

# BANTLEON SELECT SICAV

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Sales Prospectus

including Annexes and Articles of Association



## **Sales Prospectus with Annexes and Articles of Association**

### **»BANTLEON SELECT SICAV« with the sub-funds**

**Bantleon Select Corporates**

**Bantleon Select Global Technology**

**Bantleon Select Volatility Plus**

**Bantleon Changing World**

**Bantleon Family & Friends**

**Bantleon Dividend**

**Bantleon Dividend AR**

**Bantleon Select Infrastructure**

**Bantleon Event Driven Equities**

**Bantleon Select Corporate Hybrids**

**1 February 2020**

Remark: This is a translation of the German Issuing Document.

The German version shall be binding for the interpretation of the Sales Prospectus and the Articles of Association.

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## 1. Sales Prospectus

The fund under the name »BANTLEON SELECT SICAV« described in this Sales Prospectus (hereinafter the »Investment Company« or »Fund«) is an umbrella fund with one or more sub-funds that has been established for an indefinite period in the form of a Luxembourg investment company (*société d'investissement à capital variable*) in accordance with Part I of the Luxembourg Law of 17 December 2010 relating to undertakings for collective investment (hereinafter the »Law of 17 December 2010«). The Investment Company and its sub-funds conform to Directive 2009/65/EC of the European Parliament and of the Council in its currently valid form (hereinafter the »UCITS Directive«).

The Sales Prospectus (including Annexes) and the Articles of Association constitute a whole in terms of their substance and thus supplement each other. Shares of the Investment Company are acquired on the basis of this Sales Prospectus, the Key Investor Information Document, the most recent annual report and the semi-annual report, insofar as the latter was published after the most recent annual report.

In purchasing shares of the Investment Company or its sub-funds, the investor acknowledges the Sales Prospectus, the Articles of Association and any approved amendments published thereto.

The Investment Company's Sales Prospectus, Key Investor Information Document and annual and semi-annual reports are available free of charge from the registered offices of the Investment Company, the Management Company and the Custodian as well as from the paying agents and the distributors. They can also be found in electronic form on the website [www.bantleon.com](http://www.bantleon.com).

The Investment Company is not registered under the United States Investment Company Act of 1940, as amended, or the United States Securities Act of 1933, as amended. The shares of the Investment Company may not be offered, sold or delivered for sale in the United States of America or any of its territories or possessions or US persons except in transactions that do not violate applicable law. In addition, they may not be offered, sold or delivered to investors who are US persons.

A US person is an individual who

- (i) qualifies as a United States person within the meaning of section 7701(a)(30) of the US Internal Revenue Code of 1986 in its currently valid form and the related Treasury Regulations;
- (ii) qualifies as a US person within the meaning of Regulation S of the US Securities Act of 1933 (17 CFR § 230.902(k));
- (iii) does not qualify as a non-United States person within the meaning of Rule 4.7 of the US Commodity Futures Trading Commission Regulations (17 CFR § 4.7(a)(1)(iv));
- (iv) is resident in the United States within the meaning of Rule 202(a)(30)-1 of the US Investment Advisers Act of 1940 in its currently valid form; or
- (v) a trust, legal entity or other structure set up for the purpose of allowing US persons to invest in the Fund.

The following persons are also to be regarded as US persons:

- (i) an Employee Benefit Plan within the meaning of Section 3(3) of the US Employee Retirement Income Security Act of 1974, as amended (»ERISA«), subject to title I of ERISA;
- (ii) a »Plan« within the meaning of Section 4975(e)(1) of the US Internal Revenue Code of 1986, as amended (»IRC«);
- (iii) an entity whose underlying assets include »plan assets« as defined in title I of ERISA or Section 4975 of the IRC; or
- (iv) a government plan or other type of plan (or entity whose assets include the assets of such government or other plan) subject to a law, regulation or restriction similar to Section 406 of ERISA or Section 4975 of the IRC.

## SALES PROSPECTUS

Enclosed with this Sales Prospectus are Annexes relating to the respective sub-funds, as well as the Investment Company's Articles of Association. The Articles of Association entered into force on 17 November 2016. They have been filed with the Trade and Companies Register in Luxembourg, and a note to this effect was published on 28 November 2016 in the »Recueil Electronique des Sociétés et Associations« (RESA). Amendments to the Investment Company's Articles of Association come into force on 1 December 2019 and will be published in the RESA.

The German version of this Sales Prospectus is binding.

### 2. Investment Company

The Investment Company is a limited company with variable capital under the law of the Grand Duchy of Luxembourg with its registered office at 15, rue de Flaxweiler, L-6776 Grevenmacher. It was established on 17 November 2016 for an indefinite period. The Investment Company is entered in the Luxembourg Trade and Companies Register under registration number R.C.S. Luxembourg B 210538. The Investment Company's financial year ends on 30 November each year.

On formation, the Investment Company's capital amounted to EUR 31,000, made up of 310 fully paid-up shares of no par value, and it will in future always be equal to its net asset value.

Luxembourg law stipulates that the Investment Company must achieve a minimum capital amount (and thus a minimum net asset value) of EUR 1.25 million within six months of its authorisation by the Luxembourg supervisory authority.

The exclusive purpose of the Investment Company is investment in securities and/or other permissible assets in accordance with the principle of risk diversification pursuant to Part I of the Law of 17 December 2010 with the aim of adding value for shareholders by following a specific investment policy.

The Board of Directors of the Investment Company is authorised to take any measures and carry out all transactions that are necessary or beneficial for the fulfilment of the company's purpose. It is responsible for all the affairs of the Investment Company, with the exception of those reserved for the Investment Company's general meeting of shareholders in accordance with the Law of 10 August 1915 concerning commercial companies (including subsequent amendments and addenda) (hereinafter the »Law of 10 August 1915«) or the Articles of Association.

### 3. Management Company

The Board of Directors has entrusted BANTLEON AG, a public limited company under German law with its registered office at Aegidientorplatz 2a, D-30159 Hanover, Germany (hereinafter the »Management Company«), with the duties of asset management, administration and distribution of the shares of the Investment Company.

The Management Company was established on 27 February 1995 for an indefinite period. The Management Company is entered in the commercial register of Hanover District Court under registration number HRB 53112. Its subscribed and paid-up capital amounted to EUR 10 million on 31 December 2015. The Management Company is a subsidiary of BANTLEON BANK AG, Bahnhofstrasse 2, CH-6300 Zug, Switzerland.

It is supervised by the Federal Financial Supervisory Authority, Marie-Curie-Str. 24-28, D-60439 Frankfurt am Main, Germany (»BaFin«) and was authorised by BaFin on 19 October 2015 as a capital management company for collective investments under the German Capital Investment Act (KAGB). As a UCITS capital management company, it is authorised to manage both domestic and EU UCITS (undertakings for collective investment in transferable securities).

The Management Company is responsible for the management and administration of the Investment Company. On behalf of the Investment Company, it may take all management and administrative measures and exercise all rights directly or indirectly connected with the Investment Company's assets. It acts independently of the Custodian and solely in the interests of the investors when carrying out its tasks. The Management Company fulfils its obligations with the care of a paid authorised agent.

In addition to the Investment Company described in this Sales Prospectus, the Management Company also manages the following undertakings for collective investment: »BANTLEON ANLEIHENFONDS« and »BANTLEON OPPORTUNITIES«. Detailed information on the funds it manages can be found on the website [www.bantleon.com](http://www.bantleon.com).

The Management Company may employ an Investment Adviser or Investment Manager under its own responsibility and control for the purpose of managing the Investment Company's sub-funds. The Investment Adviser/Investment Manager is remunerated for the service provided either from the Management Company's management fee or directly from the relevant sub-fund assets. Details of the percentage, calculation and payment for each sub-fund can be found in the corresponding Annex to the Sales Prospectus.

While the Management Company may call on the services of an Investment Adviser, it remains solely responsible for making investment decisions, issuing orders and selecting brokers when doing so.

The Management Company is authorised to entrust the management of each sub-fund's assets to an Investment Manager under its own responsibility and control. The transfer of tasks must not be in any way detrimental to the effectiveness of the Management Company's monitoring of such tasks. In particular, it must not prevent the Management Company from acting in the interests of the shareholders.

### Remuneration policy

The Management Company has drawn up and implemented a remuneration policy and practice that comply with the applicable legal requirements. The remuneration policy is compatible with and beneficial to the Management Company's risk-management procedure and neither encourages taking on risks that do not match the risk profiles and Articles of Association of the funds it manages nor prevents the Management Company from acting in the Fund's best interests as it is required to do. Furthermore, the remuneration policy is aligned with the Management Company's corporate strategy, objectives, values and interests and those of the funds it manages and investors in such funds and includes measures to avoid conflicts of interest. The remuneration policy and practice include fixed and variable remuneration components. Performance-related remuneration depends on the employee's qualifications and skills as well as on the responsibility taken on and the contribution to the Management Company's results. Employees' performance is assessed over a period of several years in line with the holding period recommended by the Management Company to investors in the funds it manages in order to ensure that the assessment reflects the Fund's longer-term performance and its investment risks and that the payment of performance-related remuneration components is spread out over the same period.

## 4. Investment Manager

The Management Company itself manages some sub-funds of the Investment Company and has outsourced all or part of other sub-funds to BANTLEON BANK AG (hereinafter referred to as »Investment Manager«). The fund overview on pages 65 to 68 of this Sales Prospectus indicates which company is effectively entrusted with the investment management of the respective sub-fund.

The Investment Manager was established on 5 September 1994 as a public limited company under Swiss law and has its registered office at Bahnhofstrasse 2, CH-6300 Zug, Switzerland. It is authorised as an asset manager and supervised by the Swiss Financial Market Supervisory Authority FINMA, Laupenstrasse 27, CH-3003 Bern, Switzerland (hereinafter »FINMA«).

The Investment Manager's tasks include in particular implementing the investment policy in respect of the Fund's assets on a day-to-day basis, carrying out day-to-day portfolio management under the supervision, responsibility and control of the Management Company and providing other related services. It fulfils these tasks at its own discretion while complying with the principles of the fund's investment policy and investment restrictions as set out in this Sales Prospectus as well as the investment restrictions prescribed by law.

The Investment Manager is authorised to select brokers and traders to execute transactions concerning the Fund's assets. It is also responsible for making investment decisions and issuing orders.



Furthermore, the Investment Manager has the right to obtain advice from third parties at its own expense and under its own responsibility. The Investment Manager is additionally authorised, with the prior consent of the Management Company, to delegate some or all of its duties to third parties, provided it is confident in their qualifications and they are appropriately authorised to perform the delegated duties. The Investment Manager is liable for such third parties. It must monitor them on an ongoing basis and bear the cost of their remuneration.

The Investment Manager bears all the expenses it incurs in connection with the services it performs. Broker commissions, transactions fees and other transaction-related costs arising in connection with the purchase and sale of assets are borne by the relevant sub-fund.

### 5. Custodian

Under a custodian and main paying agent agreement (hereinafter the »Custodian Agreement«), UBS Europe SE, Luxembourg Branch, has been appointed as Custodian for the Investment Company and its sub-funds (hereinafter »Custodian«). It will also act as the main paying agent. The Custodian is the Luxembourg branch of UBS Europe SE, a European Company (*Societas Europaea* or SE) which is established for an indefinite period. The registered office of UBS Europe SE, Luxembourg Branch, is at 33A, avenue J.F. Kennedy, L-1855 Luxembourg. The Custodian is authorised to conduct all banking transactions under Luxembourg law.

The Custodian Agreement states that the Custodian is responsible for the custody of assets held by the Investment Company and its sub-funds in the form of financial instruments, for keeping accounts and verifying the ownership of other assets of the Investment Company and its sub-funds, as well as for the efficient and adequate monitoring of the Investment Company's payment flows in accordance with the provisions of the Law of 17 December 2010 and the Custodian Agreement. Assets held in custody are not used by the Custodian for its own account or by third parties to which custody functions are delegated for their own account, unless such use is expressly permitted by the Law of 17 December 2010.

The Custodian must additionally ensure that (i) shares of the Investment Company and its sub-funds are sold, issued, repurchased, redeemed and cancelled in accordance with Luxembourg law, the Sales Prospectus and the Articles of Association; (ii) the value of the shares is calculated in accordance with Luxembourg law, the Sales Prospectus and the Articles of Association; (iii) instructions from the Management Company or the Investment Company are carried out insofar as they are not contrary to Luxembourg law, the Sales Prospectus and/or the Articles of Association; (iv) the value of transactions affecting the Investment Company's assets is credited to the Investment Company's assets within the usual periods; (v) the income earned by the Investment Company and its sub-funds is used in accordance with Luxembourg law, the Sales Prospectus and the Articles of Association.

Under the provisions of the Custodian Agreement and the Law of 17 December 2010 and with a view to fulfilling its duties efficiently, the Custodian may, subject to certain conditions, delegate its custodian duties with respect to financial instruments that can be held in custody and are appropriately entrusted to the Custodian for custody to one or more sub-custodians and/or – with respect to other assets of the Investment Company – delegate its duties to keep accounts and verify ownership to other third parties as it deems appropriate. The Custodian does not normally allow its sub-custodians to delegate the custody of financial instruments unless it has expressly consented to such further delegation by a sub-custodian.

Before a sub-custodian is appointed and/or employed, the Custodian assesses the potential for conflicts of interest resulting from the delegation of custody functions on the basis of the applicable laws and regulations and its policy on conflicts of interest. The Custodian is part of the UBS Group, a global banking group that offers a complete range of private banking, securities trading, investment banking, asset management and other financial services and is among the largest players in the financial sector worldwide. As a result, conflicts of interest may arise due to the delegation of custody functions, since the Custodian and parties associated with it operate in various fields of business and may pursue differing interests. Investors can receive further information on this subject free of charge by sending a written request to the Custodian. In order to avoid potential conflicts of interest, the Custodian does not appoint sub-custodians that are part of the UBS Group or allow further delegation to third parties that are part of the UBS Group, unless such appointment is in the

shareholders' interests and no conflict of interest is identified at the time the sub-custodian is appointed or further delegation to a third party takes place. Regardless of whether a sub-custodian or other third party is part of the UBS Group, the Custodian applies the same degree of skill, care and diligence, not only in the selection and appointment, but also in its regular reviews of the sub-custodian or other third party. Furthermore, the conditions attached to any appointment of a sub-custodian or other third party that is part of the UBS Group are negotiated in the same way as any normal business agreement in order to protect the interests of the Investment Company, its sub-funds and its shareholders. Should a conflict of interest arise that cannot be eliminated, the shareholders must be informed of this conflict of interest and the measures taken in this regard. Up-to-date lists of all custody functions delegated by the Custodian and all sub-custodians and other third parties to which functions are delegated can be found on the website <https://www.ubs.com/global/en/legalinfo2/luxembourg.html>.

