved. Prospective investors should read the entire Prospectus and fully evaluate all other information that they deem to be necessary for determining to invest in the Fund. Prospective investors should ensure that they fully understand the content of this Prospectus.

Accordingly, investment in the shares of the Fund is only appropriate for investors who are willing to accept the risks and rewards stemming from such an approach.

B. General Market related Risk



1. General economic conditions

The success of any investment activity is affected by general economic conditions, which may affect the level and volatility of interest rates and the liquidity of the markets for both equities and interest-rate-sensitive securities. Certain market conditions, including unexpected volatility or illiquidity in the market in which the Fund directly or indirectly holds positions, could impair the Fund's ability to achieve its objectives and/or cause it to incur losses.

2. Market risks

The success of a significant portion of the Fund's investment program will depend, to a great extent, upon correctly assessing the future course of the price movements of stocks, bonds, financial instruments and foreign currencies. There can be no assurance that an Investment Manager will be able to predict accurately these price movements.

3. Sustainability risks

The risk arising from any environmental, social or governance events or conditions that, were they to occur, could cause a material negative impact on the value of the investment.

The set of sustainability risks below are relevant to all investment strategies pursued, as the Fund integrate sustainability risks. When selecting and monitoring investments, these sustainability risks are systematically considered along with all other risks deemed relevant for the Fund, taking into account its investment policy / strategy.

Specific sustainability risks will vary for each asset class, and include but are not limited to the following:

Transition Risk

The risk posed by the exposure to issuers that may potentially be negatively affected by the transition to a low carbon economy due to their involvement in exploration, production, processing, trading and sale of fossil fuels, or their dependency upon carbon intensive materials, processes, products and services. Transition risk may result from several factors, including rising costs and/or limitation of greenhouse gas emissions, energy-efficiency requirements, reduction in fossil fuel demand or shift to alternative energy sources, due to policy, regulatory, technological and market demand changes. Transition risks may negatively affect the value of investments by impairing assets or revenues, or by increasing liabilities, capital expenditures, operating and financing costs.

Physical Risk

The risk posed by the exposure to issuers that may potentially be negatively affected by the physical impacts of climate change. Physical risk includes acute risks arising from extreme weather events such as storms, floods,

droughts, fires or heatwaves, and chronic risks arising from gradual changes in the climate, such as changing rainfall patterns, rising sea levels, ocean acidification, and biodiversity loss. Physical risks may negatively affect the value of investments by impairing assets, productivity or revenues, or by increasing liabilities, capital expenditures, operating and financing costs.

Environmental Risk

The risk posed by the exposure to issuers that may potentially be causing or affected by environmental degradation and/or depletion of natural resources. Environmental risk may result from air pollution, water pollution, waste generation, depletion of freshwater and marine resources, loss of biodiversity or damages to ecosystems. Environmental risks may negatively affect the value of investments by impairing assets, productivity or revenues, or by increasing liabilities, capital expenditures, operating and financing costs.

Social Risk

The risk posed by the exposure to issuers that may potentially be negatively affected by social factors such as poor labour standards, human rights violations, damages to public health, data privacy breaches, or increased inequalities. Social risks may negatively affect the value of investments by impairing assets, productivity or revenues, or by increasing liabilities, capital expenditures, operating and financing costs.

Governance Risk

The risk posed by the exposure to issuers that may potentially be negatively affected by weak governance structures. For companies, governance risk may result from malfunctioning boards, inadequate remuneration structures, abuses of minority shareholders or bondholders' rights, deficient controls, aggressive tax planning and accounting practices, or lack of business ethics. For countries, governance risk may include governmental instability, bribery and corruption, privacy breaches and lack of judicial independence. Governance risk may negatively affect the value of investments due to poor strategic decisions, conflicts of interest, reputational damages, increased liabilities or loss of investor confidence.

4. Investing in fixed income securities

Even though interest-bearing securities are investments which promise a defined stream of income, the prices of such securities generally are inversely correlated to changes in interest rates and, therefore, are subject to the risk of market price fluctuations. The values of fixed-income securities also may be affected by changes in the credit rating, liquidity or financial condition of the issuer. Certain securities that may be purchased by the Fund may be subject to such risk with respect to the issuing entity and to greater market fluctuations than certain lower yielding, higher rated fixed-income securities. The volume of transactions effected in certain international bond markets may be appreciably below that of

the world's largest markets, such as the United States. Accordingly, the Fund's investments in such markets may be less liquid and their prices may be more volatile than comparable investments in securities traded in markets with larger trading volumes. Moreover, the settlement periods in certain markets may be longer than in others which may affect portfolio liquidity.

5. Investments in foreign and emerging markets

Investments in certain foreign securities may be subject to greater risks than investments in securities of issuers from member-States of the OECD due to a variety of factors including currency controls and currency exchange rates fluctuations, changes in governmental administration or economic or monetary policy or changed circumstances in dealings between nations. Dividends paid by foreign issuers may be subject to withholding and other foreign taxes that may decrease the net return on these investments. There may be less publicly available information about foreign issuers in certain countries and such issuers may not be subject to uniform accounting, auditing and financial reporting standards and requirements comparable to those of the Fund or most OECD issuers. In certain countries, securities of local issuers are less liquid and more volatile than securities of comparable issuers of more mature economies, and foreign brokerage commissions are generally higher than in more developed markets. Foreign securities markets may also be less liquid, more volatile and subject to lower levels of government supervision than those in the OECD. Investment in foreign countries could be affected by other factors not present in more developed countries, including expropriation, confiscatory taxation and potential difficulties in enforcing contractual obligations. These markets may be volatile and illiquid and the investments of the Fund in such markets may be considered speculative and subject to significant custody and clearance risks and delays in settlement. Investors should consult a professional adviser as to the suitability for them of an investment in the Fund if investing in foreign and emerging markets. Subscriptions to shares of the Fund investing in such markets should be considered only by investors who are aware of, and able to bear, the risks related thereto and such investments should be made on a medium- to long-term basis.

6. Investing in private equity products

The private equity market is not a defined or organised market. Such market is unregulated and does, in principle, not have any public listing of transaction prices. There are no recognised intermediaries and buyers and sellers meet and conclude transactions usually by private negotiation or auction. There can therefore be no assurance that the Investment Manager will be able to secure investments, nor that these markets will continue to exist or operate in their present form.

7. Foreign currency exchange transactions

The Fund may buy and sell securities and receive interest and dividends in currencies other than the currency in which the Fund's shares are denominated and such Fund may enter from time to time into currency exchange transactions on a spot (i.e. cash) basis, or enter into currency exchange forward contracts or currency swap agreements. Neither spot transactions nor swap or forward currency exchange contracts eliminate fluctuations in the prices of the Fund's portfolio securities or in foreign exchange rates, or prevent loss if the prices of these securities should decline. The Fund may enter into currency exchange transactions in an attempt to protect against changes in a country's currency exchange rates between the trade and settlement dates of specific securities transactions or anticipated securities transactions. The Fund may also enter into forward contracts to hedge against a change in currency exchange rates that would cause a decline in the value of existing investments denominated or principally traded in a currency other than the reference currency of the Fund. To that effect, the Fund would enter into a forward contract to sell the currency in which the investment is denominated or principally traded in exchange for the reference currency of the Fund. Although these transactions are intended to minimise the risk of loss due to a decline in the value of the hedged currency, at the same time they limit any potential gain that might be realised should the value of the hedged currency increase. The precise matching of the forward contract amounts and the value of the portfolio securities involved will not generally be possible because the future value of such securities will change as a consequence of market movements in the value of such securities between the date on which the forward contract is entered into and the date on which it matures. Therefore, no assurance may be given that any such currency hedging techniques will be successful. The Fund may also enter into such foreign currency exchange transactions for investment purposes.

8. Risks in transactions in currencies and options and futures on currencies

a. Leverage

The currency market affords investors a substantial degree of leverage. This leverage presents the potential for significant profits, but also entails a high degree of risk, including the risk that losses in excess of the amount invested will be sustained. The Fund may maintain currency positions with an aggregate value in excess of the Fund's Net Asset Value.

In times of significant volatility in the foreign exchange markets, margin requirements (if any) for exchange-traded futures or option contracts (to the extent that such contracts would be authorised investments) may be increased substantially. Any such increase would reduce the degree of leverage and, therefore, the potential profitability to the Fund of the underlying positions. The Fund's leverage may also be reduced if any counterparty requires that the Fund to collateralize its



contingent liabilities arising from OTC derivative contracts.

b. Volatility

In general, foreign exchange rates can be extremely volatile and difficult to predict. Foreign exchange rates may be influenced by, among other factors: changing supply and demand for a particular currency; trade, fiscal and monetary policies of governments (including exchange control programs, restrictions on local exchanges or markets and limitations on foreign investment in a country or on investment by residents of a country in other countries); political events; changes in balances of payments and trade; domestic and foreign rates of inflation; domestic and foreign rates of interest; international trade restrictions; and currency devaluations and revaluations. In addition, governments from time to time intervene, directly and by regulation, in the currency markets to influence prices directly (see "Risks of Government Intervention"). Variance in the degree of volatility of the market from the Investment Manager's expectations may produce significant losses to the Fund, particularly in the case of transactions entered into pursuant to non-directional strategies.

9. Particular Risks of OTC Forward, Spot and Option Contracts

a. Absence of regulation; counterparty default

In general, there is less governmental regulation and supervision of transactions in the OTC markets (in which currencies, forward, spot and option contracts, credit default swaps, total return swaps and certain options on currencies are generally traded) than of transactions entered into on organised exchanges. In addition, many of the protections afforded to participants on some organised exchanges, such as the performance guarantee of an exchange clearinghouse, may not be available in connection with OTC transactions. Therefore, the Fund entering into OTC transactions will be subject to the risk that its direct counterparty will not perform its obligations under the transactions and that the Fund will sustain losses. The Fund will only enter into transactions with counterparties which it believes to be creditworthy, and may reduce the exposure incurred in connection with such transactions through the receipt of letters of credit or collateral from certain counterparties. Regardless of the measures the Fund may seek to implement to reduce counterparty credit risk, however, there can be no assurance that a counterparty will not default or that the Fund will not sustain losses as a result.

b. Liquidity; requirement to perform

From time to time, the counterparties with which the Fund effects transactions might cease making markets or quoting prices in certain of the instruments. In such

instances, the Fund might be unable to enter into a desired transaction in currencies, credit default swaps or total return swaps or to enter into an offsetting transaction with respect to an open position, which might adversely affect its performance. Further, in contrast to exchange-traded instruments, forward, spot and option contracts on currencies do not provide the Investment Manager with the possibility to offset the Fund's obligations through an equal and opposite transaction. For this reason, in entering into forward, spot or options contracts, the Fund may be required, and must be able, to perform its obligations under the contracts.

c. Necessity for counterparty trading relationships

As noted above, participants in the OTC currency market typically enter into transactions only with those counterparties which they believe to be sufficiently creditworthy, unless the counterparty provides margin, collateral, letters of credit or other credit enhancements. The Fund may, but does not currently intend to, enter into transactions on the basis of credit facilities established on behalf of any company within Pictet & Cie. While the Fund and the Investment Manager believe that the Fund will be able to establish multiple counterparty business relationships to permit the Fund to effect transactions in the OTC currency market and other counterparty markets (including credit default swaps, total return swaps and other swaps market as applicable), there can be no assurance that it will be able to do so. An inability to establish or maintain such relationships would potentially increase the Fund's counterparty credit risk, limit its operations and could require the Fund to cease investment operations or conduct a substantial portion of such operations in the futures markets. Moreover, the counterparties with which the Fund expects to establish such relationships will not be obligated to maintain the credit lines extended to the Fund, and such counterparties could decide to reduce or terminate such credit lines at their discretion.