If a third country's legislation stipulates that specific financial instruments must be held in custody by a company in that country, but no company in that country meets the requirements for delegation set out in Article 34bis paragraph 3b)i) of the Law of 17 December 2010, the Custodian may only delegate its duties to such a company to the extent required by the third country's law and may only do so as long as there is no company in the country that meets the aforementioned requirements. To ensure that its duties are only delegated to sub-custodians that guarantee an adequate standard of protection, the Custodian must apply the skill, care and diligence required by the Law of 17 December 2010 in selecting and appointing a third party to which it wishes to delegate some of its duties and in regularly reviewing and continually monitoring third parties to which it has delegated some of its duties as well as the agreements signed by such third parties concerning the duties delegated to them. In particular, any delegation is only possible if the sub-custodian keeps the assets of the Investment Company and its sub-funds separate from its own assets at all times while performing the duties delegated to it in accordance with the Law of 17 December 2010. Any delegation does not affect the Custodian's liability, unless the Law of 17 December 2010 or the Custodian Agreement states otherwise.

The Custodian is liable to the Investment Company or its shareholders for the loss of financial instruments held in custody by the Custodian or a sub-custodian within the meaning of Article 35 paragraph 1 of the Law of 17 December 2010 and Article 12 of Delegated Regulation (EU) 2016/438 of 17 December 2015. In the event of the loss of such a financial instrument, the Custodian must immediately supply the Investment Company with an identical financial instrument or reimburse the corresponding sum. In accordance with the Law of 17 December 2010, the Custodian is not liable for the loss of a financial instrument as a result of an external event over which the Custodian could not be expected to have any influence and the consequences of which could not be avoided despite all reasonable efforts.

The Custodian is liable to the Investment Company and the shareholders for all direct losses suffered by the latter as a result of any negligent or deliberate violation of its obligations under the applicable legal provisions, in particular the Law of 17 December 2010 and/or the Custodian Agreement.

The Investment Company and the Custodian may terminate the Custodian Agreement at any time by registered letter, subject to three (3) months' notice. In the event of voluntary withdrawal by the Custodian or termination by the Investment Company, the Custodian must be replaced before the end of this notice period with a new Custodian, to which the Investment Company's assets must be transferred and which must take over the Custodian's functions and responsibilities. If the Investment Company fails to appoint a new Custodian in time, the Custodian may report the situation to the CSSF.

### **6. Central Administration Agent:**

The Investment Company's Central Administration Agent is Universal-Investment-Luxembourg S.A., 15, rue de Flaxweiler, L-6776 Grevenmacher (hereinafter »Central Administration Agent«).

As Central Administration Agent, Universal-Investment-Luxembourg S.A. is responsible in particular for the following: keeping accounts for the sub-funds, valuing the sub-funds' assets, calculating the net asset value, preparing the annual and semi-annual reports, and other central administration tasks required by Luxembourg law.



### 7. Registrar and Transfer Agent

The Investment Company's Registrar and Transfer Agent is European Fund Administration S.A., 2, rue d'Alsace, L-1122 Luxembourg (hereinafter »Registrar and Transfer Agent«). It performs this function on behalf of and under the responsibility of Universal-Investment-Luxembourg S.A., 15, rue de Flaxweiler, L-6776 Grevenmacher (sub outsourcing).

The tasks of the Register and Transfer Agent consist of the technical processing and execution of applications and orders for the subscription, redemption, exchange and transfer of shares under the supervision of the Custodian, the verification of compliance with the relevant money laundering regulations when accepting subscription applications and the maintenance of the share register.

### 8. Distributors

The Management Company appointed by the Investment Company, BANTLEON AG, also acts as the main distributor. The role of the main distributor is to appoint further distributors in accordance with the applicable laws to offer and sell shares of the sub-funds in countries where the offering and sale of the shares is planned and permitted. Under certain circumstances, distributors may be authorised to keep some or all of the subscription fee charged on the shares they distribute for themselves or to reduce the subscription fee.

### 9. Legal position of shareholders

The Management Company invests the money paid into each sub-fund on behalf of the Investment Company. Investments are made in accordance with the principle of risk diversification in securities and/or other assets permitted by Article 41 of the Law of 17 December 2010. The monies invested and the assets acquired with such monies form the relevant sub-fund's assets, which are held separately from the Management Company's own assets.

As joint owners, the Investment Company's shareholders own a share of the respective sub-fund commensurate with the number of shares held. The Investments Company's shares are issued in the certificates and denominations stated in the Annex for each specific sub-fund. If registered shares are issued, these are entered by the Registrar and Transfer Agent in the share register maintained for the Investment Company. In this case, confirmation that the shares have been entered in the share register is sent to each shareholder at the address specified in the share register. Shareholders are not entitled to the delivery of physical share certificates.

In principle, all shares of a sub-fund have the same rights, unless the Investment Company decides to issue different classes of share within the same sub-fund pursuant to Article 11 (7) of the Articles of Association.

The Investment Company draws investors' attention to the fact that all investors may only fully exercise their investor rights – in particular the right to participate in general meetings of shareholders – directly against the Fund or sub-funds if they are registered individually in their own name in the share register for the Fund or a sub-fund. In cases where an investor invests in the Fund or a sub-fund through an intermediary investing in its own name but on behalf of the investor, it may not always be possible for the investor to exercise all shareholder rights directly against the Fund or sub-fund. Investors are advised to take advice on their rights.

### 10. General information on trading in shares of the Investment Company and its sub-funds

Investing in the sub-funds is regarded as a long-term commitment. The technique of arbitrage whereby an investor systematically subscribes, exchanges and redeems shares of a sub-fund within a short period in order to exploit time differences and/or the imperfections or weaknesses in the valuation system for calculating the sub-fund's net asset value – known as market timing – may be detrimental to the interests of the other shareholders and is therefore prohibited by the Investment Company and the Management Company. The Management Company takes the appropriate protection and/or control measures to avoid such practices.

The purchase or sale of shares after the close of trading at already established or predictable closing prices – known as late trading – is strictly prohibited by the Investment Company and the Management Company.

The Management Company ensures in all cases that shares are issued and redeemed on the basis of a net asset value per share previously unknown to the shareholder. If the suspicion nevertheless exists that a shareholder is engaging in late trading, the Management Company reserves the right to reject the subscription or redemption order until the applicant proves beyond all doubt that this is not the case.

Shares of the Investment Company may also be admitted to official trading on an exchange. The market price underlying trading on an exchange is not determined exclusively by the value of the assets held in the Fund, it is also influenced by supply and demand. This market price can therefore differ from the share price calculated from regular valuations.

### **11. Investment policy**

Each sub-fund's assets are invested in accordance with the principle of risk diversification within the meaning of the provisions of Part I of the Law of 17 December 2010 and in accordance with the general investment principles and restrictions specified in Article 4 of the Articles of Association. Each sub-fund's investment policy is described in the relevant Annex to this Sales Prospectus.

The general investment principles and restrictions specified in Article 4 of the Articles of Association apply to all of the Investment Company's sub-funds, provided no deviations or addenda are specified in the relevant Annex to this Sales Prospectus for a particular sub-fund.

### **12. Information on the use of derivatives**

In accordance with the general investment principles and restrictions specified in Article 4 of the Articles of Association, the Management Company may make use of derivatives for each sub-fund to ensure efficient portfolio management. The counterparties in these derivatives transactions must be institutions subject to prudential supervision that specialise in this type of transaction.

Derivatives involve considerable opportunities but also high risks. Due to the leverage effect of these products, a sub-fund may incur substantial losses using relatively little capital. The following is a non-exhaustive list of derivatives that can be used for the sub-funds to the extent provided for in the relevant Annexes to this Sales Prospectus:

#### **1. Financial futures contracts**

Financial futures contracts are unconditionally binding agreements for both contracting parties to buy or sell a specific quantity of a specific underlying asset at a specific time (the expiry date) at a price agreed in advance.

#### **2. Options**

An option is a right to buy (call option) or sell (put option) a particular asset at a predetermined time (exercise time) or during a predetermined period at a predetermined price (strike price). The price of a call or put option is the option premium.

For each sub-fund, both call and put options may only be bought or sold to the extent that the sub-fund is permitted to invest in the underlying assets pursuant to the investment policy set out in the relevant Annex.

#### **3. Derivatives embedded in financial instruments**

Financial instruments with embedded derivatives may be acquired for each sub-fund. These may, for example, consist of structured products (certificates, reverse convertible bonds, warrant-linked bonds, convertible bonds, credit-linked notes etc.) or warrants. The main feature of products included under »derivatives embedded in financial instruments« is that the embedded derivative components affect the payment flows for the entire product. Alongside the risk characteristics of transferable securities, the risk characteristics of derivatives and other techniques and instruments are also decisive.

Structured products may be used on the condition that they are transferable securities within the meaning of Article 2 of the Grand-Ducal Regulation of 8 February 2008.

### 4. Currency futures contracts

The Management Company may enter into currency futures contracts for each sub-fund.

Currency futures contracts are unconditionally binding agreements for both contracting parties to buy or sell a specific quantity of a specific underlying currency at a specific time (the expiry date) at a price agreed in advance.

### 5. Swaps

The Management Company may enter into swap transactions on behalf of each sub-fund in accordance with its investment principles.

A swap is an agreement between two parties concerning the exchange of cash flows, assets, income or risks.

Swap transactions that may be entered into for the sub-funds include but are not limited to interest rate, currency, equity and credit default swaps.

- An interest rate swap is a transaction in which two parties swap cash flows based on fixed or variable interest payments. The transaction can be compared to borrowing at a fixed rate of interest while simultaneously lending at a variable rate of interest, without exchanging the nominal value of the assets.
- Currency swaps usually involve an exchange of the nominal value of the assets. They can be compared to borrowing in one currency while simultaneously lending in another currency.
- A total return swap (»TRS«) is an agreement to compensate the total income and/or net change in market value of an underlying financial instrument through payments between the contracting parties. TRSs may take on various forms, e.g. asset swaps or equity swaps.
  - Asset swaps, also known as »synthetic securities«, are transactions that convert the income from a particular asset to another rate of interest (fixed or variable) or to another currency by combining the asset (e.g. bond, floating-rate note, bank deposit, mortgage) with an interest rate swap or currency swap.
  - An equity swap is the exchange of payment flows, changes in value and/or income from an asset in return for payment flows, changes in value and/or income from another asset in which at least one of the assets underlying the exchange of payment flows or income is a share or a share index.

TRSs are entered into for the Fund in order to replicate participation in specific asset classes with a view to enhancing returns. This includes TRS transactions for the purposes of efficient portfolio management and generating additional returns, e.g. through speculative investments. In some cases at least, this can increase the Fund's risk of losses. TRSs may concern the following types of Fund assets: shares, share indices, bonds, bond indices and commodities. Up to 100% of the Fund's assets may be used for TRSs for hedging purposes, up to 30% of the Fund's assets for other purposes. The Management Company expects that no more than 30% of the Fund's assets will be used for TRSs in either case as a rule. However, this is merely an estimate and may be exceeded in certain circumstances. All returns generated by TRSs accrue to the Fund – net of all transaction costs.

The Management Company selects contracting parties (counterparties) for TRSs itself, taking account of all supervisory requirements applicable at the fund and company levels and in line with transparent quantitative and qualitative criteria. In particular, the selection process ensures that each counterparty is subject to official prudential supervision, is financially sound and has the organisational structure and resources required to fulfil its contractual obligations towards the Management Company, acting on behalf of the Fund. TRS counterparties are selected according to the following criteria: credit and financial services institutions with their registered office in a Member State of the EU, a country party to the Agreement on the EEA or a third country with supervisory regulations that the CSSF deems equivalent to those under EU law. In principle, counterparties must at least have an investment-grade credit rating, meaning a rating of »BBB-« or higher from »Standard & Poor's« or »Fitch« or »Baa3« or higher from »Moody's«. However, exceptions can be made to this minimum credit rating rule where justified. In such cases, the counterparty must still have a rating of at least »B-« from »Standard &

Poor's« or »Fitch« or »B3« from »Moody's«. Counterparties are additionally selected according to the contractual terms they offer. There are no restrictions as regards the legal form of counterparties. At the time of production of this Sales Prospectus, most of the counterparties used are public limited companies.

- A credit default swap (»CDS«) is a financial instrument that separates the credit risk from the underlying credit relationship and thus allows it to be traded separately. Most CDSs are bilateral, fixed-term agreements governing the transfer of defined credit risks (individual or portfolio risks) from one contracting party to the other. The seller of a CDS (also known as the protection seller) normally receives a periodic premium calculated on the basis of the nominal amount from the buyer (protection buyer) in exchange for taking on the credit risk. This premium depends on the quality of the underlying reference debtor(s) (i.e. their credit risk), among other things. As long as no credit events (default events) occur, the CDS seller does not have to render a performance. If a predefined credit event does occur, the seller pays the nominal value. The buyer has the right to tender an asset of the reference debtor as specified in the agreement. The buyer's premium payments are stopped as of this point. In the case of a credit event within a CDS basket, the defaulting debtor may be removed from the contract, which is then continued with a reduced nominal value. A compensation payment equal to the difference between the nominal value of the reference assets and their market value after the credit event occurs may also be agreed. This is referred to as cash settlement.

Where permissible according to the Annex for a sub-fund, CDSs are as a rule used to hedge the credit risk attached to bonds, i.e. the sub-fund is always the protection buyer (buying a CDS). CDSs can be divided into two categories: single-name CDSs relate to the credit default risk of a single issuer, whereas basket or index CDSs relate to a portfolio of reference debtors. The risk for the Fund as protection buyer is limited to the payment of the premium. The premium depends on the probability of default and the maximum loss that could be incurred. Like all derivatives, CDSs entail a counterparty risk in that the protection buyer might not receive any compensation when a credit event occurs if the protection seller defaults.

A sub-fund may also act as protection seller by selling a CDS. In such cases, the contract must always concern a basket or index CDS relating to a portfolio of reference debtors. The risks to be transferred, i.e. the credit events covered by the CDS, must be precisely defined in advance. As long as no credit event occurs, the CDS seller does not have to render a performance. If a credit event does occur, the seller pays the amount defined in advance, e.g. the nominal value or a compensation payment equal to the difference between the nominal value of the reference assets and their market value after the credit event occurs (cash settlement).

The contracting parties cannot exert any influence over the composition or management of the respective sub-fund's investment portfolio or the assets underlying the derivatives. Transactions involving the sub-fund's investment portfolio do not require the counterparty's consent.

### 6. Swaptions

A swaption is the right, but not the obligation, to enter into a swap based on precisely specified conditions, at a given time or within a given period. In other respects, the principles for swaptions are the same as those for options set out above.

### 13. Information on the use of techniques for efficient portfolio management

In accordance with the general investment principles and restrictions outlined in Article 4 of the Articles of Association, the Management Company may employ techniques for the purpose of efficient portfolio management within the meaning of Article 51 paragraph 2 of the UCITS Directive.

Techniques for the purpose of efficient portfolio management include the following:

- Securities lending
- Repurchase agreements (repos)

- Reverse repurchase agreements (reverse repos)

The sub-funds must under no circumstances use these techniques in a way that deviates from their investment objectives. At the same time, the use of the techniques must not cause a sub-fund's risk level to be increased significantly relative to its original risk level (i.e. the level without use of the techniques).

The risks that arise when using the techniques are essentially comparable to those arising from the use of derivatives (in particular counterparty risk). The Management Company ensures that the risks arising from the use of the techniques are monitored and managed as part of the risk management procedure either by the Management Company itself or by a service provider appointed by it.