10. Lack of Liquidity in Markets

Despite the heavy volume of trading in securities and other financial instruments, the markets for some securities and instruments have limited liquidity and depth. This limited liquidity and lack of depth could be a disadvantage to the Fund, both in the realisation of the prices which are quoted and in the execution of orders at desired prices.

11. Suspensions of Trading

Each securities exchange or commodities contract market typically has the right to suspend or limit trading in all securities or commodities which it lists. Such a suspension would render it impossible for the Fund, to liquidate positions and, accordingly, expose the Fund to losses and delays in its ability to redeem shares.

12. Risk of Trading in Futures

Futures prices can be highly volatile. Because of the low margin deposits normally required in futures and options trading, an extremely high degree of leverage is typical of a futures trading account. As a result, a relatively small price movement in a futures contract may result in substantial losses to the investor. Like other leveraged investments, a futures transaction may result in losses in excess of the amount invested.

13. Future Returns

No assurance can be given that the strategies employed by the Investment Manager in the past to achieve attractive returns will continue to be successful or that the return on the Fund's investments will be similar to that achieved by the Investment Manager in the past.

The foregoing risk factors do not purport to be a complete explanation of the risks involved in investing in the shares. Prospective investors should read this entire information Prospectus and consult with their legal, tax and financial advisors before making any decision to invest in the Fund.

14. Initial Public Offerings

The Fund may invest in initial public offerings. Such securities have no trading history, and information about such companies may only be available for limited periods. The prices of securities involved in initial public offerings may be subject to greater price volatility than more established securities.

7. DUE DILIGENCE PROCESS

The due diligence process can be divided into two separate and distinct categories: qualitative and quantitative analysis.

A. Qualitative Analysis

This process allows for the development of what may be considered a Submanager profile. It is a result of thorough assessment of the academic and professional history of the Submanager, principals and other key members of the UCI. In particular, past investment success is scrutinised to determine the likelihood of future achievement. The primary elements considered are the overall strategy, consistency in application, flexibility or constraints based on market sector, liquidity and diversification of the portfolio.

Organisational issues such as management style, independent process, operational integrity and methodological robustness are all vital factors in the determination of structural or non-investment risk. The organisation of the UCI itself is also a reflection of the structural strengths and efficiencies. Roles and relationships of each intervening institution i.e., administrator, auditor, depositary, legal advisors are therefore critical and must

be evaluated individually.

Qualitative analysis by definition entails a great deal of personal contacts and relationship-building. Any potential conflict of interest is mitigated through intimate knowledge of management styles, techniques and personalities. Experience and relationships also allow for the establishment of a check and balance system among peers by way of a professional network.

B. Quantitative Analysis

This process involves, when data are available, the comparative measurement of Submanagers to their own track records, those of their peers, and the overall results of the markets they deal in. Many statistical factors are taken into consideration to determine the risk-reward profiles of investment strategies, the correlation between Submanagers and markets, as well as style analysis across sectors. Technical factors including use of leverage or derivatives also contribute to the general appreciation of a particular investment style.

Quantitative analysis is a process which attempts to take historical data and project probabilities of future results. This process while having inherent limitations provides valuable insight in the composition of a multi-product portfolio. The ability to identify trends or other characteristics in relation to market movements is an important factor in building a portfolio which reduces risk and increases returns over time.

The combination of both quantitative and qualitative analysis is critical to the successful implementation of any multi-manager product.

8. ISSUE, REDEMPTION, CONVERSION AND TRANSFER OF SHARES

Specific matters relating to the offering of Shares of the Fund are referred to in Part II of this Prospectus.

Subscription, redemption and conversion orders in each Class of Shares of the Fund shall be sent directly to the Administrative Agent in Luxembourg in its function of registrar and transfer agent by facsimile transmission or other means approved by the Administrative Agent.

Subscriptions, redemptions and conversions orders will be executed in accordance with the provisions of the Articles and the provisions laid down hereinafter and in Part II of this Prospectus related to Fund's specifications.

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



8.1. The shares

Shares of the Fund are issued at the discretion of the Board on each Subscription Valuation Day, according to the procedure described hereafter and as specified in Part II of the Prospectus.

Shares in the Fund issued in registered form. Registered Shareholders will receive a confirmation of their shareholding and no certificate will be issued.

Fractions of shares may be issued up to five decimal places. Fractions of Shares do not have voting rights.

The Shares of the Fund will be entitled to participate equally as to profits, dividends, if any, and any liquidation proceeds (taking into account, as the case may be, the respective net asset value of the Shares in the case of issue of several Classes of Shares within the Fund). The Shares have no mention of value and bear no preference right or right of pre-emption.

The Management Company may decide, in the interest of Shareholders, that some or all of the assets belonging to the Fund will be invested indirectly, through a company wholly controlled by the Fund which conducts the management activities exclusively for the benefit of the Fund. For the purposes of this Prospectus, references to “investments” and “assets” respectively mean either investments made and assets held directly or investments made and assets held indirectly by the agent of the aforementioned companies.

In the event that a subsidiary company is used, this will be specified in the Part II of this Prospectus.

SHARE CLASSES

Within the Fund, the Board may decide to create two or more Classes whose assets will generally be invested in accordance with its investment policy. However, the Classes may differ in terms of their specific subscription and/or redemption fee structures, specific exchange rate hedging policies, specific distribution policies, currencies into which Shares are denominated and/or specific management or advisory fees, or other specific features applicable to each Class. When necessary, this information is specified in Part II to the present Prospectus.

Shares can be divided into capitalisation Shares and distribution Shares. Distribution Shares will be entitled to a dividend; subject to the decision of the Shareholder’s meeting, whereas the corresponding amount for capitalisation Shares will be invested in the Class in question rather than distributed.

The Fund may impose a minimum initial subscription requirement for each registered Shareholder in the different Classes as set out in Part II of this Prospectus. This amount shall be determined by reference to the Subscription Price paid in respect of the Shares held.

The Board will have the possibility, within the limit of the 2010 Law, to waive the minimum initial subscription requirement at its discretion.

Shares of the Fund may be divided into “I”, “J”, “P”, “R”, “Z” and “S” Shares.

“I” Shares shall be issued to (i) certain distributors or platforms that are approved by the Management Company or the Distributor and have separate fee arrangements with their clients; (ii) institutional investors investing for their own account; (iii) other investors at the Management Company’s discretion, who wish to invest a minimum initial amount. This amount is specified in Part II of the Prospectus, and is calculated for the Class concerned and its corresponding Classes (hedged, issued in another currency or distributive...). Subscriptions in a Class other than these I Classes will not, in principle, be taken into account in calculating the initial minimum subscription amount. The Board or the Management Company nevertheless reserve the right to accept subscriptions for an amount below the initial amount required, at their discretion.

“J” Shares shall be issued at the discretion of the Board to Institutional Investors who wish to invest a minimum initial amount. This amount is specified in Part II of the Prospectus and is calculated for the Class concerned and its corresponding classes (hedged, issued in another currency or distributive...). Subscriptions in a Class other than these J Classes will not, in principle, be taken into account in calculating the initial minimum subscription amount. The Board /the Management Company nevertheless reserves the right to accept subscriptions for an amount that is less than the initial amount required, at their discretion.

“P” and “R” Shares shall be issued, at the discretion of the Board, to investors who wish to invest a minimum initial amount. This amount is specified in Part II of the present Prospectus, and is calculated for the Class concerned and its corresponding Classes (hedged, issued in another currency or distributive...). Subscriptions in a Class other than these P and R Classes will not, in principle, be taken into account in calculating the initial minimum subscription amount. The Board /the Management Company nevertheless reserves the right to accept subscriptions for an amount below the initial amount required, at their discretion.

Because of their widespread features, either or both respond to different commercial practices in force on the date of this Prospectus in the countries in which the Fund is marketed, their flexibility enabling them to be adapted where necessary to changes in the targeted markets. It should be noted that, in some countries, part of the management fee may be passed on to the intermediaries involved in marketing the Shares of the Fund.

“Z” Shares shall be issued at the discretion of the Board



to Institutional Investors who wish to invest a minimum initial amount and who have concluded a specific remuneration agreement with any entity of the Pictet Group. This minimum amount is specified in Part II of the Prospectus, and is calculated for the Class concerned and its corresponding classes (hedged, issued in another currency or distributive...). Subscriptions in a Class other than these Z Classes will not, in principle, be taken into account in calculating the initial minimum subscription amount. The Board /the Management Company nevertheless reserves the right to accept subscriptions for an amount below the initial amount required, at their discretion.

“S” Shares (“Staff”) shall be issued to employees of the Investment Manager or to any employee of another entity of the Pictet Group supporting either the Investment Manager or the Fund in the investment process.

Shares issued in currencies other than the Fund’s reference currency may be created. These Shares may be hedged (as defined below) or not hedged.

HEDGED SHARES:

Hedged Shares “H” seek to hedge most of the exchange-rate risk of these Shares against a given currency. These H Shares are subject to the same front- and back-end loads as the corresponding Shares described above.

The minimum initial investment for H Shares issued in a currency other than the Fund’s reference currency is the minimum initial investment amount applicable to the concerned Shares converted on the Calculation Date into the applicable currency for the Class.

The attention of investors is drawn to the fact that, depending on whether foreign exchange hedging instruments are used in respect of each Class, a Shareholder may be exposed to the risk that the Net Asset Value of one Class denominated in a given valuation currency may fluctuate in a way that compares unfavourably to that of another Class denominated in another valuation currency. It should nevertheless be noted that all expenses associated with the financial instruments, if any, used for the purpose of hedging foreign exchange risks related to the Class concerned will be allocated to that Class.

Part II of the Prospectus indicates which Classes are available and what are the characteristics of the Classes concerned.

8.2. Issue of Shares

INITIAL OFFER

The initial offer period for each newly created Class or Sub-Fund, if any, will be specified in Part II of the Prospectus (the “Initial Offer Period”).

During any Initial Offer Period, the issue price per Share of each Class is the price specified in Part II of this Prospectus, plus any applicable subscription charge.

GENERAL

The Fund may, at the discretion of the Board, issue at any time Shares of no par value within the Fund.

The issue of Shares shall be prohibited during the period where the Fund does not have a depositary and/or where the Depositary Bank is put into liquidation or declared bankrupt or seeks an arrangement with creditors, a suspension of payment or a controlled management or is the subject of similar proceedings.

Investors’ wishing to subscribe for Shares must receive the former approval of the Board, or of any person or entity designated by it.

Investors choose the Class of Shares to which they wish to subscribe, bearing in mind that, unless otherwise restricted in Part II of this Prospectus, any investor meeting the access conditions of a particular Class of Shares may request conversion of his or her Shares to shares of the Class.

Conditions for the conversion of Shares are more fully described in the section “Conversion”.

Unless otherwise disclosed in Part II of this Prospectus, subscription orders must be expressed in monetary value and not in number of Shares.

The Fund may impose a minimum initial subscription requirement for each registered Shareholder in the different Classes within the Fund as set out in Part II to the Prospectus. This amount shall be determined by reference to the Subscription Price paid in respect of the Shares held.

The Board may or the Management Company, as the case may be, at its discretion, may waive any prior notice or any minimum subscription amounts specified in Part II for subscription requests.

The Fund reserves the right to reject in whole or in part any subscription application. In addition, the Board reserves the right to suspend the issue and sale of Shares at any time and without notice.

No Shares of any Class will be issued by the Fund during any period when the calculation of the Net Asset Value per Share of such Class is suspended (see below).

Institutional Investors which subscribe in their own name but on behalf of a third party must certify to the



Fund's Administrative Agent that the subscription was undertaken on behalf of an investor. The Fund and/or the Administrative Agent may, at their discretion and at any time, request any supporting documentation necessary to prove that the final beneficiary of the Shares concerned can be considered as an Institutional Investor.

For applications for Shares of any Class of the Fund, see the specific terms and conditions in the Part II of the Prospectus applicable to each of them.

ISSUE PRICE

The issue price of new Shares shall correspond to the prevailing Net Asset Value of the Shares of the relevant Class (the "Subscription Price"). All subscriptions will be handled on the basis of an unknown Net Asset Value.

A Subscription Charge not exceeding a certain percentage of the relevant Subscription Price may be added to compensate financial intermediaries and other persons (excluding the Management Company) who assist in the placement of Shares, as it may be further detailed in Part II of this Prospectus.

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

The Board of Directors will be authorised to apply corrections to the Net Asset Value as described in the section "Swing pricing".

In the event that a Class, closed for subscriptions because all the Shares issued in that Class have been redeemed, is reopened for subscriptions or in the event that no Shares of a Class are subscribed to during the Initial Offer Period, as set out in Part II of the Prospectus for the Class concerned, the initial price per Share of the Class concerned will, at the time of the launch of the Class, be fixed by a decision of the Board of Directors, or following the rules disclosed in Part II of the Prospectus.

SUBSCRIPTIONS IN KIND

The Board may from time to time accept subscriptions for Shares, according to the provisions of the 1915 Law, against contribution in kind of securities or other assets which could be acquired by the Fund pursuant to its investment policy and restrictions. Any such contribution in kind will be made at the Net Asset Value of the assets contributed calculated in accordance with the rules set out in section "Net Asset Value" below. Any costs incurred in connection with a contribution in kind shall be borne by the relevant Shareholder, unless the Board considers that the subscription in kind is in the interest of the Fund in which case such costs may be borne in all or in part by the Fund.

RESTRICTIONS APPLICABLE TO THE ACQUISITION AND HOLDING OF SHARES, AND REGULATIONS FOR THE PREVENTION OF MONEY LAUNDERING AND THE FINANCING OF TERRORISM

The AML/CFT Provisions require the Fund, the Management Company or the Administrative Agent, in its capacity as transfer agent ("Transfer Agent") to identify subscribers in accordance with applicable Luxembourg laws and regulations. Shareholders may be requested to provide any document that it deems necessary to ensure such identification. In the event that a Shareholder is subscribing into the Fund via an intermediary ("acting on behalf of others") the Fund, the Management Company or the Transfer Agent applies enhanced due diligence on the intermediary in order to ensure that all obligations pursuant to the Luxembourg laws and regulations or at least equivalent laws and regulations are met.

Unless otherwise permitted by the applicable anti-money laundering regulations, subscription forms will only be accepted once the signed subscription form and other applicable identification documents have been received and approved by the Fund, the Management Company or the Administrative Agent.

In case of refusal by an investor to provide suitable anti-money-laundering materials satisfactory to the Fund, the Management Company or the Administrative Agent, the Fund will not be able to accept the application for subscription of Shares.

Subscription forms from non-FATF residents could only be accepted once the signed subscription form and other applicable identification documents have been received and approved by the Fund, the Management Company or the Administrative Agent.

The Fund will require from each registered Shareholder acting on behalf of other investors that any assignment of rights to the shares of the Fund be made in compliance with applicable securities laws in the jurisdictions where such assignment is made.

The Board may adopt a policy of controlling the growth of the Fund and may therefore from time to time restrict or suspend the offering of new Shares of any Class, including, as the case may be, those arising from the conversion of Shares of another Class. This policy would be without effect on the redemptions of the Shares.

LATE TRADING AND MARKET TIMING

The Fund, the Management Company and the Registrar and Transfer Agent ensure that the practices of late trading and market timing will be eliminated in relation to the distribution of Shares. The cut-off times mentioned in Part II of this Prospectus will be observed rigidly and any decision to accept trades will be done on the basis that it will not prejudice the interests of the other shareholders. Investors do not know the net asset



value per Share at the time of their request for subscription, redemption, or conversion. Subscriptions, redemptions and conversions of Shares should be made for investment purposes only. The Fund and the Management Company do not permit market-timing or other excessive trading practices. The repeated purchase and sale of Shares designed to take advantage of pricing inefficiencies in the Fund – also known as “Market Timing” – may disrupt portfolio investment strategies and increase the Fund’s expenses and adversely affect the interests of the Fund’s long term Shareholders. To deter such practice, the Board reserve the right, in case of reasonable doubt and whenever an investment is suspected to be related to Market Timing, which the Board shall be free to appreciate, to suspend, revoke or cancel any subscription or conversion order placed by investors who have been identified as doing frequent in and out trades within the Fund.

The Board, as safeguard of the fair treatment of all investors, takes necessary measures to ensure that (i) the exposure of the Fund to Market Timing activities is adequately assessed on an ongoing basis, and (ii) sufficient procedures and controls are implemented to minimise the risks of Market Timing in the Fund.

8.3. Redemption of Shares

REDEMPTION PROCEDURE

The Shareholders shall have the right, on such dates as determined in Part II of this Prospectus, to present their Shares for redemption to the Fund, on the basis of an unknown Net Asset Value.

The redemption price may be higher or lower than the Subscription Price, depending on changes in the Net Asset Value.

Unless otherwise disclosed in Part II of this Prospectus, redemption orders may be expressed in monetary value or in number of Shares.

A Redemption Charge not exceeding a certain percentage of the relevant Redemption Price may be levied on the Redemption Price to compensate financial intermediaries and other persons (excluding the Management Company) who assist in the placement of Shares, as it may be further detailed in Part II of this Prospectus.

The Board of Directors will be authorised to apply corrections to the Net Asset Value as described in the section “Swing pricing”.

Under certain circumstances, e.g. days with high trading volumes, investment and/or disinvestment costs may have an adverse effect on Shareholders’ interests in the Fund. To safeguard against this effect – known as “dilution” – the Board is authorised to apply a “Dilution Levy” on the redemption of Shares, as described in the “Dilution Levy” section.

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

All the Shareholders having asked for redemption on a given Valuation Day will be treated equally.

The Board may waive, at its discretion, any prior notice specified in Part II of this Prospectus for redemption requests provided that the equal treatment of Shareholders be ensured.

PAYMENT OF REDEMPTION PROCEEDS

Redemption proceeds, net of any applicable redemption charge, are paid in the reference currency of the relevant Class specified in Part II of this Prospectus.

LACK OF LIQUIDITY

The preceding is subject to the Fund’s ability to liquidate its investments. Sometimes, under exceptional circumstances, due for example to bad markets conditions, the Fund may be unable to liquidate assets sufficient to satisfy a request for redemption, and the Fund may redeem the Shareholder’s interest to the extent possible, which may include not redeeming the Shareholder’s interest completely or not at all until the Fund is able to liquidate assets sufficient to satisfy a request for redemption.

The right to receive proceeds with respect to redemption of all or part of Shares tendered for redemption is contingent upon the Fund having sufficient liquidity to discharge any liabilities on the date of redemption. The Fund may also defer payment of the proceeds of a redemption if, in the judgment of the Board, liquidating investments to raise funds to pay said proceeds will be, as determined in good faith, unduly burdensome to the Shareholders remaining in the Fund. Until such Shareholder receives his net redemption proceeds, the Shareholder will be deemed a creditor of the Fund and thereafter not a Shareholder. Under such circumstances, the Fund will endeavor to redeem the Shareholder’s interest at the earliest possible time.

In the same circumstances, the Board may consider the creation of side pockets via any means authorised pursuant to the Luxembourg laws and regulations, as the case may be subject to prior clearance from the CSSF.

LARGE REDEMPTIONS

If, following redemption requests, it is necessary on a given Valuation Day to redeem more than 10% of the Shares issued, the Board may decide that part or all redemptions will be deferred for such period as the Board considers being in the best interest of the Fund (until the Fund is able to liquidate assets sufficient to satisfy said redemption request(s)). With respect to the next Redemption Day following such deferral period, these redemption requests will be met in priority to later requests.



SUSPENSION OF REDEMPTIONS

The Fund may suspend the Shareholders' right to require the Fund to redeem their Shares during any period when the determination of the Net Asset Value of the Shares of the Sub-Fund and/or Class is suspended as provided under the chapter "Net Asset Value" below.

Any such suspension is communicated by all appropriate means to Shareholders who have presented requests of redemption, the execution of which is now suspended.

The redemption of Shares shall also be prohibited during the period where the Fund does not have a depository and/or where the Depository Bank is put into liquidation or declared bankrupt or seeks an arrangement with creditors, a suspension of payment or a controlled management or is the subject of similar proceedings.

REVOCABILITY OF REDEMPTION REQUESTS

In normal circumstances, applications for redemptions of Shares are irrevocable and may not be withdrawn by any Shareholder, unless if it is approved by the Board. In the event of suspension of the determination of the Net Asset Value of a relevant Class of Shares, the Shareholders of the relevant Class who have made an application for redemption of their Shares may give written notice to the Fund that they wish to withdraw their application. Furthermore, the Board may, at its sole discretion and taking due account of the principle of equal treatment between Shareholders and the interest of the Fund, decide to accept any withdrawal of an application for redemption.

REDEMPTIONS IN KIND

In exceptional circumstances, the Board may request that a Shareholder accepts "redemption in kind" i.e. receives a portfolio of stock from the relevant Class of equivalent value to the appropriate cash redemption payment. In such circumstances the Shareholder must specifically accept the redemption in kind. He may always request a cash redemption payment in the reference currency of the Class. Where the Shareholder agrees to accept redemption in kind he will, as far as possible, receive a representative selection of the Class's holdings pro rata to the number of Shares redeemed and the Board will make sure that the remaining Shareholders do not suffer any loss there from. Otherwise, the Board may decide that the value of the redemption in kind will be certified by a certificate drawn up by the Auditors of the Fund. The specific costs for such redemptions in kind, in particular the costs of the special audit report, will have to be borne by the Shareholder, but will not be borne by the Fund unless the Board considers that the redemption in kind is in the interest of the Fund or made to protect the interests of the Fund.