The Management Company also takes care to ensure that it can at any time terminate any contract entered into in connection with the use of the techniques or demand the return of securities or cash transferred to the borrower concerned. Cash must be returned together with interest accrued up to the time of the demand. In addition, the Management Company ensures that investors' redemption orders can be met at all times, even when the techniques for the purpose of efficient portfolio management are used.

All income resulting from the techniques, minus any direct and indirect operating costs, accrues to the Fund. Any external service providers involved in securities lending or repo transactions may receive up to 50% of the resulting income in exchange for arranging, preparing and executing the transactions.

Techniques for the purpose of efficient portfolio management involve considerable opportunities but also high risks. Due to the leverage effect of these techniques, a sub-fund may incur substantial losses using relatively little capital. The following is a non-exhaustive list of techniques for the purpose of efficient portfolio management that can be used for the sub-funds to the extent provided for in the relevant Annexes to this Sales Prospectus:

### 1. Securities lending

In order to generate additional capital or income or to reduce its costs or risks, each sub-fund may enter into securities lending agreements, provided these are in line with the applicable Luxembourg laws, regulations and CSSF circulars as well as the applicable provisions of EU law.

- a) Each sub-fund may lend securities either directly or through a standardised securities lending system organised by a recognised securities settlement or clearing institution such as CLEARSTREAM and EUROCLEAR or by a financial institution that specialises in such transactions and is subject to supervisory regulations that the CSSF deems equivalent to those under EU law. Where the Management Company enters into securities lending agreements directly (i.e. without involving any external service provider), it selects the counterparties to such agreements (borrowers or third parties) itself, taking account of all supervisory requirements applicable at the fund and company levels. In particular, the selection process ensures that each borrower is subject to official prudential supervision and meets the following criteria with regard to supervisory status and country of origin: credit and financial services institutions with their registered office in a Member State of the EU, a country party to the Agreement on the EEA or a third country with supervisory regulations that the CSSF deems equivalent to those under EU law. There is no minimum credit rating requirement for selecting borrowers because collateral must always be provided for securities lending agreements. There are no restrictions with regard to the borrower's legal status or legal form.

The sub-fund concerned ensures that the securities transferred under a securities lending agreement can be transferred back to it at any time and that the securities lending agreement can be terminated at any time. If a financial institution specialising in the organisation of a standardised securities lending system is acting on its own account, it must be considered to be the counterparty to the securities lending agreement. If a sub-fund lends its securities to companies affiliated with it by way of common management or control, specific attention must be paid to any conflicts of interest that may arise from this.



The sub-fund must receive collateral in accordance with the supervisory requirements in respect of counterparty risk and collateral provision, either prior to or at the time the lent securities are transferred. When the securities lending agreement expires, the collateral is remitted either at or immediately after the time the lent securities are returned. Within the framework of a standardised securities lending system organised by a recognised securities settlement institution or by a financial institution that specialises in such transactions and is subject to supervisory regulations that the CSSF deems equivalent to those under EU law, the securities lent may be transferred before the collateral is received if the intermediary (*intermédiaire*) in question assures the proper execution of the transaction. The intermediary may, instead of the borrower, provide the sub-fund with collateral that meets supervisory requirements in respect of counterparty risk and collateral provision. In this case, the intermediary is contractually bound to provide the collateral.

- b) Up to 100% of the Fund's assets may be the object of securities lending, i.e. the Fund's entire holdings of securities, money market instruments and other investments may be transferred indefinitely to third parties under securities lending agreements. The Management Company expects that no more than 50% of the Fund's assets will be used for securities lending as a rule. However, this is merely an estimate and may be exceeded in certain circumstances. The Management Company must ensure at all times that the volume of securities lending transactions is kept to an appropriate level or that it can request the return of the securities lent in a manner that enables it to meet its redemption obligations at all times and that these transactions do not jeopardise the management of the sub-funds' assets in accordance with its investment policy. For each securities lending agreement entered into, the sub-fund concerned must ensure that the value of the collateral is at least as high as the total market value (including interest, dividends and any other claims) of the securities lent throughout the term of the lending agreement.
- c) Each sub-fund may include collateral in accordance with the requirements stated here in order to take into consideration the counterparty risk of transactions involving repurchase rights.

Each sub-fund must revalue the collateral received on a daily basis. The agreement between the Management Company and the counterparty must stipulate that the provision of additional collateral might be required from the counterparty within an extremely short timescale if the value of the collateral already provided proves to be insufficient in relation to the amount to be secured. In addition, the agreement must stipulate collateral margins that take into consideration the currency or market risks associated with the assets accepted as collateral.

The assets that can be accepted as collateral are listed under »Counterparty risk« below.

Collateral not provided in the form of cash must be issued by a company that is not affiliated with the counterparty.

## 2. Repurchase agreements

The sub-funds may enter into repurchase agreements (repos) that involve the purchase and sale of securities where the contractual conditions grant the seller the right or the obligation to buy back the sold securities from the buyer at a particular price and within a particular time period agreed between the parties on conclusion of the agreement. In an ordinary repo, securities, money market instruments or other Fund investments are transferred to a buyer against payment. In a reverse repo, securities, money market instruments or other investments are transferred from a seller in line with the applicable investment limits.

The Management Company selects the counterparties for repos itself, taking account of all supervisory requirements applicable at the fund and company levels. In particular, the selection process ensures that each counterparty is subject to official prudential supervision and meets the following criteria with regard to supervisory status and country of origin: credit and financial services institutions with their registered office in a Member State of the EU, a country party to the Agreement on the EEA or a third country with supervisory regulations that the CSSF deems equivalent to those under EU law. There is no minimum credit rating requirement for selecting borrowers because collateral must always be provided for repos. There are no restrictions with regard to the borrower's legal status or legal form.



Reverse repos are entered into to generate additional returns for the Fund, whereas ordinary repos are entered into to generate additional liquidity in the Fund on a temporary basis.

Up to 100% of the Fund's assets may be the object of repos, i.e. the Fund's entire holdings of securities may be transferred to third parties by way of repos. The Management Company expects that no more than 50% of the Fund's assets will be used for repos as a rule. However, this is merely an estimate and may be exceeded in certain circumstances.

The sub-funds may enter into repos as either the buyer or the seller, subject to the following guidelines:

- a) Securities may only be bought or sold via a repo if the counterparty is a credit or financial institution with a sufficient credit rating as described above that specialises in this type of transaction.
- b) During the term of a repo, the securities concerned may not be sold before the counterparty has exercised the right to repurchase them or before the deadline for the repurchase has expired.

When the Management Company enters into a repo for the account of a sub-fund, it must ensure that it is able at all times to demand repayment of the cash value of the repo in full or to terminate the repo either at the current market value or on an accrued basis. In addition, the Management Company must ensure that it is possible at all times to terminate the repo and demand the return of the underlying securities.

### 14. Calculation of the net asset value per share

The net assets of the Investment Company are expressed in euros (EUR, referred to as the »reference currency«). The value of a share (or »net asset value per share«) is expressed in the currency specified in the relevant Annex to the Sales Prospectus (the »sub-fund currency«), provided no other currency is stipulated for other share classes (»share class currency«) in the respective Annex to the Sales Prospectus.

The net asset value per share is calculated by the Management Company – or by a third party commissioned by the Management Company – under the supervision of the Custodian, on each bank business day in Luxembourg (»valuation date«), with the exception of 24 and 31 December each year.

In order to calculate the net asset value per share, the value of the assets of each sub-fund minus the liabilities of that sub-fund (the »net sub-fund assets«) is determined on each valuation date and divided by the number of shares of the sub-fund in issue on the valuation date. Further details concerning the calculation of the net asset value per share are specified in particular in Article 12 of the Articles of Association.

A sub-fund could suffer a dilution of its net asset value per share due to investors buying or selling shares of the sub-fund at a price that does not reflect the trading and other costs arising as a result of the Investment Manager conducting securities transactions to take account of asset inflows and outflows. In order to counteract this dilution effect and protect the shareholders' interests, the Investment Company's sub-funds can be subject to a swing pricing procedure that functions as follows: if a sub-fund's total net inflows or outflows on a valuation date exceed a predefined limit, the net asset value per share may be adjusted upwards or downwards to reflect the expected costs. The limits for each sub-fund are regularly reviewed and adjusted as necessary. The net inflows and outflows are calculated on the basis of the latest information available at the time the net asset value is calculated. The price adjustment for each sub-fund is based on the trading and other costs it incurs. It may vary from one sub-fund to another, but it will never exceed 2% of the original net asset value per share. The price adjustment applicable to each sub-fund is available from the Management Company on request.

### 15. Issue of shares

1. Shares are issued on each valuation date at the issue price. The issue price is the net asset value per share pursuant to Article 12 (4) of the Articles of Association, plus a subscription fee in favour of the distributor, the maximum amount of which is stated for each sub-fund in the relevant Annex to this Sales Prospectus. The issue price may be increased by fees or other costs incurred in individual distribution countries.

- Subscription orders for the acquisition of registered shares may be submitted to the Management Company, the distributors or the Registrar and Transfer Agent. Where subscription orders are received by the Management Company or the distributors, these are obliged to forward all subscription orders immediately to the Registrar and Transfer Agent. Receipt by the receiving agent is decisive. This agent accepts the subscription orders on behalf of the Investment Company.
- Subscription orders for the acquisition of shares certified in the form of global certificates (bearer shares) are forwarded to the Registrar and Transfer Agent by the entity with which the subscriber holds a custody account. Receipt by the Registrar and Transfer Agent (relevant agent) is decisive.

If the equivalent value of the subscribed shares is not at the relevant agent's disposal at the time of receipt of the completed subscription order, or if the subscription order is incorrect or incomplete, the subscription order is regarded as having been received by the relevant agent on the date on which the equivalent value of the subscribed shares is available and the subscription order is submitted properly.

The issue price is equal to the net asset value per share plus any subscription fee.

The issue price is payable to the Custodian in Luxembourg in the sub-fund's currency within the number of bank business days specified in the relevant Annex to the Sales Prospectus and in any case no later than four bank business days after the valuation date.

On receiving the issue price, the Custodian or the Registrar and Transfer Agent transfers the bearer shares on behalf of the Investment Company to the entity with which the subscriber holds a custody account.

- The circumstances under which the issue of shares may be suspended are specified in Article 15 of the Articles of Association.

### 16. Redemption and exchange of shares

- Shareholders are entitled at all times to request the redemption of their shares at the net asset value per share in accordance with Article 12 (4) of the Articles of Association, less a redemption fee if applicable (the redemption price). Shares are only redeemed on valuation dates as defined in the Annex for each sub-fund. If a redemption fee is payable, the maximum amount of this redemption fee and the agent to which it is payable are specified for each sub-fund in the relevant Annex to this Sales Prospectus.

In certain countries, the redemption price may be reduced by local taxes and other charges. The corresponding share lapses on payment of the redemption price.

- Payment of the redemption price and any other payments to shareholders are made via the Custodian or the paying agents. The Custodian is not obliged to make payment where any legal provisions, such as exchange control regulations, or other circumstances beyond the Custodian's control prohibit the transfer of the redemption price to the redeeming shareholder's country.

The Management Company may buy back shares unilaterally against payment of the redemption price, provided this is deemed to be in the interests of or necessary to protect the shareholders, the Investment Company or one or more sub-funds.

- Some or all of the shares of a sub-fund may be exchanged for shares of another sub-fund on the basis of the relevant net asset value per share of the respective sub-fund in accordance with Article 12 (4) of the Articles of Association, subject to an exchange fee in favour of the distributor, where applicable, amounting to no more than the subscription fee of the sub-fund into which the exchange is made. If no exchange fee is charged, this is specified in the relevant Annex to this Sales Prospectus for the sub-fund in question.

If various share classes are offered within a sub-fund, shares of one class may be exchanged for shares of another class within the same sub-fund, unless otherwise stated in the respective Annex to the Sales Prospectus. Where shares with a lower subscription fee are exchanged for shares with a higher subscription fee, the distributor is entitled to charge an exchange fee amounting to no more than the subscription fee of the sub-fund into which the exchange is made. Where shares with a higher subscription fee are exchanged

for shares with a lower subscription fee, the subscription fee is not refunded. If no exchange fee is charged, this is specified in the relevant Annex to this Sales Prospectus for the share classes in question.

The Management Company may reject exchange orders concerning a sub-fund at any time if this is deemed to be in the interests of the Investment Company, the sub-fund or the shareholders.

4. Completed orders for the redemption or exchange of registered shares may be submitted to the Management Company, the distributors or the Registrar and Transfer Agent. Where redemption or exchange orders are received by the Management Company or the distributors, these are obliged to forward all redemption and exchange orders immediately to the Registrar and Transfer Agent.

An order for the redemption or exchange of registered shares is deemed to be completed if it contains the shareholder's name and address, the number and/or value of the shares to be redeemed or exchanged, the name of the sub-fund and the shareholder's signature.

Completed orders for the redemption or exchange of bearer shares are forwarded to the Registrar and Transfer Agent (relevant agent) by the entity with which the shareholder holds a custody account.

The redemption price is paid out in the sub-fund's currency within the number of bank business days specified in the relevant Annex to the Sales Prospectus and in any case within four bank business days. In the case of registered shares, it is paid into an account to be specified by the shareholder.

Any fractional amounts resulting from the exchange of shares are credited to the shareholder.

5. The Management Company is obliged to suspend the redemption and exchange of shares temporarily when the calculation of the net asset value is suspended.
6. Bearing in mind the interests of shareholders and subject to prior approval by the Custodian, the Management Company is entitled to defer significant volumes of redemptions until corresponding assets of the relevant sub-fund are sold without delay. In this case, pending redemptions are settled at the redemption price applicable at the time. The same applies to orders for the exchange of shares. However, the Investment Company undertakes to ensure that the assets of each sub-fund contain sufficient liquidity such that shareholders' orders for the redemption and exchange of shares can be settled immediately under normal circumstances.

### 17. Information on risks

An investment in shares of the Investment Company entails risks. These may include or relate to equity, interest rate, commodity, currency, credit, liquidity, counterparty, volatility and political risks. Each of these risks may also be combined with other risks. A brief description of some of these risks is provided below. This is not to be understood as an exhaustive list of the risk factors associated with investments in the Fund. Potential investors should have experience investing in the instruments employed under the stated investment policy. Investors should also be familiar with the risks attached to an investment in the Fund's shares and only make an investment decision after receiving comprehensive advice from their legal, tax and financial advisers, auditors or other advisers regarding an investment in the Fund, taking account of their personal financial and tax situation and other circumstances as well as the information contained in this Sales Prospectus and the Fund's investment policy.

The value of the Investment Company's shares is influenced by fluctuations in the price of the assets held in the Fund and may thus rise above or fall below the purchase price. No warranty can therefore be given that the investment objective of a sub-fund will be achieved or that the investments in the Fund will gain value. Past performance is not a reliable indicator of future results.