COMPULSORY REDEMPTION OF SHARES

The Board shall have power to impose such restrictions as it may think necessary for the purpose of ensuring that no shares in the Fund are acquired or held by an Unauthorized Person. . The Fund may compulsorily redeem such Shares held by such Unauthorised Person, in accordance with the provisions of the Articles.

If it appears that a Shareholder in a Class reserved for Institutional Investors is not such an Institutional Investor or if a shareholder does not comply (any longer) with any other limitations applicable to a given Class as described above, the Fund may either redeem the Shares in question using the procedure described in the Articles of Association or concerning the Class reserved for Institutional Investor convert these Shares into Shares in a Class that is not reserved for Institutional Investors (on condition that there is a Class with similar characteristics but for the avoidance of doubt not necessarily in terms of fees and expenses payable by such Class) or for the other categories of Classes convert these Shares in a Class available to him/her/it. In these cases the Fund will notify the relevant Shareholder of this conversion.

For the reasons outlined in Chapter "Taxation" below, the Shares may not be offered, sold, assigned or delivered to investors who are not (i) participating foreign financial institutions, (ii) deemed-compliant foreign financial institutions, (iii) non-reporting IGA foreign financial institutions, (iv) exempt beneficial owners (v), Active Non-Financial Foreign Entities ("Active NFFE") or (vi) non-specified US persons, all as defined under FATCA, the US FATCA final regulations and/or any applicable intergovernmental agreement on the implementation of FATCA. Such FATCA non-compliant investors may not hold Shares and Shares may be subject to compulsory redemption if this is deemed appropriate for the purpose of ensuring compliance of the Fund with FATCA. Investors will be required to provide evidence of their status under FATCA by means of any relevant tax documents, in particular a "W-8BEN-E" form of the US Internal Revenue Service that must be renewed on a regular basis according to applicable regulations.

8.4. Conversion of shares

TYPES OF SHARE CONVERSIONS

To the extent described in and permitted by Part II of this Prospectus, and subject to any suspension of the determination of the Net Asset Values concerned (see the chapter "Net Asset Value"), Shareholders may ask to convert all or part of the Shares which they hold in a Class (hereinafter referred to as a "Divested Class") into Shares of another Class, (referred to hereinafter as an "Invested Class") by applying for conversion in the same manner as for issue and redemption of Shares.

LIMITATIONS APPLICABLE TO CONVERSIONS

As stated in Part II of this Prospectus, the Board may decide, at its discretion, to prohibit the conversion of



Shares between Classes of Shares, in particular if, for example, as a result, the value of a Shareholder's holding in the Invested Class would be less than the minimum, or if, the value of a Shareholder's holding in the Divested Class would become less than the relevant minimum holding.

No conversion is possible if the calculation of the Net Asset Value of the Class(es) concerned is suspended as provided under Chapter "Net Asset Value" below. Moreover, in case of substantial requests, conversions may also be delayed under the same conditions as those applied to redemptions.

EXECUTION OF CONVERSIONS

- › Subject to the here above considerations, conversions of Shares shall be made on the basis of the Net Asset Values of the Classes concerned, calculated on the same Valuation Day for both the Divested and Invested Classes, as determined for redemptions regarding the Divested Class.
- › Subject to the here above considerations, the conversion of one Class denominated in a given currency into another Class denominated in a different currency shall be made on the basis of the Net Asset Values calculated on the same Valuation Day for both the Divested and Invested Classes, as determined for redemptions regarding the Divested Class.

Assuming that there are no subscriptions to Shares in the Invested Class on the Valuation Day applicable to the conversion, the initial Subscription Price per Share of the Shares in the Invested Class will be determined by the Board.

The Fund, or its Administrative Agent, shall inform the Shareholder of the number of new Shares resulting from the conversion as well as their price.

CONVERSION FORMULA

The conversion of Shares will normally be carried out using the following formula, unless otherwise decided by the Board:

$$A = \frac{(B \times C \times E)}{D} - F$$

- A. equals the number of Shares in the Invested Class that the shareholder will receive;
- B. equals the number of Shares in the Divested Class to convert;
- C. equals the Net Asset Value of the Shares in the Divested Class;
- D. equals the Net Asset Value of Shares in the Invested Class;
- E. equals the selling exchange rate of the currency of the Invested Class Shares expressed in relation to the currency of the Divested Class Shares.
- F. the conversion fee, when applicable

The Board of Directors may impose such restrictions as it deems necessary, in particular concerning the frequency of conversion, and will be authorised to apply corrections to the Net Asset Value as described in the "Swing pricing" section.

Under certain circumstances, the Board is entitled to charge a "Dilution Levy" on the conversion price, representing up to 2% of the net asset value, as described in the "Dilution Levy" section. In all cases, the actual Dilution Levy charged on each Valuation Day will apply identically to all shares converted on that Valuation Day.

CONVERSION FEE

The Board may apply a conversion charge not exceeding a certain percentage of the Net Asset Value of the Divested Shares, as it may be further detailed in Part II of this Prospectus, to be applied for the benefit of the Invested Classes between which conversion is effected as appropriate to cover the costs of transactions arising from the conversion. The same conversion charge will be applied in respect of all conversions of a Class effected on the same common Valuation Day.

8.5. Transfer of Shares

In accordance with the condition provided for in Part II of this Prospectus, any Shareholder may transfer Shares to one or more other persons, provided that all Shares have been paid in full with cleared funds and each transferee meets the conditions applicable to the relevant Share Class; it being understood that any transferee under any transfer of Shares must have provided suitable anti money-laundering materials satisfactory to the Administrative Agent.

The Fund will not give effect to any transfer of Shares to any investor who not meets the conditions applicable to the relevant Share Class and who has not provided suitable anti-money laundering materials satisfactory to the Administrative Agent.

In order to transfer Shares, the Shareholder must notify the Administrative Agent of the proposed date and the number of Shares to be transferred. The Administrative Agent will only recognize a transfer with a future date. In addition, each transferee must complete an application form.

The Administrative Agent may request a transferee to provide additional information to substantiate any representation made by the transferee in its application. The Administrative Agent will not effectuate any transfer until it is satisfied with the form of notice and has accepted each transferee's subscription application, and until the Board, or any person or entity designated by it, has approved such transfer.



9. NET ASSET VALUE

9.1. Calculation of Net Asset Value

The Net Asset Value per Share of each Class of the Fund is determined by the Administrative Agent, under the responsibility of the Board, as at the Valuation Day specified in Part II of this Prospectus.

The Net Asset Value of each Class of Shares of the Fund will be determined and made available in its reference currency.

The Net Asset Value per Share of each Class of the Fund is determined by dividing the value of the total assets of the Fund properly allocate to such Class less the liabilities of the Fund properly allocate to such Class by the total number of Shares of such Class outstanding as at any Valuation Day.

In calculating the Net Asset Value, income and expenditure are treated as accruing from day-to-day.

Assets will be valued in accordance with the following principles:

- a. The value of any cash on hand or on deposit, bills and demand notes and accounts receivable (including any rebates on fees and expenses payable by any Investment Fund), prepaid expenses, cash dividends declared and interest accrued, and not yet received shall be deemed to be the full amount thereof, unless, however, the same is unlikely to be paid or received in full, in which case the value thereof shall be determined after making such discount as the Board may consider appropriate to reflect the true value thereof.
- b. The value of securities (including shares or units of closed-ended Investment Funds) which are quoted, traded or dealt in on any stock exchange shall be based on the closing prices or, if appropriate, on the average price on the stock exchange which is normally the principal market of such securities, and each security traded on any other regulated market shall be valued in a manner as similar as possible to that provided for quoted securities.
- c. For non-quoted securities or securities not traded or dealt in on any stock exchange or other regulated market as well as quoted or non-quoted securities on such other market for which no valuation price is available, or securities for which the quoted prices are, in the opinion of the Board, not representative of the fair market value, the value thereof shall be determined based on the fair value proposed in good faith by the Board taking into consideration:
 - the latest available price
 - the basis of recent events that may have an impact on the value of the securities, or
 - any other available assessment.
- d. Liquid assets and money market instruments may be valued at nominal value plus any accrued interest or on an amortised cost basis.
- e. Futures and options are valued by reference to the previous day's closing price on the relevant market; the market prices used are the futures exchanges settlement prices.
- f. Swaps are valued at fair value based on the last available closing price of the underlying security.
- g. In determining the value of the assets of the Fund, shares in open-ended Underlying Funds, (including, as the case may be, shares of other Sub-Funds of the Fund in case of investment by a Sub-Fund in one or more Sub-Funds of the Fund, as the case may be), will be valued at the current net asset value for such shares or units as of the relevant Valuation Day, or if no such actual net asset value is available as of such Valuation Day, they shall be valued at the estimated net asset value as of such Valuation Day, or if no such estimated net asset value is available they shall be valued at the last available actual or estimated net asset value which is calculated prior to such Valuation Day whichever is the closer to such Valuation Day. If events have occurred which may have resulted in a material change in the net asset value of such shares or units since the date on which such actual or estimated net asset value was calculated, the value of such shares or units may be adjusted in order to reflect, in the reasonable opinion of the Board, such change but the Board will not be required to revise or recalculate the Net Asset Value on the basis of which subscriptions,



redemptions or conversions may have been previously accepted.

In respect of shares or units held by the Fund, for which issues and redemptions are restricted and a secondary market trading is effected between dealers who, as main market makers, offer prices in response to market conditions, the Board may decide to value such shares or units in line with the realisation prices so established.

The Administrative Agent, the Board and the Management Company may rely solely on the valuations provided by UCIs with respect to the investment such UCIs have made. Valuations provided by UCIs may be subject to adjustments made by such UCIs subsequent to the determination of the net asset value of the Fund. Such adjustments, whether increasing or decreasing the Net Asset Value of the Fund, will not affect the amount of the redemption proceeds received by redeeming shareholders. As a result, to the extent that such subsequently adjusted valuations from UCIs adversely affect the Net Asset Value of the Fund, the remaining outstanding shares of the Fund will be adversely affected by redemptions. Conversely, any increases in the net asset value of the Fund resulting from such subsequently adjusted valuations will be entirely for the benefit of the remaining outstanding Shares.

Year-end net asset value calculations are audited by the Fund's independent auditors and may be revised as a result of such audit. As discussed above, such revisions may result from adjustments in valuations provided by UCIs.

In no event shall the Board, the Management Company the Depositary Bank, the Administrative Agent, the Investment Manager(s) or the Investment Adviser(s) incur any individual liability or responsibility for any determination made or other action taken or omitted by them in the absence of negligence, willful misfeasance or bad faith.

If events have occurred which may have resulted in a material change of the net asset value of such shares or units in other Investment Funds since the day on which the latest official net asset value of these UCIs was calculated, the value of such shares or units may be adjusted in order to reflect, in the reasonable opinion of the Board, such

change of value.

- h. All other securities and assets will be valued at fair market value as determined in good faith pursuant to procedures established by the Board.

The Board, or any appointed agent, may, at its discretion, permit some other method of valuation to be used if it considers that such method of valuation better reflects the fair value and is in accordance with good accounting practice.

For the purpose of determining the value of the Fund's Net Assets, the Administrative Agent, having due regards to the standard of care and due diligence in this respect, may, when calculating the Net Asset Value, completely and exclusively rely, unless there is manifest error or negligence on its part, upon the valuations provided (i) by various pricing sources available on the market such as pricing agencies or fund administrators, (ii) by brokers, or (iii) by a specialist duly authorized to that effect by the Board. Finally, in the cases no prices are found or when the valuation may not correctly be assessed, the Administrative Agent may rely upon the valuation of the Board.

In circumstances where (i) one or more pricing sources fail(s) to provide valuations to the Administrative Agent, which could have a significant impact on the Net Asset Value, or where (ii) the value of any asset(s) may not be determined as rapidly and accurately as required, the Administrative Agent is authorized to postpone the Net Asset Value calculation and as a result may be unable to determine subscription, redemption and conversion prices. The Board shall be informed immediately by the Administrative Agent should the situation arise. The Board may then decide to suspend the calculation of the Net Asset Value in accordance with point "Suspension of the Net Asset Value Calculation" hereof.

The value of assets denominated in a currency other than the reference currency of the Fund shall be determined by taking into account the rate of exchange prevailing at the time of determination of the Net Asset Value.

The attention of the investor is drawn to the fact that the valuation of the assets of the Fund is based on information (including, without limitation, position reports, confirmations statements, information from the Investment Manager etc...) which is available at the time of such valuation. Except in case of manifest error, the valuation is conclusive and no adjustments will be made.

9.2. Swing pricing

Portfolio transactions triggered by subscriptions and redemptions (subscriptions and redemptions being



referred hereinafter as “capital activity”) are liable to generate expenses as well as a difference between the trading price and the valuation of investments or divestments. To protect Shareholders against this adverse effect, called “dilution”, investors entering into the Fund or Shareholders exiting it may have to bear the cost of these negative effects. These costs (estimated at a flat rate or effective value) may be invoiced separately or charged by adjusting the Net Asset Value either down or up (swing pricing mechanism).

In order to protect Shareholders, the Management Company has established and implemented a swing pricing mechanism policy governing the application of the swing pricing mechanism. This policy will be reviewed and revised periodically.

The Management Company may only apply a partial swing.

The Net Asset Value will be adjusted if on a given Valuation Day the capital activity results in a net increase or decrease of cash flow exceeding a predetermined threshold (known as swing threshold) expressed as a percentage of the Net Asset Value. The swing threshold is determined by the Management Company in accordance with its swing pricing mechanism policy.

The adjustment, known as the swing factor, can reflect the estimated fiscal charges and dealing costs that may be incurred by the Fund and/or the estimated bid/offer spread of the assets in which the Fund invests.

The swing factor is determined by the Management Company in accordance with its swing pricing mechanism policy.

The adjustment will not exceed 5% of the Net Asset Value of the Fund and will be adjusted upward or downward using the swing factor depending on the net capital activity of the relevant Valuation Day.

The swing pricing mechanism is applied by the Administrative Agent under the supervision of the Management Company.

Swing pricing mechanism is applied at the level of the Fund (not at the Share Class level) and does not address the specific circumstances of each individual investor transaction. The swing pricing mechanism is not designed to provide a full protection of Shareholders against dilution.

These procedures apply in an equitable manner to all Shareholders on the same Valuation Day.

The Board of Directors may decide to increase the maximum adjustment limit (invoiced separately or charged by

adjusting the Net Asset Value) stated in the Prospectus in exceptional circumstances and on a temporary basis, to protect Shareholders’ interests.

9.3. Dilution Levy

In certain exceptional circumstances such as, for example:

- significant trading volume
- and/or market disturbances
- and in any other cases when the Board deems, at its sole discretion, that the interest of the existing Shareholders (concerning issues/conversions) or of the remaining Shareholders (concerning redemptions/ conversions) might be negatively affected,

the Board will be authorised to charge a “Dilution levy” for a maximum of 2% of the value of the Net Asset Value on the issue, redemption and/or conversion price

In cases when it is charged, this Dilution levy will equitably apply, on a given Valuation Day, to all Shareholders. It will be paid to the sub-fund and will become an integral part of the Fund.

The Dilution Levy thus applied will be calculated with reference to market effects as well as to the dealing costs incurred for transactions on the underlying investments for the Fund, including any applicable commissions, spreads and transfer taxes.

9.4. Suspension of the Calculation of the Net Asset Value

The Fund may temporarily suspend the calculation of the Net Asset Value and, in consequence, the issue, redemption and conversion of Shares in any of the following events:

- a. during any period when any one of the stock exchanges or other principal markets on which a substantial portion of the assets of the Fund attributable to a Sub-Fund is quoted or dealt in is closed (otherwise than for ordinary holidays) or during which dealings therein are restricted or suspended provided that such restriction or suspension affects the valuation of the investments of the Fund attributable to that Sub-Fund quoted thereon; or
- b. during any period when, as a result of political, economic, military social or monetary events or any circumstances outside the control, responsibility and power of the Board, or the existence of any state of affairs which constitutes an emergency in the opinion of the Board, disposal or valuation



- of the assets held by the Fund attributable to a Sub-Fund is not reasonably practicable without this being detrimental to the interests of Shareholders, or if in the opinion of the Board, the issue and, if applicable, redemption prices cannot fairly be calculated; or
- c. during any breakdown in the means of communication or computation normally employed in determining the price or value of any of the investments of the Fund attributable to a Sub-Fund or the current prices or values on any stock exchanges or other markets in respect of the assets of the Fund attributable to that Sub-Fund quoted thereon; or
 - d. during any period when dealing the units/shares of an investment vehicle in which a Sub-Fund may be invested are restricted or suspended; or, more generally, during any period when remittance of monies which will or may be involved in the realisation of, or in the payment for the relevant Sub-Fund's investments is not possible; or
 - e. during any period when the Fund is unable to repatriate funds for the purpose of making payments on the redemption of Shares, or during which any transfer of funds involved in the realisation or acquisition of investments or payments due on redemption of Shares cannot, in the opinion of the Board, be effected at normal rates of exchange; or
 - f. from the time of publication of (i) a notice convening an extraordinary general meeting of Shareholders for the purpose of dissolving and liquidating the Fund, any Sub-Fund or Class or informing the shareholders of the decision of the Board to liquidate any Sub-Fund or Class or (ii) to the extent any such suspension is justified for the protection of the Shareholders, of a notice convening an extraordinary general meeting of Shareholders for the purpose of merging the Fund or any Sub-Fund(s), or the split / consolidation of one or more Class(es) or informing the shareholders of the decision of the Board to liquidate, merge any Sub-Fund(s) or to split / consolidate one or more Class(es); or

- g. when for any other reason, the prices of any investments owned by the Fund cannot be promptly or accurately ascertained; or
- h. during any other circumstance where a failure to do so might result in the Fund or its Shareholders incurring any liability, pecuniary disadvantage or any other detriment which the Fund or its Shareholders might so otherwise not have suffered.

Shareholders having made an application for subscription, redemption and conversion of Shares in the Fund for which the calculation of the Net Asset Value has been suspended will be informed of any such suspension at the time of the filing of their written request for such subscription, redemption or conversion or as soon as possible thereafter.

Any request for subscription, redemption or conversion will be irrevocable except in the event of a suspension of the calculation of the Net Asset Value, in which case Shareholders may give notice that they wish to withdraw their application. If no such notice is received by the Fund, such application will be dealt with on the first applicable Valuation Day following the end of the period of suspension.

Under exceptional circumstances that may adversely affect the interests of Shareholders, or in instances of massive redemption applications, the Board reserves the right only to determine the share price after having executed, as soon as possible, the necessary sales of securities or other assets. In this case, subscription, redemption and conversion applications in process shall be dealt with on the basis of the Net Asset Value thus calculated.

The Fund may, at any time and at its discretion, temporarily discontinue, permanently cease or limit the issue of Shares in one or more Sub-Funds to natural or legal entities resident or domiciled in certain countries or territories. It may also prohibit them from acquiring Shares if such a measure is deemed necessary to protect all Shareholders and the Fund.

Moreover, the Fund has the right to:

1. reject any application to subscribe for Shares at its discretion;
2. redeem Shares acquired in breach of an exclusion measure at any time.

10. DISTRIBUTION POLICY

The Board has the option, in any given accounting year, to propose to the Shareholders the payment of a dividend out of all or part of the Class's net income, capital



gains or capital, if the Board thinks it appropriate to make such a proposal.
No distribution may be made if, as a result, the Net Asset Value of the Fund would fall below the equivalent of Euro 1,250,000.

The Fund may distribute free bonus shares within the same limits.

Interim dividends may be distributed as the Board may determine in compliance with applicable law.

Dividends and allotments not claimed within five years of their payment date will lapse and revert to the Fund or to the relevant Class of Shares in the Fund.

11. FEES AND EXPENSES

11.1. Management fee/ advisory fee/ performance fee

An annual management fee and service fee calculated on the average net asset values of each Sub-Fund, will be paid to the Management Company in payment for the services provided by it to the Fund.

These fees will also enable the Management Company to remunerate the Investment Manager, investment advisers and distributors, if applicable, and the Administrative Agent for the functions of transfer agent, administrative agent and paying agent.

These fees will be charged to the Classes of Shares in proportion to its net assets.

For details of the service fees and the management fees, please refer to Part II of this Prospectus.

11.2. Depositary fee

The Depositary Bank is entitled to receive, out of the assets of the Fund, fees calculated in accordance with normal banking practice in Luxembourg.

In addition, the Depositary Bank is entitled to be reimbursed by the Fund for its respective reasonable out-of-pocket expenses properly incurred in carrying out its duties as such and for the charges of any correspondents.

All the above charges are subject to review from time to time.

11.3. Other fees and expenses

The Fund bears all costs and expenses directly incurred in the operations including, but not limited to, the following:

- directors of the Fund shall be entitled to fees accrued in principle equally across Classes or Sub-Funds as the case may be;

- all taxes and duties that may be due on the Fund's assets or income earned by the Fund;
- all operational costs, including fees payable to accountants, any paying agent and permanent representatives in places of registration and other registration fees (when the Fund is distributed abroad, the regulations in force in some jurisdictions may require the presence of a local Paying Agent. In this case, investors domiciled in these jurisdictions may be required to bear the fees and commissions levied by the local Paying Agents);
- all costs and expenses associated with other agents employed by the Fund, including fees for legal and auditing services, promotional, printing, reporting and publishing expenses, including the cost of advertising or preparing and printing of prospectuses, explanatory memoranda, reports or registration statements, taxes or governmental charges;
- all costs for the listing of the Shares of the Fund on any stock exchange or regulated market and all other operating expenses, including the cost of buying and selling assets, investment research fees paid to rating agencies; interest, bank charges and brokerage, postage, telephone and telex;
- the cost of preparing, printing and filing administrative documents, prospectuses and explanatory reports with the authorities, fees payable for the registration and maintenance of the Fund with authorities and official stock exchanges, the cost of preparing, translating, printing and distributing periodic reports and other documents required by law or regulations, the cost of accounting and calculating the net asset value, the cost of preparing, distributing and publishing reports for Shareholders, fees for legal consultants, experts and independent auditors, and any similar operating costs.
- advertising costs and expenses, other than those specified above, relating directly to the offer or distribution of shares will be charged to the Fund to the extent decided by the Board;
- all costs relating to the preparing and dispatching of mailing to Shareholders and the Directors' fees; and
- all extraordinary expenses not incurred in the ordinary course of business (such as fees in connection to legal proceedings in order to defend the interests of the Fund and/or its Shareholders).