Individual risks are described in detail below, although it is expressly stated that this is not an exhaustive list of all the relevant risks:

### General market risk

The price or market value of financial products depends in particular on capital market trends, which in turn are influenced by the global economic situation in general as well as by the economic and political climate in individual countries. General price trends, in particular on exchanges, can also be affected by irrational factors such as sentiment, opinions and rumours. Market risk means that losses in value may occur when the market value of an asset falls below the purchase price.

### Interest rate risk

Investing in fixed-interest securities entails the possibility that the market interest rate level at the time of issue of a security could change. If market interest rates increase relative to the rates at the time of issue, fixed-interest securities will generally decrease in value. Conversely, if market interest rates fall, fixed-interest securities will gain value. These developments mean that the current yield of fixed-interest securities roughly corresponds to the current market interest rate. However, these fluctuations in value may vary, depending on the term to maturity of the fixed-interest securities. Fixed-interest securities with shorter terms to maturity carry lower price risks than those with longer terms to maturity, but they also tend to have lower yields. Owing to their short term to maturity of 12 months or less, money market instruments tend to carry lower price risks.

### Credit risk

Investors should be aware that an investment of this kind can entail credit risks. Bonds and other debt securities carry a credit risk related to the issuer, which can be gauged using the issuer's credit rating. As a rule, bonds and other debt securities from issuers with a lower rating are regarded as having a higher credit risk and a higher probability of default by the issuer than those from issuers with a higher rating. If an issuer of bonds or other debt securities encounters financial or economic difficulty or has its credit rating downgraded, this can have a negative impact on the value of the bonds or debt securities (which may even be reduced to zero) and on payments relating to them (which may also be reduced to zero).

### Counterparty risk

In the case of transactions not conducted via an exchange or a regulated market (»OTC transactions«), securities lending and repo transactions, there is, in addition to the general default risk, the risk that the counterparty to the transaction may default or fail to meet its obligations in full. This applies in particular to transactions that use techniques and instruments for efficient portfolio management. In order to reduce the counterparty risk associated with OTC derivatives, securities lending and repo transactions, the Management Company may accept collateral for the Fund. Where such collateral is accepted and deposited for the Fund, this is done in accordance with the requirements of the ESMA Guidelines 2014/937. Collateral may take the form of cash in highly liquid currencies, highly liquid equities, prime government bonds, debt securities issued by public international bodies to which one or more EU Member States belong or covered debt securities.

The Management Company only accepts financial instruments as collateral for the Fund if it is satisfied, on the basis of a suitably objective appraisal, that their value could be realised within a reasonable time frame. The collateral must be valued at least once a day by the Management Company or by a service provider appointed by the Management Company. The value of the collateral must be higher than the value of the position with the OTC counterparty concerned. This value may vary between two successive valuations. However, after every valuation, it is ensured that the collateral exceeds the value of the position with the OTC counterparty concerned by the required amount, where appropriate by demanding additional collateral (this is known as marking to market). In order to take sufficient account of the risks attached to the collateral itself, the Management Company decides whether the value of the collateral to be demanded is to be increased by applying a premium or reduced by applying a reasonable, conservatively calculated discount (known as a »haircut«). The greater the possible fluctuations in the value of the collateral, the greater the haircut.

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The asset classes accepted by the Management Company as collateral and the haircuts applied to them are listed below:

1. Haircuts for collateral accepted for securities lending and repo transactions:

| <b>Asset class/collateral accepted</b>  | <b>Minimum haircut<br/>(discount in %<br/>of market value)</b> |
|---|--|
| <u>Fixed and variable-interest instruments</u>  |  |
| Instruments issued by a state that belongs to the G10 (other than the US, Japan, the UK, Germany and Switzerland, including their states and cantons) and has a rating of at least »A«* | 2%   |
| Instruments issued by the US, Japan, the UK, Germany or Switzerland, including their states and cantons. Instruments from these issuers do not require a rating.                        | 0%   |
| Government bonds with a rating of at least »A«  | 2%   |
| Instruments issued by a supranational organisation  | 2%   |
| Instruments issued by a corporation/company that have a rating of at least »A«  | 4%   |
| Instruments issued by a public corporation that have a rating of at least »A«   | 4%   |
| <u>Equities</u>   |  |
| Stocks from the following equity indices are accepted as collateral:  | 15%  |
| Belgium (BEL 20)  |  |
| Denmark (OMX Copenhagen 20)   |  |
| Germany (DAX)   |  |
| Europe (EURO STOXX 50)  |  |
| Finland (OMX Helsinki 25)   |  |
| France (CAC 40)   |  |
| Netherlands (AEX)   |  |
| Norway (OBX Index)  |  |
| Austria (ATX)   |  |
| Sweden (OMX Stockholm 30)   |  |
| Switzerland (Swiss Market Index)  |  |

2. Haircuts for collateral accepted for OTC derivatives transactions:

| <b>Asset class/collateral accepted</b>   | <b>Minimum haircut<br/>(discount in %<br/>of market value)</b> |
|--|--|
| Cash (Fund currency)   | 0%   |
| Cash (foreign currencies)  | 0%   |
| Bonds with short term to maturity (up to one year) issued by Australia, Belgium, Denmark, Germany, France, Austria, Japan, Norway, Sweden, the UK or the US, provided the issuing state has a rating of at least »A« | 1%   |
| Bonds with a medium term to maturity (one to five years) meeting the above criteria  | 3%   |
| Bonds with a long term to maturity (five to ten years) meeting the above criteria  | 4%   |
| Bonds with a very long term to maturity (more than ten years) meeting the above criteria   | 5%   |
| US TIPS (Treasury inflation-protected securities) with terms of up to ten years  | 7%   |

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|  |     |
|--|-----|
| US Treasury strips or zero-coupon bonds (all terms to maturity)  | 8%  |
| US TIPS (Treasury inflation-protected securities) with terms of more than ten years  | 10% |
| Debt securities issued by public international bodies to which one or more EU Member States belong and covered debt securities | 1%  |

\* The ratings quoted in the table above refer to the Standard & Poor's rating scale. Ratings from Standard & Poor's, Moody's and Fitch are used in conjunction with the respective scales. If the ratings provided by these rating agencies for a specific issuer are not the same, the lowest rating is used.

Further details of the haircuts applied may be requested from the Management Company free of charge at any time.

Securities transferred as collateral must not be issued by the OTC counterparty concerned or have a high correlation to that OTC counterparty. Securities transferred as collateral are held by the Custodian on behalf of the Fund and must not be sold, invested or pledged by the Fund.

Collateral deposited in the form of cash may be invested by the Fund, but only in sight and callable deposits in line with the applicable investment limits, in high-rated government bonds and in short-term money market funds as defined under the CESR Guidelines 10-049 on a common definition of European money market funds. The restrictions outlined in the previous paragraph also apply to the diversification of concentrations of risk.

The Fund takes care to ensure that the collateral transferred to it is sufficiently diversified, in particular with regard to the diversification across different geographical regions and markets, and also the diversification of concentrations of risk. The latter are deemed to be sufficiently diversified if securities and money market instruments from the same issuer serving as collateral do not exceed 20% of a sub-fund's net assets.

By way of derogation from the preceding paragraph and in accordance with the revised point 43 (e) of the ESMA Guidelines 2014/937, the Fund may accept all of its collateral in the form of various securities and money market instruments issued or guaranteed by an EU Member State, one or more of the EU's public local authorities, a Member country of the OECD or a public international body to which one or more EU Member States belong. In such cases, the Investment Company or the Management Company must ensure that the Fund contains securities from at least six different issues and that securities from a single issue do not make up more than 30% of a sub-fund's net assets. The Board of Directors of the Investment Company has decided to make use of the aforementioned exception and accept as collateral to the value of more than 20% of a sub-fund's assets securities and money market instruments issued or guaranteed by EU Member States, the EU's public local authorities or supranational organisations to which one or more EU Member States belong.

Bankruptcy, insolvency or other credit default events on the part of the Custodian or any institution in its sub-custodian or correspondent bank network may cause the Fund's rights in connection with the collateral to be deferred or restricted in some other way. If the Fund must provide an OTC counterparty with collateral under an applicable agreement, such collateral is to be transferred to the OTC counterparty as agreed as between the Fund and the OTC counterparty. Bankruptcy, insolvency or any other credit default events on the part of the OTC counterparty, the Custodian or any institution in its sub-custodian or correspondent bank network may cause the Fund's rights or recognition in connection with the collateral to be deferred, restricted or even excluded, as a result of which the Fund could be forced to meet its obligations pertaining to the OTC transaction without recourse to any collateral provided in advance to cover such obligations.

The Fund's OTC counterparties cannot exert any influence over the composition or management of the Fund's investment portfolio or the assets underlying derivatives. Transactions involving the Fund's investment portfolio do not require the OTC counterparty's consent.

### Company-specific risk

The performance of the securities and money-market instruments directly or indirectly held by a sub-fund also depends on company-specific factors, for example the business position of the issuer. If company-specific factors deteriorate, the market value of a given instrument may fall substantially and permanently, even if stock market movements are otherwise generally positive.



### **Risks associated with investments in target funds**

Investments in target funds are subject to the risk that the redemption of shares may be restricted, as a result of which such investments may be less liquid than other assets. Furthermore, the value of shares of target funds may be influenced by exchange rate fluctuations, monetary measures, tax rules (including the levying of withholding taxes) and other economic or political factors or changes in the countries in which the target funds invest. These risks can arise in particular for target funds that invest in emerging markets such as those in the Asia/Pacific region, Latin America, Eastern Europe and the Middle East. Emerging markets are countries undergoing a transformation into modern industrial states, which is normally reflected in especially strong economic growth. Investments in emerging markets are subject to special risks that can result in significant price fluctuations (volatility). These can arise due to political changes, exchange rate movements, accounting and auditing methods and practices concerning the auditing of annual accounts, which do not always meet the standards prevailing in western industrialised nations, as well as restrictions on foreign investments and capital outflows to other countries, lower market liquidity due to low market capitalisation or default risks due to differing practices in the settlement of cash and securities transactions.

Target funds that invest in thinly traded market segments, in particular small and mid caps or emerging markets, are subject to especially high fluctuations in value because the underlying investments are relatively volatile and may be restricted in their liquidity and dependent on the performance of individual issuers. The sub-funds' investments in target funds are subject to the risk that the redemption of shares may be restricted, as a result of which such investments may be less liquid than other assets.

Target funds that focus on a particular sector may be affected more by developments within that sector than target funds that invest globally across various sectors. In general, the performance of sector-specific target funds may differ significantly from the overall market trend as reflected, for example, in broad market indices.

### **Currency risk**

If a sub-fund holds assets which are denominated in foreign currencies, it is subject to currency risk. If a foreign currency depreciates against the Fund's reference currency, the value of the assets denominated in that foreign currency will fall. A sub-fund's investment policy may provide for hedging transactions on currencies in order to protect the sub-fund against losses on the value of foreign currency positions. However, no warranty can be given that such hedging transactions will be successful.

### **Risks associated with commodities**

Where investments are made in interest-bearing or other securities with income, capital gains and/or capital repayment depending on the performance of an underlying commodity or commodity index, added to the general risks of the investment vehicle in question are the risks associated with an investment in commodities. The value of commodities depends in particular on the general supply and demand situation as well as expected production and can therefore be exceptionally volatile. Furthermore, it cannot be ruled out that the composition of commodity indices and the weightings of individual index components may change while an investment is held or that index levels may not be up to date or calculated on the basis of up-to-date figures, which could be detrimental to the Fund.

### **Concentration risk**

Additional risks may be incurred if the investments are concentrated in certain assets, regional markets or economic sectors. In these cases, the Fund's assets may be especially dependent on the performance of these assets, markets or sectors.

### **Country and transfer risk**

Country risk arises when a foreign borrower, despite being solvent, is unable to make payments on time or perhaps at all because its country of domicile is unable or unwilling to permit the necessary transfers. As a result, payments to which the Fund is entitled may, for instance, not be made at all or be made in a currency that is not convertible due to currency restrictions.

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### **Custody risk**

Custody risk is the risk associated with the fundamental possibility that the Fund may be put at a disadvantage by access to assets held in custody being completely or partially blocked as a result of insolvency, violations of due diligence or other irregularities on the part of the custodian or a sub-custodian.

### **Political risk/regulatory risk**

The Fund's assets may be invested abroad. This brings with it the risk of international political developments that are detrimental to the Fund, changes in regulatory policies and taxation as well as other legal developments.

### **Tax risk**

The tax treatment of the Fund may change in unforeseeable and uncontrollable ways. Where a change in an incorrect tax basis for any of the sub-funds with respect to prior financial years fundamentally puts investors at a disadvantage in terms of taxation, the investors may be required to bear the cost of the additional tax resulting from the correction for prior financial years, even if they were not invested in the sub-fund in question at that time. Conversely, investors may fail to benefit from a fundamentally positive tax correction for the current and prior financial years if they have redeemed or sold their shares before the correction is implemented. In addition, a correction of tax details may result in taxable income or tax benefits being recognised in a period other than the period in which they arose, which may have a negative impact on individual investors.

### **Inflation risk**

Inflation risk is the risk of asset losses as a result of currency depreciation. Inflation can reduce the income of a sub-fund as well as the value of an asset in terms of its purchasing power. Different currencies are subject to varying degrees of inflation risk.

### **Key persons risk**

Fund portfolios that perform very well in a given period do so thanks to the suitability of the people responsible and correct decisions on the part of their management. However, changes in fund management staff may occur. New decision-makers could potentially prove to be less successful than their predecessors.

### **Changes in investment policy**

Changes in investment policy concerning the Fund's permitted investment universe can change the nature of the risks to which the Fund's assets are exposed.

### **Changes to the Sales Prospectus/liquidation or merger**

The Management Company reserves the right to make changes to the Sales Prospectus for each sub-fund. Furthermore, according to the Articles of Association and Sales Prospectus, it may liquidate a sub-fund entirely or merge it with other Fund assets. There is thus a risk that investors may not be able to hold shares of a sub-fund for the period they originally planned.

### **Liquidity risk**

Liquidity risks arise when a specific security is hard to sell. In principle, only securities that can be sold at any time should be acquired for a fund. However, difficulties may be encountered in selling securities at the desired time in certain phases or market segments. There is also a risk that securities in a thinly traded market segment may be subject to considerable price volatility. Furthermore, liquidity risks may arise as a result of unusual market conditions, an unusually large number of redemption orders or other circumstances. In such cases, the fund may be unable to carry out payments within the normal time frame.

### **Specific risk associated with high-yield investments**

High-yield investments are fixed-interest investments that either have a non-investment-grade rating from a recognised rating agency or have no rating at all but could be expected to have a non-investment-grade rating should they be rated. These investments are subject to the same general risks as other fixed-interest asset classes but react more sensitively to them. In particular, they regularly entail increased credit risk, general market risk, company-specific risk and liquidity risk.