All expenses are accrued in the price of the Shares.



It should be noted that the investment policy of the Fund is to invest principally in UCIs and will result in a duplication of certain costs that will be charged both to the underlying UCI by its service providers, as well as to the Fund by the service providers of the Fund. Such costs will include, but are not limited to, formation expenses, depositary, domiciliary, management fees, audit expenses and other associated costs.

11.4. Formation and launching expenses of the fund and of new sub-funds

The expenses incurred by the Fund in relation to the launch of new Sub-Funds will be borne by, and payable out of the assets of, those Sub-Funds, unless otherwise decided by the Board, and may be amortized over a period not exceeding five years, it being understood that the new Sub-Fund will also be charged a prorata portion of the initial establishment expenses unamortized as of its launch date.

12. TAXATION

12.1. Taxation of the Fund

The Fund is subject to Luxembourg tax legislation.

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

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

This subscription tax will however be reduced to 0.01% for Classes of Shares reserved to Institutional Investors.

A subscription tax exemption will also apply to the portion of any Fund's assets invested in other Luxembourg investment funds subject to the subscription tax.

As from January 1st, 2021, a progressively decreasing subscription tax rate (from 0.05% down to 0.01%) applies on the portion of a Fund's assets invested in sustainable economic activities, as defined by Article 3 of the EU Regulation 2020/852.

12.2. Taxation of the investments

Interest and dividend income received by the Fund may be subject to non-recoverable withholding tax in the source countries. The Fund may further be subject to tax on the realised or unrealised capital appreciation of its assets in the countries of the Investments. However, the Fund benefits from certain double tax treaties signed by Luxembourg providing for an exemption or reduction of withholding tax.

The Management Company and/or the Managers reserve the right to book tax accruals on gains, thus impacting

the valuation of the relevant compartments. With the uncertainty of whether and how certain gains are to be taxed, any provision for taxation made by the Management Company and/or the Managers may be excessive or inadequate to meet final tax liabilities on gains.

12.3. Taxation of the investors

Distributions by the Fund as well as liquidation proceeds and capital gains derived therefrom are made free and clear from withholding tax in Luxembourg.

Prospective investors should consult their own professional advisers as to the implications of buying, holding or disposing of Shares and to the provisions of the laws of the jurisdiction in which they are subject to tax.

12.4. DAC6

On 25 May 2018, the EU Council adopted a directive (2018/822 amending Directive 2011/16/EU as regards mandatory automatic exchange of information in the field of taxation) that imposes a reporting obligation on parties involved in transactions that may be associated with aggressive tax planning ("DAC6").

More specifically, the reporting obligation will apply to cross-border arrangements that, among others, satisfy one or more "hallmarks" provided for in DAC6 (the "Reportable Arrangements").

In the case of a Reportable Arrangement, the information that must be reported includes the name of all relevant taxpayers and intermediaries as well as an outline of the Reportable Arrangement, the value of the Reportable Arrangement and identification of any Member States likely to be concerned by the Reportable Arrangement.

The reporting obligation in principle rests with persons that design, market or organise the Reportable Arrangement and professional advisors (intermediaries). However, in certain cases, the taxpayer itself can be subject to the reporting obligation.

The information reported will be automatically exchanged between the tax authorities of all Member States.

DAC6 applies as from July 1st, 2020. Except in a few EU countries where DAC6 reporting deadlines started applying as originally planned (ie August 31, 2020), most EU countries (including Luxembourg) postponed the first reporting deadlines to early 2021. The first reporting covered Reportable Arrangements the first step of which was implemented between 25 June 2018 and 1 July 2020, together with any Reportable Arrangement identified as from July 1, 2020. Reportable Arrangements are otherwise to be reported within a 30-days period of their occurrence.

In light of the broad scope of DAC6, transactions carried out by the Fund may fall within the scope of DAC6 and



thus be reportable (subject however to the way DAC6 will be implemented into national laws).

12.5. European tax considerations

The Organisation for Economic Cooperation and Development (the "OECD") has developed a common reporting standard ("CRS") to achieve a comprehensive and multi-lateral automatic exchange of information ("AEOI") on a global basis. On 9 December 2014, Council Directive 2014/107/EU amending Directive 2011/16/EU as regards mandatory automatic exchange of information in the field of taxation (the "Euro-CRS Directive") was adopted in order to implement the CRS among the Member States. For Austria, the Euro-CRS Directive applies the first time by 30 September 2018 for the calendar year 2017. The Euro-CRS Directive was implemented into Luxembourg law by the law of 18 December 2015 on the automatic exchange of financial account information in the field of taxation ("CRS Law"). The CRS Law requires Luxembourg financial institutions to identify financial assets holders and establish if they are fiscally resident in countries with which Luxembourg has a tax information sharing agreement. Luxembourg financial institutions will then report financial account information of the assets holder to the Luxembourg tax authorities, which will thereafter automatically transfer this information to the competent foreign tax authorities on a yearly basis.

Accordingly, the Fund may require the shareholders to provide information in relation to the identity and fiscal residence of financial account holders (including certain entities and their controlling persons) in order to ascertain their CRS status and report information regarding a shareholder and his/her/its account to the Luxembourg tax authorities (Administration des Contributions Directes), if such account is deemed a CRS reportable account under the CRS Law. The Management Company, on behalf of the Fund, shall communicate any information to the investor according to which (i) the Fund is responsible for the treatment of the personal data provided for in the CRS Law; (ii) the personal data will only be used for the purposes of the CRS Law; (iii) the personal data may be communicated to the Luxembourg tax authorities (Administration des Contributions Directes); (iv) responding to CRS-related questions is mandatory and accordingly the potential consequences in case of no response; and (v) the investor has a right of access to and rectification of the data communicated to the Luxembourg tax authorities (Administration des Contributions Directes). Under the CRS Law, the first exchange of information applied by 30 September 2017 for information related to the calendar year 2016. Under the Euro-CRS Directive, the first AEOI applied on 30

September 2017 to the local tax authorities of the Member States for the data relating to the calendar year 2016.

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

The Fund reserves the right to refuse any application for units if the information provided or not provided does not satisfy the requirements under the CRS Law. The Fund has elected the non-reporting status of ECIV (Exempted Collective Investment Vehicle) and will therefore only allow as shareholders entities that are not reportable persons e.g. entities not resident in a reportable jurisdiction (except Passive NFE with Controlling Persons who are Reportable Persons), insurance companies, banks, government entities, central banks or other financial institutions resident in a reportable jurisdiction.

The Fund may impose measures and/or restrictions to that effect, which may include the rejection of subscription orders or the compulsory redemption of shares, as further detailed in this Prospectus and in article 9 of the Articles of Association.

Although the Fund will attempt to comply with all requirements to be considered as an ECIV, no assurance can be given that it will be able to satisfy such obligation and therefore avoid the reporting as mentioned above.

Shareholders should consult their professional advisors on the possible tax and other consequences with respect to the implementation of the CRS.

The Fund reserves the right to deny any subscription if the information provided by a potential investor does not meet the conditions established by the Law and resulting from the Directive.

The preceding provisions represent only a summary of the different implications of the Euro-CRS Directive and the CRS Law. They are based only on their current interpretation and are not intended to be exhaustive. These provisions should not in any manner be considered as tax or investment advice and investors should therefore seek advice from their financial or tax advisers on the implications of the Euro-CRS Directive and the CRS Law to which they may be subject.



12.6. FATCA

The US Foreign Account Tax Compliance Act (“FATCA”) aims at preventing US tax evasion by requiring foreign (non-US) financial institutions to report to the US Internal Revenue Service information on financial accounts held outside the United States by US investors. US securities held by a non-US financial institution that does not comply with the FATCA reporting regime will be subject to a US tax withholding of 30% on gross sales proceeds and income, commencing on 1 July 2014.

Luxembourg has entered into a Model I Intergovernmental Agreement (the “IGA”) with the US on 28 March 2014. Under the terms of the IGA, the Fund will be obliged to comply with the provisions of FATCA under the terms of the IGA and under the terms of Luxembourg legislation implementing the IGA (the “Luxembourg IGA Legislation”). Under the IGA, Luxembourg-resident financial institutions that comply with the requirements of the Luxembourg IGA Legislation will be treated as compliant with FATCA and, as a result, will not be subject to withholding tax under FATCA (“FATCA Withholding”). In order to elect for and keep such FATCA status, the Fund only allows (i) participating foreign financial institutions, (ii) deemed-compliant foreign financial institutions, (iii) non-reporting IGA foreign financial institutions, (iv) exempt beneficial owners (v), Active Non-Financial Foreign Entities, Active NFFEs or (vi) non-specified US persons, all as defined under FATCA as Shareholders; accordingly, investors may only subscribe for and hold Shares through a financial institution that complies or is deemed to comply with FATCA. The Fund may impose measures and/or restrictions to that effect, which may include the rejection of subscription orders or the compulsory redemption of Shares, as further detailed in this Prospectus under paragraph “Compulsory redemption of shares” and in compliance with the Fund’s Articles and/or the withholding of the 30% tax from payments to the account of any Shareholder found to qualify as a “recalcitrant account” or “non-participating foreign financial institution” under FATCA.

Prospective investors should (i) consult their own tax advisors regarding the impact of FATCA further to an investment in the Fund and (ii) be advised that although the Fund will attempt to comply with all FATCA obligations, no assurance can be given that it will be able to satisfy the such obligations and therefore to avoid FATCA Withholding.

The attention of US taxpayers is drawn to the fact that the Fund qualifies as a passive foreign investment company (“PFIC”) under US tax laws and does not intend to provide information that would allow such investors to elect to treat the fund as a qualified electing fund (so-called “QEF election”).

13. CERTAIN SHAREHOLDER MATTERS

13.1. Fiscal year, financial reports

The financial year of the Fund ends on 31 December in each year.

Audited financial statements of the Fund made up to 31 December in each year will be prepared in USD, the Fund’s Reference Currency and in accordance with Luxembourg GAAP.

The Fund publishes audited annual reports within six months of the end of the financial year and unaudited semi-annual reports within three months of the end of the reference period.

The annual report includes the financial statements for the Fund and each Sub-Fund, as the case may be.

Audited annual reports will be made available to the Shareholders at no cost to them at the registered office of the Fund, the Management Company, the Depositary Bank and any paying agent. The reports will contain individual information on each Class expressed in the reference currency of such Class and consolidated information on the Fund expressed in USD.

Any other financial information to be published concerning the Fund or the Management Company, including the Net Asset Value per Share of each Class of the Fund and any suspension of such valuation, will be made available to the public at the registered office of the Fund, the Management Company and the Depositary Bank.

The following information will be disclosed at the time of the publication of the annual report as separate document to be appended:

- › the percentage of the Fund’s assets which are subject to special arrangements arising from their illiquid nature;
- › any new arrangements for managing the liquidity of the Fund;
- › the current risk profile of the Fund and the risk management systems employed by the Fund to manage those risks; and
- › the total amount of leverage employed by the Fund.

13.2. Shareholders’ meetings

The annual general meeting of Shareholders will be held at the registered office of the Fund in Luxembourg on the third Tuesday of April in each year at 2:30 p.m., or if any such day is not a bank business day in Luxembourg on the next following bank business day

Extraordinary Shareholders’ meetings or general



meetings of Shareholders may be held at such time and place as indicated in the notice to convene. Notices of such meetings shall be provided to the Shareholders in accordance with Luxembourg laws.

13.3. Shareholders information

The NAV per Share of each Class of Shares shall be made available as soon as practicable after the relevant Valuation Day, but not later than the next following Valuation Day, at the registered office of the Fund, the Management Company and the Depositary Bank.

The Board may at any time change this Prospectus (including the investment strategy and/or policy of the Fund or of any relevant Sub-Fund, if any) subject to the prior approval of the CSSF and to compliance with the requirements below. For the avoidance of doubt, in case of changes only affecting one Sub-Fund (if any) or one or more specific Class(es), the requirements detailed below will only apply to the relevant Sub-Fund and/or Class(es). The Board is entitled to make non-material changes to this Prospectus at its entire discretion without requesting the consent of the Shareholders concerned. The Board may furthermore make material changes to this Prospectus provided that it offers Shareholders who do not agree with the change(s) the right to exit the Fund with no redemption charge during a one-month period as from the notification of the change. Unless waived by all Shareholders, material changes will at the earliest enter into force after the expiry of that one-month redemption period.

Shareholders will be informed in due time of all specific amendments or decisions impacting the Fund. Notices to the Shareholders will be sent by registered mail to all the Shareholders at their address indicated in the register of Shareholders. If deemed necessary or required by applicable laws, notices will be published in a newspaper and in the *Mémorial*.

Shareholders may receive copies of the Articles, this Prospectus, and the latest financial reports by mail upon their request and free of charge as well as during normal business hours at the registered office of the Management Company.

Copies for material contracts the Fund has entered into are available for inspection during normal business hours at the registered office of the Management Company.

The Management Company will also make available at its registered office all information to be provided to investors under the AIFM Law, including: (i) all relevant information regarding conflicts of interest (such as the description of any conflict of interest that may arise from any delegation of the functions listed in Appendix I of the AIFM Law or of any conflicts that must be communicated to investors under article 13.1 and 13.2 of

the AIFM Law), (ii) the latest Net Asset Value of the Sub-Funds, (iii) the list of the sub-custodian used by the Depositary Bank, (iv) the maximum amount of the fees that may be paid annually by the Fund, (v) any right to reuse collateral and guarantees granted under the leveraging agreement, (vi) information on any preferential treatment granted to certain Shareholders.

13.4. Shareholders rights

The Fund draws the investors' attention to the fact that any investor will only be able to fully exercise his investor rights directly against the Fund, notably the right to participate in general Shareholders' meetings if the investor is registered himself and in his own name in the Shareholders' register of the 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 Shareholder rights directly against the Fund. Investors are advised to take advice on their rights.

To the extent permitted by law, the Board may suspend the right to vote of any shareholder which does not fulfil its obligations under the Articles or any document (including any applications forms) stating its obligations towards the Fund and /or the other shareholders. In case the voting rights of one or more shareholders are suspended in accordance with the previous sentence, such shareholders shall be convened and may attend the general meeting but their shares shall not be taken into account for determining whether the quorum and majority requirements are satisfied. Any shareholder may undertake (personally) to not exercise his voting rights on all or part of his shares, temporarily or indefinitely.

The attention of Shareholders is drawn to the fact that unless otherwise provided for under Luxembourg law, they will have no direct right against the service providers of the Fund. The liability of the Depositary Bank towards Shareholders could in principle only be invoked through the Management Company. Should the Management Company fail to act despite a written notice to that effect from a Shareholder within a period of three months following receipt of such a notice, the relevant Shareholder may directly invoke the liability of the Depositary Bank in accordance with Luxembourg law.

13.5. Fair treatment of shareholders

The Management Company has established procedures, arrangements and policies to ensure compliance with the principles of fair treatment of investors. The principles of treating investors fairly include, but are not limited to:

- a. acting in the best interests of the Fund and of the investors;

- b. executing the investment decisions taken for the account of the Fund and its various Sub-Funds (if any) in accordance with the objectives, the investment policy and the risk profile of the Fund/ the Sub-Funds;
- c. taking all reasonable measures to ensure that orders are executed to obtain the best possible result;
- d. ensuring that the interests of any group of investors are not placed above the interests of any other group of investors;
- e. ensuring that fair, correct and transparent pricing models and valuation systems are used for the Sub-Funds/the Fund managed;
- f. preventing undue costs being charged to the Fund and investors;
- g. taking all reasonable steps to avoid conflicts of interests and, when they cannot be avoided, identifying, managing, monitoring and, where applicable, disclosing those conflicts of interest to prevent them from adversely affecting the interests of investors; and
- h. recognising and dealing with complaints fairly.

The Management Company maintains and operates organisational, procedural and administrative arrangements and implements policies and procedures designed to manage actual and potential conflicts of interest.

The Management Company may enter into side letters relating to retrocessions/rebates and shorter cut-off times with some investors. More details on such side letters may be obtained at the registered office of the Management Company.

13.6. Conflicts of interest

Situations may occur where the Fund, the Management Company, the Investment Manager, the investment advisers, the Depositary Bank and/or the Administrative Agent (including their respective directors/managers, officers, and employees) have conflicts of interest. In particular the Investment Manager, the investment advisers, the Depositary Bank and the Administrative Agent do not perform their services exclusively for the Fund, but possibly also for other third parties whose interests might conflict with those of the Shareholders of the Fund. The Investment Manager and investment advisers shall, in such cases, allocate investment opportunities among the various parties advised or managed by them in a manner it believes to be reasonable and fair considering, inter alia, investment objective, strategies, restrictions and capital available for investment of the respective parties.

Conflicts of interests may also arise from the fact that the Fund may make investments in/with entities, which are managed, advised, or controlled by a company associated with the Management Company, the Investment Manager, the investment advisers or any of their affiliates. In such an event, each will at all times have regard to its obligations under any agreements to which it is party or by which it is bound in relation to the Fund. In particular, but without limitation to its obligations to act in the reasonable best interests of the investors when undertaking any dealings or investments where conflicts of interest may arise, each will respectively endeavour to ensure that such conflicts are resolved fairly and on an arm's length basis.

13.7. Applicable law and jurisdiction

Any dispute arising between the Shareholders, the Management Company and the Depositary Bank will be subject to the jurisdiction of the District Court of Luxembourg.

Notwithstanding the foregoing, the Management Company and the Depositary Bank may subject themselves and the Fund to the jurisdiction of the courts of the countries in which the Shares of the Fund are offered and sold with respect to claims by investors resident in such countries and with respect to matters relating to subscriptions and redemptions by Shareholders resident in such countries, to the laws of such countries.

The claims of the Shareholders against the Management Company or the Depositary Bank will lapse five (5) years after the date of the event which gave rise to such claims.

14. QUERIES AND COMPLAINTS

Any person who would like to receive further information regarding the Fund including the strategy followed for the exercise of voting rights of the Fund, the conflict of interest policy, the best execution policy and the complaints handling policy or who wishes to make a complaint about the operations of the Fund should contact the Head of Compliance of the Management Company, i.e. Pictet Asset Management (Europe) S.A., 6B, rue du Fort Niedergruenewald, L-2226 Luxembourg, Grand Duchy of Luxembourg.

The details of the complaints handling policy of the Management Company and of the CSSF out-of-court complaint resolution procedure are available at <https://am.pictet/en/luxembourg/articles/complaint-resolution-procedure>. A copy of these documents can also be obtained free of charge upon request.

15. LIQUIDATION, AMALGAMATION, SPLIT

15.1 Liquidation of the Fund

The Fund has been established for an unlimited period.

However, it may be dissolved by decision of an extraordinary general meeting of Shareholders of the Fund.

Such meetings must be convened if the value of the net assets of the Fund falls below the respective levels of two thirds or one quarter of the minimum capital prescribed by the 2010 law. At such meetings convened at such circumstances decisions to dissolve the Fund will be taken in accordance with the requirements of article 30 of the 2010 Law.

Moreover, the Fund may, at any time, be liquidated by a resolution of the general meeting of Shareholders taken in the same conditions that are required by law applicable to amend the Articles. The Board may propose at any time to the Shareholders to liquidate the Fund.

If the Fund should be liquidated, its liquidation will be carried out in accordance with the provisions of the 2010 Law which specifies the steps to be taken to enable Shareholders to participate in the liquidation distribution(s) and in this connection provides for deposit in escrow at the "*Caisse de Consignation*" of any amounts which have not been claimed by Shareholders at the close of liquidation. Amounts not claimed from escrow within the prescription period are liable to be forfeited in accordance with the provisions of Luxembourg laws.

As soon as the decision to liquidate the Fund is taken, the issue, redemption or conversion of Shares is prohibited and shall be deemed void.

The liquidation of the Fund should be conducted by one or more liquidators, who may be individuals or legal entities and who will be appointed by a meeting of Shareholders. This meeting will determine their powers and compensation.

15.2 Liquidation of Sub-Funds / Classes

If the net assets of a Sub-Fund or Class fall below or do not reach an amount determined by the Board to be the minimum level for such Sub-Fund or Class to be operated in an economically efficient manner or if a change in the economic, monetary or political situation relating to the Sub-Fund or Class concerned justifies it or in order to proceed to an economic rationalization or if the interest of the relevant shareholders so justifies it, the Board has the discretionary power to liquidate such Sub-Fund or Class concerned.

The Board may also decide to propose the liquidation of a Sub-Fund or Class to a meeting of the shareholders of the relevant Sub-Fund or Class.

15.3 Amalgamation of Sub-Funds / Classes

The Board may decide to allocate the assets of any Sub-Fund or Class to those of another Sub-Fund or Class or to another undertaking for collective investment or sub-fund thereof (the "New Sub-Fund") and to re-

designate the shares of the Sub-Fund concerned as shares of the new Sub-Fund (following a split or consolidation, if necessary and the payment of the amount corresponding to any fractional entitlement to shareholders). It being understood that where the context so requires, "Sub-Fund" may also be read as "Class". Such decision will be notified to the shareholders concerned (together with information in relation to the new sub-fund), before the date on which the amalgamation becomes effective in order to enable shareholders to request redemption or conversion of their shares, free of charge, during such period. After such period, the decision commits the entirety of shareholders who have not used this possibility, provided however that, if the amalgamation is to be implemented with a Luxembourg UCI of the contractual type ("fonds commun de placement") or a foreign based undertaking for collective investment, such decision shall be binding only on the shareholders who are in favour of such amalgamation.