### **Risks associated with investments in subordinated corporate bonds (corporate hybrids)**

Corporate hybrids are subordinated bonds issued by companies. Subordination means that, in the event of insolvency, the issuer would first repay the senior debt, which would reduce the likelihood of repayment for the holder of the subordinated debt in such circumstances. Typically, corporate hybrids have a long maturity (or no maturity limit) and include a call option (i.e. a set of call dates on which the issuer can redeem the bond at certain prices), which increases the reinvestment risk. This refers to the risk that the future cash flows of a bond will have to be reinvested at a lower interest rate. In terms of a company's capital structure, corporate hybrids are behind senior bonds and are therefore between debt and equity. In addition to the typical risk factors of bonds, corporate hybrids are also characterised by risks such as the deferral of interest payments, stock market volatility and illiquidity. Some additional sources of risk associated with corporate hybrids are described below:

**Coupon default:** Coupon payments on some hybrid securities are completely discretionary and may be waived by the issuer for any period at any time for any reason. The suspension of coupon payments on such bonds does not constitute a default event. Depending on the conditions of the issued bond, cancelled payments may or may not accrue (i.e. they are written off).

**Risk associated with prolongation of call:** Some hybrid securities are issued as indefinite instruments. It is not expected that instruments with an indefinite maturity will be called at the call date. The investor may not recover the principal if this is expected at the time of redemption or any other time.

### **Risks associated with derivatives transactions**

Financial derivative instruments are not investment instruments in their own right but rather rights or obligations whose value is derived principally from the price, price fluctuations and price expectations of an underlying instrument. Only unconditional derivatives are used, examples being futures and swaps. These involve a contractual obligation for each party to provide payment or delivery at a precise time. They may be traded on an exchange (exchange-traded derivatives) or off-exchange (over-the-counter or OTC derivatives). In the case of exchange-traded derivatives (e.g. futures), the exchange itself is a party to each transaction. Such transactions are processed and settled via a clearing house. By contrast, OTC derivatives (e.g. swaps) are concluded directly between two parties without the involvement of an intermediary.

Investments in derivatives are subject to general market risk, credit risk and liquidity risk. However, the specific features of financial derivative instruments may change the nature of the above risks such that they are in some cases higher than the risks associated with an investment in the underlying instrument. The use of derivatives thus necessitates not only an understanding of the underlying instrument, but also in-depth knowledge of the derivatives themselves.

Exchange-traded derivatives generally entail a lower credit risk than OTC derivatives as the clearing house that acts as issuer or counterparty for every derivative traded on the exchange provides a settlement guarantee. To reduce the overall default risk, this guarantee is supported by a daily payment system operated by the clearing house, which serves to calculate the margin required to cover positions.

The existence of credit risk for a specific OTC derivative depends on whether the transaction is subject to compulsory provision of collateral via a central counterparty. According to Regulation (EU) No 648/2012 of the European Parliament and of the Council of 4 July 2012 on OTC derivatives, central counterparties and trade repositories (hereinafter the »EMIR Regulation«), certain OTC derivatives transactions must be cleared by a central counterparty. When this is the case, the central counterparty bears the credit risk. The credit risk attached to those OTC derivatives transactions that are not subject to compulsory central clearing under the

EMIR Regulation remains with the Fund. In such cases, the Management Company must take the credit rating of each counterparty into account when assessing the potential credit risk.

While OTC derivatives do not benefit from any such settlement guarantee, their default risk is in most cases limited by the risk diversification arising from the investment restrictions. When the object of a derivative is not the delivery or exchange of an underlying (for example, in the case of a credit default swap) but simply payment of the difference between amounts mutually owed by the parties (as in the case of interest rate swaps or total return swaps), the Fund's potential loss in the event of default by the counterparty is limited to this difference.

Credit risk can be reduced by depositing collateral. In order to trade in derivatives on an exchange, participants must deposit collateral with the clearing house in the form of cash (this is known as the initial margin). The clearing house values (and, where appropriate, settles) each participant's outstanding positions and revalues the collateral provided on a daily basis. If the value of the collateral falls below a specific level (known as the maintenance margin), the clearing house requires the participant to deposit additional collateral (known as the variation margin) in order to restore it to the original level. The credit risk attached to OTC derivatives can be reduced through the provision of collateral by the counterparty concerned, by offsetting different derivatives positions entered into with the same counterparty or through careful selection of counterparties.

The category of OTC derivatives also includes credit default swaps («CDSs»). A CDS is a financial instrument that separates the credit risk from the underlying credit relationship and thus allows it to be traded separately. CDSs can thus be used to hedge the credit risk attached to bond investments. To do this, the bond investor acts as the protection buyer and concludes a CDS contract with the protection seller, who assumes the credit risk in exchange for payment of a premium. In the event that the bond issuer defaults, the protection seller must pay compensation to the protection buyer.

CDSs can be used to hedge the credit risk attached to bonds, in which case the sub-fund concerned acts as protection buyer (buying a CDS). CDSs can be divided into two categories: single-name CDSs relate to the credit default risk of a single issuer, whereas basket or index CDSs relate to a portfolio of reference debtors. The risk for the Fund as protection buyer is limited to the payment of the premium. The premium depends on the probability of default and the maximum loss that could be incurred. Like all derivatives, CDSs entail a counterparty risk in that the protection buyer might not receive any compensation when a credit event occurs if the protection seller defaults.

A sub-fund may also act as protection seller by selling a CDS. In such cases, the contract must always concern a basket or index CDS relating to a portfolio of reference debtors. The risks to be transferred, i.e. the credit events covered by the CDS, must be precisely defined in advance. As long as no credit event occurs, the CDS seller does not have to render a performance. If a credit event does occur, the seller pays the amount defined in advance, e.g. the nominal value or a compensation payment equal to the difference between the nominal value of the reference assets and their market value after the credit event occurs (cash settlement).

Further risks associated with the use of derivatives include but are not limited to the following:

- the danger that forecasts made regarding future trends in interest rates, prices of securities and currency markets may, in hindsight, prove to have been incorrect;
- the failure of derivatives to correlate completely with their underlying assets, interest rates and indices, as a result of which complete hedging may not be possible under certain circumstances;
- errors in the pricing or valuation of derivatives;
- the possible absence of a liquid secondary market for a specific instrument at a given point in time, as a result of which it may not be economically viable to close out a derivative position under certain circumstances, even when doing so would make sense from the investment policy standpoint;
- the danger that it may not be possible to sell securities underlying derivative instruments at an opportune time or that securities may have to be acquired or sold at an inopportune time;
- the potential loss arising due to the use of derivative instruments, which may not be predictable under certain circumstances and could even exceed the margin provided.

### **Risk of high turnover**

In addition to private investors, institutional investors are also invested in the Fund. This can result in high levels of issuance and redemption of shares of the Investment Company, which in turn leads to investments in and divestments of assets on a large scale. The Management Company takes appropriate measures to prevent such high turnover having a detrimental effect on the Fund's assets or investors.

### **Risk associated with hedged share classes**

The hedging strategy employed for hedged share classes may vary from one sub-fund to another. The hedging strategy employed for the sub-fund is intended to minimise the currency risk associated with the exchange rate between the sub-fund's reference currency and the nominal currency of each hedged share class.

### **Risk of suspension of redemptions**

In principle, shareholders may submit orders to the Management Company to redeem their shares on every valuation date. However, the Management Company may temporarily suspend redemptions in exceptional circumstances and redeem shares at a later date at the price valid at the time (see also Article 13 of the Articles of Association »Suspension of the calculation of the net asset value per share« and Article 16 of the Articles of Association »Redemption and exchange of shares«). This price may be lower than the price before redemptions were suspended.

The Management Company may in particular also be compelled to suspend redemptions if one or more target funds of which shares have been acquired for a sub-fund and which make up a significant proportion of that sub-fund's net assets suspend redemption of their shares.

## **18. Risk management procedure**

The Management Company employs a risk management procedure that allows it to monitor and measure the risk associated with individual investments and its share of the overall portfolio risks at all times. It also uses a procedure that allows it to value OTC derivatives precisely and independently. The Management Company evaluates, monitors and reviews the risk management procedure regularly (at least once a year) in accordance with the applicable supervisory requirements and informs BaFin of any significant changes to the procedure.

As part of the risk management procedure, the Management Company uses appropriate and expedient methods to ensure that the Fund's global exposure relating to derivative instruments does not exceed the total net value of its portfolio. These methods are as follows:

**Commitment approach:** This approach entails converting positions in financial derivative instruments into their underlying equivalents by means of the delta method. Netting and hedging effects between financial derivative instruments and their underlyings are taken into account. The sum of these underlying equivalents must not exceed the total net value of the Fund's portfolio.

**Value-at-risk approach:** The value-at-risk (VaR) figure is a mathematical-statistical concept and is used as a standard risk measure in the financial sector. VaR indicates the possible loss of a portfolio that will not be exceeded during a certain period (the holding period) with a certain probability (the confidence level). Two forms of VaR approach may be employed: relative and absolute. With the relative VaR approach, the VaR of the Fund must not exceed 200% of the VaR of a reference portfolio. The reference portfolio is essentially an accurate reflection of the Fund's investment policy. With the absolute VaR approach, the VaR (99% confidence level, 20-day holding period) of the Fund may not exceed 20% of the Fund's assets.

For funds where the total risk associated with derivatives is determined using the VaR approach, the Management Company estimates the expected leverage effect. The CSSF defines the leverage effect as the sum of the nominal values of the derivatives used by a sub-fund. Depending on market conditions, this leverage effect may deviate from the actual value and may either exceed or be less than that value. Investors should note that no conclusions about the risk content of the Fund may be drawn from this data. In addition, the published expected leverage effect is explicitly not to be considered an investment limit.



## SALES PROSPECTUS

The method used to determine the total risk associated with derivatives and, if applicable, the disclosure of the reference portfolio and of the expected leverage effect, as well as its method of calculation, is indicated in the sub-fund's specific appendix to this sales prospectus. The expected leverage effect is expressed as the sum of the nominal values of the derivatives used in relation to the net asset value of the sub-fund and is based on historical data. For sub-funds that have not yet been launched, the expected leverage effect is calculated on the basis of a model portfolio or the investments of a comparable sub-fund.

### 19. Publication of the net asset value

The current net asset value per share and the issue and redemption price, as well as any other shareholder information, may be requested at any time from the registered office of the Investment Company, the Management Company or the Custodian or from the paying agents or distributors. The issue and redemption prices are also published every trading day on the following website: [www.bantleon.com](http://www.bantleon.com).

### 20. Taxation of the Investment Company

The Investment Company and its sub-funds are subject to Luxembourg law.

Under current legislation, the Investment Company is not subject to any income or capital gains tax or tax at source in Luxembourg. Income distributions on shares are currently not taxed in Luxembourg.

The Investment Company's assets are subject in Luxembourg to a tax known as the »taxe d'abonnement«, which is currently levied at a rate of 0.05% p.a. or 0.01% p.a. for the sub-funds or share classes that are issued exclusively to institutional investors. This tax is payable quarterly on the net Fund assets reported at the end of each quarter. The amount of the »taxe d'abonnement« is specified for each sub-fund or share class in the relevant Annex to the Sales Prospectus. Insofar as sub-fund assets are invested in other Luxembourg funds (target funds) that are already subject to the »taxe d'abonnement«, the sub-fund assets invested in such Luxembourg funds are exempt from the tax.

The income of the Investment Company or its sub-funds from investing their assets is not taxed in the Grand Duchy of Luxembourg. However, such income may be subject to taxation at source in countries in which the sub-fund assets are invested. In such cases, neither the Custodian nor the Investment Company is obliged to collect tax certificates.

### 21. Taxation of shareholders

Investors who are not resident in and/or do not maintain a business establishment in the Grand Duchy of Luxembourg are not required to pay any further income, inheritance or wealth tax in the Grand Duchy of Luxembourg in respect of their shares of the Investment Company or income derived from shares of the Investment Company. These investors are subject to their relevant national tax regulations.

This does not apply to shareholders who are domiciled or resident in Luxembourg or who maintain a permanent establishment there.

It should be noted that, in the context of correct taxation of investors in cross-border situations, the mandatory automatic exchange of information on financial accounts between tax administrations of EU Member States has applied since 1 January 2016, based on Directive 2014/107/EU of 9 December 2014. Unlike Directive 2003/48/EC (EU Savings Directive), which was repealed on 1 January 2016, the scope of the aforementioned Directive extends not only to interest income but also to dividends and other types of investment income as well as the annual balances of the accounts on which such income accrues. More information on automatic information exchange can be found in the section below (Information on the automatic exchange of information).

The preceding is merely a summary of the tax implications and must not be regarded as exhaustive. Prospective shareholders should enquire about the laws and regulations that apply to the purchase, possession and sale of shares of the Investment Company in connection with their country of residence or nationality.



### 22. Information on the automatic exchange of information

The automatic exchange of information pursuant to intergovernmental agreements and Luxembourg regulations (Law of 18 December 2015 transposing the automatic exchange of financial account information in tax matters) is transposed via Council Directive 2014/107/EU of 9 December 2014 as regards mandatory automatic exchange of information in the field of taxation and via the »Common Reporting Standard« (CRS), a reporting and due diligence standard developed by the OECD for the international, automatic exchange of financial account information. The automatic exchange of information is transposed into Luxembourg law for the first time in the 2016 tax year.

For this purpose, reportable financial institutions provide information on applicants and reportable registers annually to the Luxembourg tax authority (»Administration des Contributions Directes« in Luxembourg), which in turn forwards it to the tax authorities of the countries in which the applicant(s) is/are resident for tax purposes.

In particular, this involves the notification of the following:

- name, address, tax identification number, country of domicile, date and place of birth of the each person subject to reporting obligations,
- register number,
- register balance or value,
- and credited capital gains, including sales proceeds.

Reportable information for a specific tax year, which must be submitted to the Luxembourg tax authority by 30 June of the following year, is exchanged by 30 September of that year between the relevant financial authorities and for the first time in September 2017, based on the data for 2016.

Under the current Luxembourg CRS rules, the Investment Company qualifies as a Luxembourg financial institution (»Investment Entity«) and is required to collect information on investors' financial accounts and report it to the competent Luxembourg authorities as appropriate.

Each shareholder agrees to provide the Investment Company resp. the Management Company, for CRS purposes, with any relevant self-disclosure and other relevant documents. In the event of a change in the information provided, the investor must immediately (i.e. within 30 days) inform the Investment Company resp. the Management Company of the fund thereof.

In the case of questions concerning CRS, shareholders and potential shareholders are advised to contact a tax or legal advisor.

### 23. Benchmark

Unless specified otherwise in this Sales Prospectus, the indices or benchmarks used by the sub-funds in accordance with Regulation (EU) 2016/1011 (the Benchmark Regulation) at the time of this Sale Prospectus entering into force are provided by benchmark administrators that benefit from the transitional provisions set out in the Benchmark Regulation and may therefore not yet appear in the register of administrators and benchmarks kept by the European Securities and Markets Authority (ESMA) in accordance with Art. 36 of the Benchmark Regulation. Such benchmark administrators must apply for authorisation or registration as administrators under the Benchmark Regulation by 1 January 2020. Updated information on the register should be available by 1 January 2020 at the latest.

The Management Company keeps written contingency plans detailing the measures to be taken if a benchmark undergoes significant changes or is no longer provided. Measures taken by the Management Company on the basis of such benchmark contingency plans may include introducing one or more alternative benchmarks to replace existing benchmarks or amending a sub-fund's investment objectives or investment policy. Such changes are implemented and communicated to investors in accordance with the CSSF's requirements and the terms of this Sales Prospectus. Investors are entitled to view the contingency plans free of charge on request at the Management Company's registered office.

### 24. Disclosure of information to shareholders

Information, particularly shareholder announcements, is published on the website [www.bantleon.com](http://www.bantleon.com). In addition, announcements are also published in the »Recueil Electronique des Sociétés et Associations« (RESA) as well as in national newspapers in Luxembourg and the countries where the Fund is distributed where there is a legal requirement to do so.

The following documents are available for inspection at the registered office of the Investment Company:

- Articles of Association of the Investment Company and the Management Company;
- agreements concluded between the Custodian and the Investment Company. The above agreements may be amended by mutual agreement between the contracting parties.

The Fund's current Sales Prospectus, Key Investor Information Document and annual and semi-annual reports are available for download free of charge from the website [www.bantleon.com](http://www.bantleon.com). The documents are also available in hard copy free of charge from the registered office of the Investment Company or the Management Company or the Custodian or from the paying agents or distributors.

The financial year ends on 30 November of each calendar year. Audited annual reports are made available to investors free of charge within three months after the close of the financial year. Unaudited semi-annual reports are made available to investors free of charge within two months.

Investors receive free of charge from the Management Company information on the principles and strategies regarding the exercise of voting rights pertaining to the assets held by the Fund on the website [www.bantleon.com](http://www.bantleon.com).

When executing decisions about the purchase or sale of assets for the Investment Company, the Management Company acts in the best interests of the investment portfolio. Information on the principles set out by the Management Company in this regard can be found on the website [www.bantleon.com](http://www.bantleon.com).

Shareholders may address questions, comments and complaints to the Management Company in writing or electronically. Information on the complaints procedure can be downloaded free of charge from the website [www.bantleon.com](http://www.bantleon.com).

### 25. Conflicts of interest

The Investment Company, Management Company, Investment Manager, Custodian, Central Administration Agent, Registrar and Transfer Agent and other service providers, as well as their employees and other associated persons, may be exposed to conflicts of interest in their relations with the Investment Company.

The Management Company has issued a policy on conflicts of interest and taken appropriate organisational and administrative measures to identify, avoid, eliminate and monitor conflicts of interest that arise in connection with fund management in order to prevent such conflicts having a negative impact on the interests of its funds and their investors. If a conflict of interest cannot be avoided in a particular case, the Management Company ensures that it does not negatively affect the investors' interests.

The Management Company and the Investment Manager belong to the BANTLEON Group (the »BANTLEON Group«). The Custodian belongs to the UBS Group (the »UBS Group«). The UBS Group is a global banking group that offers a complete range of private banking, securities trading, investment banking, asset management and other financial services and is among the largest players in the financial sector worldwide. As such, the UBS Group operates in various fields of business and may represent other direct or indirect interests on the financial markets in which the Fund invests.

The UBS Group, including its subsidiaries and branches, may act as the Fund's counterparty in transactions entered into by the Fund involving financial derivative instruments. Furthermore, a conflict of interest may arise if the Custodian is part of a legal entity of the UBS Group that provides other services to the Fund.

In conducting their business activities, the BANTLEON Group and the UBS Group both refrain from any act or transaction that could result in a conflict of interest between the various business units of the BANTLEON Group

and the UBS Group on the one hand and the Fund and its investors on the other. The BANTLEON Group and the UBS Group make every effort to handle every conflict fairly and with the utmost integrity. To this end, the BANTLEON Group and the UBS Group have introduced procedures to ensure that all business activities resulting in a conflict that is detrimental to the interests of the Fund or its investors can be conducted in a suitably independent manner and that conflicts are resolved fairly.

### 26. Information on FATCA and shareholders with links to the US

The Foreign Account Tax Compliance Act (»FATCA«), a supplement to the US Internal Revenue Code, was passed in the US in 2010. Many of its operating provisions entered into force on 1 July 2014. In general, FATCA stipulates that financial institutions outside the US (referred to as »foreign financial institutions« or »FFIs«) are obliged to report to the US Internal Revenue Service (»IRS«) information on financial accounts held directly or indirectly by specified US persons. In principle, a withholding tax of 30% is deducted from certain types of US income paid to FFIs that do not comply with the provisions of FATCA. On 28 March 2014, the Grand Duchy of Luxembourg entered into an Intergovernmental Agreement (»IGA«) with the US in accordance with model 1 (hereinafter the »Luxembourg-US IGA«) and a related Memorandum of Understanding. The Investment Company must comply with the Luxembourg-US IGA as implemented in Luxembourg law by the Law of 24 July 2015 (»FATCA Law«). According to the FATCA Law and the Luxembourg-US IGA, the Investment Company is obliged to disclose and report on accounts held directly or indirectly by »specified US persons« as defined by FATCA and the Luxembourg-US IGA (referred to as »reportable accounts«). In order to meet this obligation, shareholders may be requested to provide additional personal details. All information recorded by the Investment Company on reportable accounts is forwarded to the Luxembourg tax authority, which in turn automatically forwards it to the US government in accordance with Article 28 of the Convention Between the Government of the United States of America and the Government of the Grand Duchy of Luxembourg for the Avoidance of Double Taxation and the Prevention of Fiscal Evasion with Respect to Taxes on Income and Capital, signed in Luxembourg on 3 April 1996. The Investment Company intends to comply with the provisions of the FATCA Law and the Luxembourg-US IGA so as to be regarded as FATCA-compliant and is therefore not subject to the 30% withholding tax on its share of payments attributable to actual or suspected US investments held by the Investment Company or its sub-funds. The Investment Company checks the extent of its obligations under FATCA and in particular the FATCA Law on an ongoing basis.

In order to ensure that the Investment Company complies with the provisions of FATCA, the FATCA Law and the Luxembourg-US IGA, the Investment Company and the Management Company appointed by it are entitled in particular

- to demand – with a view to establishing a shareholder's FATCA status – information and documents, including Form W-8 or a comparable FATCA-compliant self-certification, proof of the tax residence/domicile, a Global Intermediary Identification Number (GIIN) where applicable or any other valid proof that the shareholder is registered with the IRS or exempt from registration;
- to send information on shareholders and their investments in the Fund to the Luxembourg tax authority if such investments constitute reportable accounts in accordance with the FATCA Law and the Luxembourg-US IGA;
- to deduct the appropriate US withholding tax from certain payments to shareholders in compliance with FATCA, the FATCA Law and the Luxembourg-US IGA;
- and to disclose personal details to the direct paying agent for certain US income for the purposes of withholding tax and reporting in connection with such payments.

The Investment Company currently has the status of a certified deemed-compliant FFI in the form of a collective investment vehicle. However, it cannot be ruled out that the Investment Company may change or abandon this status in the future. For any questions concerning the FATCA status of the Investment Company or the Fund, investors and potential investors are advised to contact their advisers.

### 27. Prevention of money laundering

In accordance with international regulations as well as Luxembourg laws and regulations – in particular the Law of 12 November 2004 on the fight against money laundering and terrorist financing, CSSF Regulation No. 12-02 of 14 December 2012 and CSSF Circular 13/556 (in the most recently amended or revised version in each case) – all financial sector employees are obliged to combat the misuse of investment funds for the purposes of money laundering or terrorist financing. The Registrar and Transfer Agent of every Luxembourg-based investment fund is therefore obliged to verify the identity of investors subscribing shares under Luxembourg laws and regulations. To this end, it is authorised to demand from the subscribing investor the documentation required for identification. In the same manner, the measures to combat money laundering and terrorist financing require all investors whose subscription is received by a distributor to provide the distributor with proof of their identity. In such cases, the distributor must observe all rules on preventing money laundering that apply in the distribution country.

If the subscribing investor fails to provide the Registrar and Transfer Agent or distributor with the required documentation or does not provide it in good time, the subscription order cannot be processed; in the case of redemption orders, processing must be temporarily postponed. The Investment Company, the Management Company, the Registrar and Transfer Agent and the distributors cannot accept any liability for delayed or unprocessed orders where the investor submitting the order failed to provide the required information or failed to provide it in full.

In order to meet the legal and regulatory due diligence requirements on an ongoing basis, investors may be asked to provide additional or updated proof of identification at a later date. Failing to provide such proof can lead to delays in or rejection of orders for the subscription or exchange of shares of the Investment Company or, in the case of redemption orders, delays in the payment of the redemption price to the investor.

### 28. Share classes

Unless otherwise stated in the Annex to this Sales Prospectus for a specific sub-fund, the Management Company may decide to issue accumulating share classes (with names containing »IT«, »PT«, »DT«, »FT« and »RT«) and distributing share classes (with names containing »IA«, »PA«, »FA« and »RA«) for each sub-fund.

Distributions of income are paid out to shareholders for the share classes with names containing »IA«, »PA«, »FA« and »RA«, whereas income is reinvested for the share classes with names containing »IT«, »PT«, »DT«, »FT« and »RT«. Distributions for the share classes with names containing »IA«, »PA«, »FA« and »RA« are paid out at least once a year after the end of the Fund's financial year.

Shares in classes with names containing »IA« and »IT« are intended exclusively for institutional investors, while those in classes with names containing »PA« and »PT« are intended for private investors. Shares in classes with names containing »FA« and »FT« are intended for professional investors (in particular foundations and asset management companies) and are subject to a minimum investment amount (initial investment) of EUR 250,000. Shares in classes with names containing »RA« and »RT« are available exclusively to private investors who have signed a written investment advisory, portfolio management or other agreement with a distribution partner of the Management Company that provides for the private investor to pay for the distribution partner's distribution and advisory services directly. Shares in classes with names containing »DT« are intended for private investors and issued exclusively to distributors domiciled in Italy and to specific distributors in other markets that are specially authorised by the Management Company to distribute »DT« shares. Other distributors are not allowed to issue any »DT« shares.

For share classes with a reference currency other than the EUR and the word »hedged« in their name (share classes in a foreign currency), the risk of fluctuations in the exchange rate between the share class's reference currency and the EUR is hedged. In principle, the aim is to hedge between 95% and 105% of the share class's net assets in the foreign currency. This hedging does not affect the currency risks associated with investments in currencies other than the sub-funds' reference currency EUR.

### 29. Costs

Each sub-fund bears the following costs insofar as they arise in connection with its assets:

1. The Management Company receives an all-in daily fee (»management fee«) for managing the sub-fund. The management fee is used in particular to compensate the Investment Manager for services provided to the Management Company to the benefit of the sub-fund as well as to cover distribution costs. The relevant Annex to the Sales Prospectus specifies the management fee as a percentage of the net asset value of the sub-fund or an individual share class calculated on each exchange trading day and sets out how it is calculated and paid.

Certain commission payments and expenses may occur more than once when investing in target funds (for example, commission for the Custodian and the central administrative agency, management/advisory fees and issuing/redemption commission of the target fund in which an investment is made). Such commission payments and expenses are charged at the level of the target fund as well as of the investing fund.

Besides target funds of third parties, the sub-funds may also invest in target funds managed directly or due to an assignment by the Management Company or by a company with which the Management Company is associated through common management or control or through a substantial direct or indirect stake of more than 10% of the capital or the votes (»intragroup target funds«). In this case, no issuing or redemption commission will be charged to the sub-funds on subscription to or redemption of these units in intragroup target funds. To avoid a twofold charging of the sub-funds with current fees of the intragroup target fund, the Management Company additionally ensures that the above-mentioned twofold charging of commission and expenses is however only referred to investments in intragroup target funds which are related to non-group charges as for example the costs of the central administrative agency and the Custodian.

2. In addition to the management fee mentioned under 1 above, the Management Company (or the Investment Manager) may receive an additional performance-related payment (»performance fee«) from the sub-fund's assets. Details of the percentage of the performance fee and any specific regulations for the valuation period for each sub-fund can be found in the corresponding Annex to the Sales Prospectus.

The following applies to the calculation and payment of the performance fee: If a performance fee comes into effect, the high-water mark principle applies. In order to determine the share value performance of the sub-fund, interim distributions are calculatively added to the share value (BVI method).

The performance fee is only payable if the net asset value of a fund share on the last day of the valuation period is above the high-water mark, i.e. above the highest net asset value ever achieved for this fund share to which a performance fee has been paid so far. A corresponding provision in favour of the Management Company will only be made when the net asset value of a fund share on a valuation day within the evaluation period has reached a new high and is above the benchmark. In the absence of a deviating regulation in the sub-fund's specific appendix, the evaluation period complies to the end of the last fiscal year, in which the Management Company has received a performance fee, until the end of the current fiscal year. The evaluation period in the first year begins on the day that the first net asset value is calculated, unless the Management Company applies the effective performance fee calculation for a sub-fund at a later date; in this case, the evaluation period starts with this day. In both latter cases, the valuation period does not run until the end of the current financial year, but until the end of the next financial year.

Should, in any fiscal year resp. valuation period, the net asset value be higher than the threshold level (hurdle rate) for the performance fee (which equals the net asset value of the previous year plus the benchmark), the high-water mark will be reset to the net asset value of the previous year at the beginning of the next fiscal year (reset), i.e. the performance measuring starts from zero in the next year. However, should the net asset value be lower than the threshold level for the performance fee, such difference will be carried forward to the following fiscal year (irrespective of whether such difference results from a negative performance or from a positive performance that is too small). Only after catching up on this difference, i.e. after reaching a new peak level (high-water mark), an allowance or payment of the performance fee will apply again.



The possible payout of the performance fee to the Management Company will take place during the first month of the next fiscal year. The performance fee is paid directly from the assets of the specific sub-fund.

3. Furthermore, the Management Company takes a payment from the sub-fund's assets to cover other expenses arising in connection with the management of the sub-fund («all-in fee»). The relevant Annex to the Sales Prospectus specifies the all-in fee as a percentage of the net asset value of the sub-fund or an individual share class calculated on each exchange trading day and sets out how it is calculated and paid. The all-in fee includes the following costs in particular:
  - a) compensation for the Custodian;
  - b) compensation for the Central Administration Agent and the Registrar and Transfer Agent;
  - c) administration fees payable to all relevant authorities by the Investment Company or the sub-fund, in particular those of the Luxembourg supervisory authority and other supervisory authorities as well as fees for filing the Investment Company's documents;
  - d) costs charged by the auditors;
  - e) costs incurred in connection with the creation, filing, publication, printing and distribution of all documents for the Investment Company, in particular the Sales Prospectus (complete with Annexes), Articles of Association (complete with Annexes), Key Investor Information Document, annual and semi-annual reports, asset statements, notices to shareholders, notices of general meetings, advertising and applications for authorisation in countries where the shares of the Investment Company or sub-fund are to be distributed;
  - f) costs incurred in connection with the creation and distribution of additional reports and documents;
  - g) costs incurred in connection with marketing materials;
  - h) accounting costs;
  - i) costs incurred in connection with the publication of the share price;
  - j) data supply and data management costs;
  - k) reporting and notification costs;
  - l) legal advice costs;
  - m) costs incurred in connection with admission to an exchange, where applicable;
  - n) costs incurred in connection with the sub-fund's assets by the paying agents as well as other parties required in foreign countries;
  - o) any fees and expenses of the Investment Company's Board of Directors;
  - p) costs incurred in connection with the formation of the Investment Company or sub-fund and the initial issue of shares;
  - q) reasonable costs for risk controlling.
4. Costs arising from the purchase and sale of the sub-fund's assets are charged directly to the sub-fund's assets. These are limited to normal market bid/ask spreads and transaction costs. The sub-fund's investments are bought and sold in accordance with the «best execution» principle. Furthermore, the Luxembourg capital tax («taxe d'abonnement») is charged to the sub-fund. All costs, with the exception of the subscription fee, are allocated to the sub-fund on every valuation date and thus reflected in the share price.
5. The Management Company's distribution partners may be paid a fee equal to the full subscription fee or the full distribution fee as well as a trailer fee calculated as a percentage of the management fee. These payments are made exclusively from the all-in management fee, the distribution fee and the subscription



fee. The Management Company does not pay any trailer fees to distribution partners for share classes with names containing »RA« and »RT«.