Notwithstanding the powers conferred to the Board by the preceding paragraph, a contribution of the assets and liabilities attributable to any Sub-Fund / Class to another Sub-Fund / Class or to another undertaking for collective investment or to any other sub-fund thereof may be decided by a general meeting of shareholders, upon the proposal from the Board.

15.4 Consolidation / Splitting of Classes

The Board may decide to liquidate, consolidate or split a class of shares of any compartment. Such decision will be published in accordance with applicable laws and regulations.

16. KEY INVESTOR INFORMATION DOCUMENT

Key Information Documents ("PRIIPS KIDs") for each sub-class of shares of the Fund will be established and delivered to all future investors of the Fund in accordance with the Regulation (EU) No 1286/2014. The PRIIPS KIDs will also be available under am.pictet and on request and free of charge at the registered office of the Fund.



PART II: SPECIFICITIES APPLICABLE TO THE FUND

Information contained in Part II of the present Prospectus should be read in conjunction with the full text of Part I of the Prospectus. In case of discrepancy between Part I and Part II, Part II will prevail.

I. INVESTMENT OBJECTIVES AND POLICY OF THE FUND

The Investment Manager will construct a multi-strategy portfolio of UCIs which the Investment Manager believes will achieve optimum risk adjusted return on capital invested. The Fund's assets will be allocated to professionally managed selected UCIs. These selected UCIs may include all hedge fund strategies such as Equity Hedge, Event Driven, Macro and Relative Value strategies and will be UCIs anticipated to have relatively low volatility, as well as relatively low correlation to traditional asset classes.

Portfolio construction guidelines have been established by the Investment Manager, and the Investment Adviser(s), as the case may be, which are consistent with the overall investment objectives of the Fund. The guidelines provide for diversification across investment strategies, with a particular focus on selecting strategies that have low correlation of returns with each other.

After the initial selection and allocation process, the Investment Manager will continue to advise upon and manage the portfolio of the Fund with adjustments made when deemed necessary and appropriate by the Investment Manager. UCIs will be continuously monitored and reviewed in order to ensure that stated strategies and objectives are adhered to. The Investment Manager will also maintain an ongoing process of review of prospective new candidates for investment.

If the Investment Manager considers this to be in the best interest of the Shareholders, the Fund may also, hold liquid assets, up to 100% of its net assets, such as cash deposits, money market UCIs and money market instruments.

The Fund may also invest directly or through UCIs in any other type of securities such as equities, debt securities and private equity products worldwide.

For hedging and for any other purposes, the Investment Manager may use all types of financial derivative instruments traded on a regulated market and/or over the counter (OTC) provided they are contracted with leading financial institutions specialized in this type of transactions. In particular, the Sub-fund may take exposure through any derivative investments such as but not limited to warrants, futures, options, swaps (including but not limited to total return swaps, contracts for difference, credit default swaps) and forwards on any underlying including, but not limited to, commodities (cash settled only) and precious metals, currencies (including non-delivery forwards), interest rates, transferable securities, indexes (including but not limited to

commodities, precious metals or volatility indexes), undertakings for collective investment, and invest in structured products, within the limits set out in Chapter Investment Restrictions" in Part I of this Prospectus.

The Fund will make sure that its portfolio of UCIs will at all times present appropriate level of liquidity so as to enable it to meet any redemption requests made by the shareholders.

Investors should carefully read the information contained in Part I of the Prospectus, under Chapter "Risk Factors".

The Fund complies with Article 6 of SFDR.

The investment process integrates ESG factors based on proprietary and third-party research to evaluate investment risks and opportunities. As a result of this integration, sustainability risks may have a positive or a negative effect on the returns of the Compartment's portfolio

The investments underlying the Fund do not take into account the EU criteria for environmentally sustainable economic activities.

II. LEVERAGE

As of the date of this Prospectus, the maximum level of leverage permitted in respect of the Fund is 200% of its Net Asset Value under the Commitment Method and 200% of its Net Asset Value under the Gross Method.

III. REFERENCE CURRENCY OF THE FUND

The USD is the reference currency of the Fund.

IV. CLASSES OF SHARES WITHIN THE FUND

Within the Fund, Shares are divided into

I USD shares	J USD shares	P USD shares	R USD shares	Z USD shares	S USD shares
HI CHF shares	HJ CHF shares	HP CHF shares	HR CHF shares	HZ CHF shares	-
HI EUR shares	HJ EUR shares	HP EUR shares	HR EUR shares	HZ EUR shares	-
HI GBP shares	HJ GBP shares	HP GBP shares	HR GBP shares	HZ GBP shares	-



This table describes the types of Classes of Shares available as at the Prospectus date. Additional Classes of Shares can be made accessible after the issue of the Prospectus. For the most current information on available Classes of Shares, go to www.am.pictet.

The reference currency is the

- › US dollar for I USD, J USD, P USD, R USD, Z USD and S USD Shares;
- › Swiss franc for HI CHF, HJ CHF, HP CHF, HR CHF and HZ CHF Shares;
- › Euro for the HI EUR, HJ EUR, HP EUR, HR EUR and HZ EUR Shares; and
- › British Pound for the HI GBP, HJ GBP, HP GBP, HR GBP and HZ GBP Shares.

I, J, P, R, Z and S Shares are subject to a minimum initial subscription amount and may be distinguished by their pricing as stated hereafter.

HI, HJ, HP, HR and HZ shares (“Hedged Shares”) seek to hedge for their corresponding shares most of the exchange-rate risk of the USD against the Swiss franc, the GBP and the Euro respectively.

V. VALUATION DAY

Shares in each Class are issued at the relevant Net Asset Value per share (the “Subscription Price”), as determined as at each “Valuation Day”, being the last calendar day of each month (the “Subscription Valuation Day”).

VI. ISSUE OF SHARES

Shares of the Fund are issued, at the discretion of the Board, on a monthly basis, at the relevant Subscription Price as determined as at each Subscription Valuation Day as defined in point “Valuation Day” here above.

A Subscription Charge of up to 3.5% of the relevant Subscription Price may be added to the Subscription Price to compensate financial intermediaries and other persons (excluding the Management Company) who assist in the placement of shares.

Investments in shares of the Fund shall be subject to the following minimum initial subscription requirements:

Minimum initial subscription amounts:

I Shares	USD 1,000,000
J Shares	USD 10,000,000
P Shares	USD 10,000
R Shares	USD 10,000
Z Shares	USD 10,000
S Shares	USD 10,000

The Hedged Shares are subject to the same minimum initial subscription amount as their corresponding shares as described above. The minimum initial subscription amount will be converted to Swiss francs, the GBP or EUR at the exchange rate in force on the relevant Valuation Day.

Applications must be received by the Administrative Agent by 5:00 p.m. (Luxembourg time), at the latest on the Business Day falling 8 Business Days prior to the relevant Subscription Valuation Day. Any application received after such time is considered for the immediately following Subscription Valuation Day.

Payment of the subscription monies must normally be received in cleared funds 5 Business Days before the Subscription Valuation Day.

VII. REDEMPTION OF SHARES

Shares are redeemable on a quarterly basis, based on the relevant Net Asset Value (the “Redemption Price”) calculated as at the Valuation Days of the months of March, June, September and December (the “Redemption Valuation Day”) as defined under point “Valuation Day” here above. The Board may determine additional Redemption Valuation Days for which all Shareholders in identical situations will be treated equally.

A Redemption Charge of up to 3% of the relevant Redemption Price may be levied on the Redemption Price to compensate financial intermediaries and other persons (excluding the Management Company) who assist in the placement of shares.

A written redemption request must be received by the Administrative Agent by 5:00 p.m. (Luxembourg time), at the latest on the Business Day falling at least 45 calendar days before the relevant Redemption Valuation Day. Orders received thereafter are considered for the immediately following Redemption Valuation Day.

The proceeds of redemption will normally be paid in the currency of denomination of the Class concerned within 30 calendar days after the relevant Redemption Valuation Day and in any case before the next Valuation Day.

VIII. CONVERSION OF SHARES



Conversions are allowed between any classes within the Fund, according to the provisions of chapter "Conversion of Shares" in Part I of this Prospectus. Conversion applications must be received by the Administrative Agent in the manner described above for subscriptions of Shares.

A conversion charge not exceeding 1% of the Net Asset Value of the Divested Shares, can be applied for the benefit of the Invested Class, as appropriate to cover the costs of transactions arising from the conversion.

IX. TAXATION

The Fund is subject in Luxembourg to an annual tax ("taxe d'abonnement") of

- › 0.05% of the net asset value of classes I, P and R, and their respective Hedged Shares;

- › 0.01% of the net asset value of classes J and Z, and their respective Hedged Shares.

Such tax is payable at the end of each quarter and calculated on the Net Asset Value of the relevant class at the end of the relevant quarter. For the portion of the assets of the Sub-Fund invested in other UCIs which are established in Luxembourg, no such tax is payable.

X. LISTING

Shares of Classes I and J and their respective Hedged Shares of the Fund, except those denominated in GBP, may be listed on the Luxembourg Stock Exchange.

XI. FEES

See next page.



XII. FEES FOR MOSAIC

The Fund shall pay, out of its assets and on a periodic basis, the fees specified below:

Type of share	ISIN CODE	Fees (max %) *		
		Management	Service	Depository Bank
J USD	LU0213915068	1.25%	0.15%	0.10%
I USD	LU0211629901	1.50%	0.15%	0.10%
P USD	LU1054540585	1.50%	0.15%	0.10%
R USD	LU0213918088	2.50%	0.15%	0.10%
Z USD	LU0306251884	0%	0.15%	0.10%
S USD	LU2427033084	0%	0.15%	0.10%
HJ CHF	LU0213915498	1.25%	0.20%	0.10%
HI CHF	LU0211630313	1.50%	0.20%	0.10%
HP CHF	LU1054542367	1.50%	0.20%	0.10%
HR CHF	LU0213918161	2.50%	0.20%	0.10%
HZ CHF	LU0306254557	0%	0.20%	0.10%
HJ EUR	LU0213916116	1.25%	0.20%	0.10%
HI EUR	LU0211630404	1.50%	0.20%	0.10%
HP EUR	LU1054544652	1.50%	0.20%	0.10%
HR EUR	LU0213918591	2.50%	0.20%	0.10%
HZ EUR	LU0306255109	0%	0.20%	0.10%
HJ GBP	LU0368544564	1.25%	0.20%	0.10%
HI GBP	LU0368545298	1.50%	0.20%	0.10%
HP GBP	LU1054547598	1.50%	0.20%	0.10%
HR GBP	LU0368545538	2.50%	0.20%	0.10%
HZ GBP	LU0368545884	0%	0.20%	0.10%

* Maximum percentage per year of the average net assets attributable to this type of shares during the relevant quarter. The actual amounts charged are shown in the Fund's Annual Report.

There is no performance fee.



For further information,
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