### 30. Privacy policy

Certain personal investor data (in particular the name, address and investment amount of each investor) may be collected and/or processed and used by the Investment Company's Management Company, the service providers appointed in connection with the Fund and the Fund's intermediaries, investment advisors or portfolio managers. This data may be used in particular for the administration of account and distribution fees, for identification with regard to the fight against money laundering and terrorist financing, for keeping the register, for processing subscription and redemption applications as well as for the payment of dividends to investors and the provision of customer-related services. This information will not be disclosed to unauthorised third parties. Any personal data relating to natural persons will be processed in accordance with Regulation (EU) 2016/679 of 27 April 2016 on the protection of natural persons with regard to personal data (General Data Protection Regulation, GDPR). The Management Company of the Fund may, as the responsible party within the meaning of Art. 4 No. 7 GDPR, instruct another body (such as the Central Administration or the Registrar and Transfer Agent) to process personal data (order processor). The Management Company of the Fund undertakes to disclose personal data exclusively to the contractors as defined in Art. 4 No. 8 GDPR and not to third parties, unless this is prescribed by law or is done with the prior consent of the investors or the processing is necessary to safeguard the legitimate interests of the responsible party and outweighs the interests of the data subject. Every investor has a right of access to his personal data and can, if these data are inaccurate or incomplete, demand a correction at any time. By subscribing to shares, each investor gives his consent to the processing of his personal data as described above. Any further use of investors' personal data beyond these purposes is only possible if the provisions of the GDPR are applied (e.g. by the consent of the persons concerned). The rights to which the data subjects are entitled can be found at: [www.bantleon.com/en/meta/privacy](http://www.bantleon.com/en/meta/privacy).

### BANTLEON SELECT CORPORATES

The provisions of the Articles of Association form an integral part of this Annex for the sub-fund Bantleon Select Corporates. Supplementing and in derogation of these, the following provisions apply to the sub-fund:

#### 1. Inception date

Bantleon Select Corporates was formed on 13 December 2016 as a sub-fund of »BANTLEON SELECT SICAV« under the name Bantleon Select High Yield and renamed Bantleon Select Corporates on 7 October 2019.

#### 2. Reference currency

The reference currency of the sub-fund Bantleon Select Corporates is the euro (»EUR«).

#### 3. Investment objective and investment strategy

The investment objective of Bantleon Select Corporates is to achieve a positive, above-average performance in EUR over the long term, taking account of the opportunities and risks on the international capital markets as well as the principle of risk diversification, the security of the invested capital and the liquidity of its assets.

Investment strategy: Bantleon Select Corporates is a bond fund, investing primarily in corporate bonds with investment-grade rating denominated in EUR. Corporate bonds have an investment-grade rating, provided they have at least a »BBB-« (»Standard & Poor's«), »BBB-« (»Fitch«) or »Baa3« (»Moody's«) rating and above at the time of acquisition. Where ratings from different rating agencies differ, the lowest rating takes precedence.

#### 4. Investment policy

Subject to Article 4 of the Articles of Association, the following provisions apply to the investment policy of Bantleon Select Corporates:

- a) The sub-fund invests at least 50% of the sub-fund's assets in bonds issued by companies and credit institutions worldwide. In addition, the sub-fund invests in bonds of the following categories:
  - government bonds issued by a central government or by a central bank of a country
  - Bonds issued by a regional government or local authority
  - bonds issued by a country investment fund
  - Bonds issued by issuers guaranteed by a country
  - Bonds issued by public and similar issuers
  - Covered bonds issued by credit institutions domiciled in the European Union, Norway or the United Kingdom of Great Britain and Northern Ireland (following the exit of the United Kingdom of Great Britain and Northern Ireland from the European Union)

The proportion in bonds that do not have an investment-grade rating is limited to 15% of the sub-fund's volume. All bonds must have a minimum rating of »B-« (»Standard & Poor's«), »B-« (»Fitch«) or »B3« (»Moody's«).
- b) Up to 10% of the sub-fund's assets may be invested in UCITS and/or other open-ended UCIs, including open-ended ETFs, within the meaning of Article 4 paragraph 2e) of the Articles of Association. Investments in real estate investment trusts (»REITs«) in the form of UCITS or other open-ended UCIs are not permitted.
- c) The sub-fund may hold up to a maximum of 49% of its assets in cash (up to a maximum of 20% of its assets per counterparty) and may hold money market instruments up to the maximum proportion specified in the Articles of Association.
- d) In accordance with Article 4 paragraph 2g) of the Articles of Association, the investment policy is also implemented using financial derivative instruments. Derivatives may be used for hedging and other purposes. Exchange-traded and over-the-counter derivatives include financial futures contracts, options,

derivatives embedded in financial instruments and swaps (including credit default swaps and total return swaps). Possible underlyings of the total return swaps are bonds, bond indices and credit default indices. The maximum proportion of the sub-fund's assets subject to total return swaps is 30%; the proportion expected to be subject to total return swaps is 0% to 30%. However, this is only an estimated value which may be exceeded in individual cases.

- e) The sub-fund may use the techniques for the purpose of efficient portfolio management listed in Article 4 paragraphs 4 and 5 of the Articles of Association. For the time being, however, no securities financing transactions within the meaning of EU Regulation 2015/2365 will be concluded.

### 5. Currencies

The sub-fund invests mainly in assets denominated in EUR, but it may also hold assets denominated in AUD, CAD, CHF, GBP and USD.

The currency risk of positions in foreign currencies may be hedged. The proportion of unhedged positions in foreign currencies is limited to a maximum of 10% of the sub-fund's assets.

### 6. Investor profile

The sub-fund is suitable for investors who wish to participate in the performance of corporate bonds with good to medium credit rating and who have a long-term investment horizon and a high risk tolerance.

The composition of the net sub-fund assets results in an increased level of overall risk, which is set against expected return opportunities. The risks may include in particular credit and price risks as well as risks resulting from changes in market interest rates.

### 7. Approach to measuring overall risk

The relative value-at-risk approach is used to monitor and measure the overall risk associated with derivatives. The associated reference portfolio consists of a broad EUR-denominated market of non-financial investment-grade corporate bonds. The expected leverage effect, calculated according to the nominal value method (sum of the nominal values of all relevant derivatives), is estimated at 100%, i.e. the objective is that the leverage effect achieved by derivatives should not exceed the simple value of the sub-fund's net assets. Depending on market conditions, this degree of leverage may differ from the actual value and may be higher or lower.

### 8. Subscription, redemption and exchange of shares

Subscription and redemption orders received by the Registrar and Transfer Agent no later than 2.00 p.m. Central European Time (the cut-off time) on a business day (order date) are settled on the basis of the net asset value calculated for that date (valuation date).

The Management Company, distributors or other intermediaries may set earlier cut-off times than that quoted above for their clients in order to ensure that orders can be forwarded to the Registrar and Transfer Agent in time. These cut-off times are available from the Management Company, distributors or other intermediaries.

For orders received by the Registrar and Transfer Agent after the cut-off time on a given business day, the next defined business day is considered to be the valuation date. The same applies to the orders for the exchange of shares of one sub-fund for shares of another sub-fund offered by the Management Company, which are executed on the basis of the net asset values of the sub-funds concerned.

The net asset value used as the basis for settlement is thus not yet known at the time an order is submitted (this is known as forward pricing). It is calculated for the valuation date on the basis of the market prices at approximately 5 p.m. (Central European Time). If the Management Company believes that these market prices do not reflect the fair market value, the most recent prices available at the time of valuation are used.

With the exception of 24 December and 31 December, each bank business day in Luxembourg is a valuation date. No subscription, redemption or exchange orders are accepted on 24 December or 31 December. The redemption price is equal to the price of a share. No redemption fee is charged.

### 9. Payment deadlines

The price of the shares plus the subscription fee is payable within three Luxembourg bank business days after the valuation date. The redemption price is payable to the shareholder within three Luxembourg bank business days after the valuation date.

### 10. Type of certification

Bearer shares are certified in the form of global certificates. Registered shares are entered in the share register.

### 11. Costs and fees

Costs charged to the sub-fund's assets:

| Share classes             | Management fee<br>(max.) | All-in fee<br>(max.) | Distribution fee<br>(max.) |
|---------------------------|--------------------------|----------------------|----------------------------|
| »IA« and »IT«             | 0.60% p.a.               | 0.25% p.a.           | none                       |
| »FA«, »FT«, »RA« and »RT« | 0.95% p.a.               | 0.25% p.a.           | none                       |
| »PA« and »PT«             | 1.30% p.a.               | 0.25% p.a.           | none                       |
| »DT«                      | 1.30% p.a.               | 0.25% p.a.           | 0.60% p.a.                 |

The actual percentages of the management fee, all-in fee and distribution fee are published in the annual or semi-annual report.

In addition, the costs listed in Article 36 of the Articles of Association can be charged to the sub-fund.

Costs to be borne by the investors:

| Share classes             | Subscription fee (max.) |
|---------------------------|-------------------------|
| »IA« and »IT«             | none                    |
| »FA«, »FT«, »RA« and »RT« | 5.00%                   |
| »PA« and »PT«             | 5.00%                   |
| »DT«                      | none                    |

### 12. Income distribution policy

The distributing share classes of Bantleon Select Corporates pay out the ordinary income (received interest income) after deduction of costs in full or in part. Realised capital gains may be paid out in full or in part. Furthermore, in accordance with Article 34 Section 2 of the Articles of Association, the Board of Directors of the Investment Company may also decide to distribute unrealised gains and other assets. Payouts for all distributing share classes are made at least once a year after the end of the Fund's financial year; this may be waived in justified cases by decision of the Board of Directors of the Investment Company resp. the Management Company.

### 13. Duration/entry into force

The sub-fund is established for an indefinite period.

### BANTLEON SELECT GLOBAL TECHNOLOGY

The provisions of the Articles of Association form an integral part of this Annex for the sub-fund Bantleon Select Global Technology. Supplementing and in derogation of these, the following provisions apply to the sub-fund:

#### 1. Inception date

Bantleon Select Global Technology was formed on 8 June 2017 as a sub-fund of »BANTLEON SELECT SICAV«.

#### 2. Reference currency

The reference currency of the sub-fund Bantleon Select Global Technology is the euro (»EUR«).

#### 3. Investment objective and investment strategy

The investment objective of Bantleon Select Global Technology is to achieve a positive, above-average performance in EUR over the long term, taking account of the opportunities and risks on the international capital markets as well as the principle of risk diversification, the security of the invested capital and the liquidity of its assets.

Investment strategy: Bantleon Select Global Technology is an equity fund investing primarily in shares of companies that generate most of their sales revenues or net profit in the technology sector or related industries. It favours shares of companies with their registered office or main activity in a state qualifying as a developed market according to MSCI.

#### 4. Investment policy

Subject to Article 4 of the Articles of Association, the following provisions apply to the investment policy of Bantleon Select Global Technology:

- a) At least 75% of the sub-fund's assets are invested in shares of listed companies worldwide, in particular companies that generate most of their sales revenues from activities in the technology sector or related industries. Shares in which the Fund invests are mostly listed and traded on regulated and recognised markets.
- b) The equity investments described under a) above may also take the form of investments in equity-like securities and rights, for example American Depositary Receipts, Global Depositary Receipts, Non-Voting Depositary Receipts, profit-sharing certificates, participation certificates, option certificates and other rights as well as dividend entitlement certificates.
- c) Up to 10% of the sub-fund's assets may be invested in UCITS and/or other open UCIs, including open-ended ETFs, within the meaning of Article 4 paragraph 2e) of the Articles of Association.
- d) The sub-fund may hold up to a maximum of 25% of its assets in cash (up to a maximum of 20% of its assets per counterparty) and may hold money market instruments up to the maximum proportion specified in the Articles of Association.
- e) In accordance with Article 4 paragraph 2g) of the Articles of Association, the investment policy is also implemented using financial derivative instruments. Derivatives may be used for hedging and other purposes. Exchange-traded and over-the-counter derivatives include financial futures contracts and currency futures contracts. The sub-fund will not enter into any Total Return Swaps as defined by the EU Regulation 2015/2365.
- f) The sub-fund may use the techniques for the purpose of efficient portfolio management listed in Article 4 paragraphs 4 and 5 of the Articles of Association. For the time being, however, no securities financing transactions within the meaning of EU Regulation 2015/2365 will be concluded.



### 5. Currencies

The sub-fund may hold assets in all currencies of states which feature in the MSCI »All Country World Index (ACWI)«.

### 6. Investor profile

The sub-fund is suitable for investors who wish to participate in the performance of companies in the technology sector worldwide and who have a long-term investment horizon and a high risk tolerance.

The composition of the net sub-fund assets results in a high level of overall risk, which is set against opportunities for high returns. The risks may include in particular price and currency risks.

### 7. Approach to measuring overall risk

The absolute value-at-risk approach is used to monitor and measure the overall risk associated with derivatives. The expected leverage effect, calculated using the nominal value method (sum of the nominal values of all relevant derivatives), is estimated at 100%, i.e. the objective is that the leverage effect achieved by derivatives should not exceed the simple value of the net assets of the sub-fund. Depending on market conditions, this degree of leverage may differ from the actual value and may be higher or lower.

### 8. Subscription, redemption and exchange of shares

Subscription and redemption orders received by the Registrar and Transfer Agent no later than 2.00 p.m. Central European Time (the cut-off time) on a business day (order date) are settled on the first business day following receipt of the order (valuation date) on the basis of the net asset value calculated for that date.

The Management Company, distributors or other intermediaries may set earlier cut-off times than that quoted above for their clients in order to ensure that orders can be forwarded to the Registrar and Transfer Agent in time. These cut-off times are available from the Management Company, distributors or other intermediaries.

For orders received by the Registrar and Transfer Agent after the cut-off time on a given business day, the next defined business day is considered to be the order and valuation date. The same applies to the orders for the exchange of shares of one sub-fund for shares of another sub-fund offered by the Management Company, which are executed on the basis of the net asset values of the sub-funds concerned.

The net asset value used as the basis for settlement is thus not yet known at the time an order is submitted (this is known as forward pricing). It is calculated for the current valuation date on the basis of closing market prices. If the Management Company believes that the market prices do not reflect the fair market value, the most recent prices available at the time of valuation are used.

With the exception of 24 December and 31 December, each bank business day in Luxembourg is a valuation date. No subscription, redemption or exchange orders are accepted on 24 December or 31 December. The redemption price is equal to the price of a share. No redemption fee is charged.

### 9. Payment deadlines

The price of the shares plus the subscription fee is payable within three Luxembourg bank business days after the valuation date. The redemption price is payable to the shareholder within three Luxembourg bank business days after the valuation date.

### 10. Type of certification

Bearer shares are certified in the form of global certificates. Registered shares are entered in the share register.

### 11. Costs and fees

Costs charged to the sub-fund's assets:

| Share classes             | Management fee (max.) | All-in fee (max.) | Distribution fee (max.) |
|---------------------------|-----------------------|-------------------|-------------------------|
| »IA« and »IT«             | 1.00% p.a.            | 0.25% p.a.        | none                    |
| »FA«, »FT«, »RA« and »RT« | 1.35% p.a.            | 0.25% p.a.        | none                    |
| »PA« and »PT«             | 1.75% p.a.            | 0.25% p.a.        | none                    |
| »DT«                      | 1.75% p.a.            | 0.25% p.a.        | 0.90% p.a.              |

The actual percentages of the management fee, all-in fee and distribution fee are published in the annual or semi-annual report.

In addition, the costs listed in Article 36 of the Articles of Association can be charged to the sub-fund.

Costs to be borne by the investors:

| Share classes             | Subscription fee (max.) |
|---------------------------|-------------------------|
| »IA« and »IT«             | none                    |
| »FA«, »FT«, »RA« and »RT« | 5.00%                   |
| »PA« and »PT«             | 5.00%                   |
| »DT«                      | none                    |

### 12. Income distribution policy

The distributing share classes of Bantleon Select Global Technology pay out the ordinary income (received dividends) after deduction of costs in full or in part. Realised capital gains may be paid out in full or in part. Furthermore, in accordance with Article 34 Section 2 of the Articles of Association, the Board of Directors of the Investment Company may also decide to distribute unrealised gains and other assets. Payouts are made at least once a year after the end of the Fund's financial year; this may be waived in justified cases by decision of the Board of Directors of the Investment Company resp. the Management Company.

### 13. Duration/entry into force

The sub-fund is established for an indefinite period.

### BANTLEON SELECT VOLATILITY PLUS

The provisions of the Articles of Association form an integral part of this Annex for the sub-fund Bantleon Select Volatility Plus. Supplementing and in derogation of these, the following provisions apply to the sub-fund:

#### 1. Inception date

Bantleon Select Volatility Plus (formerly Bantleon Income Protect) was formed on 8 June 2017 as a sub-fund of »BANTLEON SELECT SICAV«.

#### 2. Reference currency

The reference currency of the sub-fund Bantleon Select Volatility Plus is the euro (»EUR«).

#### 3. Investment objective and investment strategy

The investment objective of Bantleon Select Volatility Plus is to generate regular income with low volatility in the share price.

Investment strategy: Bantleon Select Volatility Plus pursues the objective of absolute positive performance, regardless of the developments on the equity and bond markets. The sub-fund's assets are invested in bonds and money market instruments with investment grade ratings as well as sight deposits and target funds. The core of the investment strategy is then to participate in the volatility risk premium. In particular, exchange-traded options on equity indices (such as S&P500, Eurostoxx50 and Russell2000) are sold and the aggregated nominal value of all options sold is managed within a specified range of the fund assets. As a rule, the degree of investment is between 80% and 120% of the fund assets.

#### 4. Investment policy

Subject to Article 4 of the Articles of Association, the following provisions apply to the investment policy of Bantleon Select Volatility Plus:

- a) The sub-fund's assets are invested directly or through funds in securities in the following category:
  - Government bonds issued by a central government or a central bank of a state.
  - Bonds of a regional government or a regional authority of a member state of the OECD.
  - Bonds of a fund of a member state of the OECD.
  - Bonds of issuers that are guaranteed by a member state of the OECD.
  - Bonds issued by a supranational institution.
  - Bonds from public issuers, issuers governed by public law or similar issuers.
  - Covered bonds issued by credit institutions domiciled in the European Union, Norway or the United Kingdom of Great Britain and Northern Ireland (following the exit of the United Kingdom of Great Britain and Northern Ireland from the European Union)
  - Bonds from credit institutions and companies domiciled in a member state of the OECD.
- b) The sub-fund may invest up to 10% of the sub-fund's assets in shares of UCITS and/or other open-end UCIs, including ETFs, within the meaning of Article 4 paragraph 2e) of the Articles of Association that invest in bonds, equities, money market instruments, bank deposits and derivatives.

With regard to its investments in shares of other funds, the sub-fund may also concentrate exclusively on funds issued by the Management Company.
- c) The sub-fund may hold up to a maximum of 49% of its assets in cash (up to a maximum of 20% of its assets per counterparty) and may hold money market instruments up to the maximum proportion specified in the Articles of Association.

- d) In accordance with Article 4 paragraph 2g) of the Articles of Association, the investment policy is also implemented using financial derivative instruments. Derivatives may be used for hedging and other purposes. Exchange-traded and over-the-counter derivatives include financial futures contracts, options, derivatives embedded in financial instruments and swaps (including credit default swaps and total return swaps). Possible underlyings of the total return swaps are equities, equity indices, equity volatility indices, bonds and bond indices. The maximum proportion of the sub-fund's assets subject to total return swaps is 30%; the proportion expected to be subject to total return swaps is 0% to 30%. However, this is only an estimated value which may be exceeded in individual cases.
- e) The sub-fund may use the techniques for the purpose of efficient portfolio management listed in Article 4 paragraphs 4 and 5 of the Articles of Association. For the time being, however, no securities financing transactions within the meaning of EU Regulation 2015/2365 will be concluded.

### 5. Currencies

The sub-fund may hold assets in all currencies of states which are a member of the OECD or qualifying as »developed markets« according to MSCI.

The currency risk of positions in foreign currencies may be hedged. The proportion of unhedged positions in foreign currencies is limited to a maximum of 10% of the sub-fund's assets.

### 6. Investor profile

The sub-fund is suitable for risk-conscious investors. However, investors should be prepared to accept falling prices due to sustained yield rises, equity market losses or worsening creditworthiness as well as, to a limited extent, exchange rate movements.

### 7. Approach to measuring overall risk

The absolute VaR approach is used to monitor and measure the overall risk associated with derivatives. The expected leverage, calculated using the nominal value method (sum of nominal values of all relevant derivatives), is estimated at 200%, i.e. the aim is to ensure that the leverage due to derivatives does not exceed twice the sub-fund's net assets. Depending on market conditions, the actual leverage may be higher or lower than this expected value.

### 8. Subscription, redemption and exchange of shares

Subscription and redemption orders received by the Registrar and Transfer Agent no later than 2.00 p.m. Central European Time (the cut-off time) on a business day (order date) are settled on the basis of the net asset value calculated for that date (valuation date).

The Management Company, distributors or other intermediaries may set earlier cut-off times than that quoted above for their clients in order to ensure that orders can be forwarded to the Registrar and Transfer Agent in time. These cut-off times are available from the Management Company, distributors or other intermediaries.

For orders received by the Registrar and Transfer Agent after the cut-off time on a given business day, the next defined business day is considered to be the order and valuation date. The same applies to the orders for the exchange of shares of one sub-fund for shares of another sub-fund offered by the Management Company, which are executed on the basis of the net asset values of the sub-funds concerned.

The net asset value used as the basis for settlement is thus not yet known at the time an order is submitted (this is known as forward pricing). It is calculated for the valuation date on the basis of the market prices of the assets held by the sub-fund at approximately 5 p.m. (Central European Time), with the exception of shares of target funds held by the sub-fund, which are valued at the most recent share price available at the time of valuation. If the Management Company believes that the market prices do not reflect the fair market value, the most recent prices available at the time of valuation are used.

## ANNEX – BANTLEON SELECT VOLATILITY PLUS

With the exception of 24 December and 31 December, each bank business day in Luxembourg is a valuation date. No subscription, redemption or exchange orders are accepted on 24 December or 31 December. The redemption price is equal to the price of a share. No redemption fee is charged.

### 9. Payment deadlines

The price of the shares plus the subscription fee is payable within three Luxembourg bank business days after the valuation date. The redemption price is payable to the shareholder within three Luxembourg bank business days after the valuation date.

### 10. Type of certification

Bearer shares are certified in the form of global certificates. Registered shares are entered in the share register.

### 11. Costs and fees

Costs charged to the sub-fund's assets:

| Share classes             | Management fee (max.) | All-in fee (max.) | Distribution fee (max.) | Performance fee (max.)  |
|---------------------------|-----------------------|-------------------|-------------------------|---|
| »IA« and »IT«             | 0.80% p.a.            | 0.25% p.a.        | none                    | 10%<br>(Hurdle rate:<br>1-Months-Euribor +<br>3.00% p.a.,<br>at least 0%) |
| »FA«, »FT«, »RA« and »RT« | 1.20% p.a.            | 0.25% p.a.        | none                    | 10%<br>(Hurdle rate:<br>1-Months-Euribor +<br>3.00% p.a.,<br>at least 0%) |
| »PA« and »PT«             | 1.50% p.a.            | 0.25% p.a.        | none                    | 10%<br>(Hurdle rate:<br>1-Months-Euribor +<br>3.00% p.a.,<br>at least 0%) |
| »DT«                      | 1.50% p.a.            | 0.25% p.a.        | 0.60% p.a.              | 10%<br>(Hurdle rate:<br>1-Months-Euribor +<br>3.00% p.a.,<br>at least 0%) |

The performance fee valuation period is the period since the performance fee was implemented until the end of the next financial year; thereafter, it is the period from the end of a fiscal year to the end of the following fiscal year. The high-water mark principle applies from the moment the performance fee is implemented.

The actual percentages of the management fee, all-in fee, distribution fee and performance fee are published in the annual or semi-annual report.

In addition, the costs listed in Article 36 of the Articles of Association can be charged to the sub-fund.

Costs to be borne by the investors:

| Share classes             | Subscription fee (max.) |
|---------------------------|-------------------------|
| »IA« and »IT«             | none                    |
| »FA«, »FT«, »RA« and »RT« | 5.00%                   |
| »PA« and »PT«             | 5.00%                   |
| »DT«                      | none                    |



### **12. Income distribution policy**

The distributing share classes of Bantleon Select Volatility Plus pay out the ordinary income (received interest income and current income) after deduction of costs in full or in part. Realised capital gains may be paid out in full or in part. Furthermore, in accordance with Article 34 Section 2 of the Articles of Association, the Board of Directors of the Investment Company may also decide to distribute unrealised gains and other assets. Capital gains may be paid out in full or in part. Payouts are made at least once a year after the end of the Fund's financial year; this may be waived in justified cases by decision of the Board of Directors of the Investment Company resp. the Management Company.

### **13. Duration/entry into force**

The sub-fund is established for an indefinite period.

### BANTLEON CHANGING WORLD

The provisions of the Articles of Association form an integral part of this Annex for the sub-fund Bantleon Changing World. Supplementing and in derogation of these, the following provisions apply to the sub-fund:

#### 1. Inception date

Bantleon Changing World was formed on 3 August 2018 as a sub-fund of »BANTLEON SELECT SICAV«.

#### 2. Reference currency

The reference currency of the sub-fund Bantleon Changing World is the euro (»EUR«).

#### 3. Investment objective and investment strategy

The investment objective of Bantleon Changing World, taking into account the opportunities and risks inherent in international capital markets, is to achieve reasonable value growth, primarily through investment in equities and bonds, while at the same time taking into account the principle of risk diversification, the safety of the investment capital and the liquidity of the fixed assets.

Investment Strategy: Bantleon Changing World is an actively managed mixed fund that invests in a variety of asset classes in a flexible manner. In equities, it invests primarily in companies that develop products or services to meet the challenges of a changing world and related structural trends. In identifying these companies, it uses both classical fundamental analysis and technical auxiliary indicators. In addition to equities, the sub-fund may invest in other securities such as bonds and other asset classes.

#### 4. Investment policy

Subject to Article 4 of the Articles of Association, the following provisions apply to the investment policy of Bantleon Changing World:

- a) At least 25% of the sub-fund's assets are continuously invested directly or through investment funds in equities (capital investments).
- b) The equity exposure as referred to in letter a) may also be established or held by investments in equity-type securities and rights such as American Depositary Receipts, Global Depositary Receipts, Non-voting Depositary Receipts, Profit Participation Certificates, Participation Certificates, Real Estate Investment Trusts (»REITs«) in the form of a listed security, warrants and other profit participation rights as well as dividend entitlements.
- c) Up to 75% of sub-fund's assets may be invested in securities that do not meet the criteria set out in a) or b) above or in money market instruments.
- d) Up to 10% of sub-fund's assets may be invested in UCITS and/or other open-ended UCIs, including open-ended ETFs, as defined in Article 4, Section 2, letter e) of the Articles of Association.
- e) The sub-fund may hold liquid assets of max. 49% of the sub-fund's assets resp. max. 20% of the sub-fund's assets per counterparty and money market instruments to the extent permitted under the terms of the Articles of Association.
- f) In accordance with Article 4 paragraph 2g) of the Articles of Association, the investment policy is also implemented using financial derivative instruments. Derivatives may be used for hedging and other purposes. Exchange-traded and over-the-counter derivatives include financial futures contracts, options, derivatives embedded in financial instruments and swaps. The sub-fund will not enter into any Total Return Swaps as defined by the EU Regulation 2015/2365.
- g) The sub-fund may use the techniques for the purpose of efficient portfolio management listed in Article 4 paragraphs 4 and 5 of the Articles of Association. For the time being, however, no securities financing transactions within the meaning of EU Regulation 2015/2365 will be concluded.

### 5. Currencies

The sub-fund may invest in all currencies of those countries represented in the »All Country World Index (ACWI)« of MSCI.

### 6. Investor profile

The sub-fund is suitable for investors aiming to participate in the development of stocks of global companies developing products or services to meet the challenges of a changing world and related structural trends, while flexibly taking into account other securities such as bonds and other asset classes. The sub-fund is intended for investors who have a long-term investment horizon and high risk tolerance.

Due to the composition of the net sub-fund's assets, there is a high overall risk, which is offset by high earnings opportunities. The risks may consist, in particular, of price, creditworthiness and currency risks as well as risks resulting from changes in market interest rates.

### 7. Approach to measuring overall risk

The absolute valute-at-risk approach is used to monitor and measure the overall risk associated with derivatives. The expected leverage effect, calculated according to the nominal value method (sum of the nominal values of all relevant derivatives), is estimated at 200%, i.e. the objective is that the leverage effect achieved by derivatives should not exceed twice the net asset value of the sub-fund. Depending on market conditions, this degree of leverage may differ from the actual value and may be higher or lower.

### 8. Subscription, redemption and exchange of shares

Subscription and redemption orders received by the Registrar and Transfer Agent no later than 2.00 p.m. Central European Time (the cut-off time) on a business day (order date) are settled on the first business day following receipt of the order (valuation date) on the basis of the net asset value calculated for that date.

The Management Company, distributors or other intermediaries may set earlier cut-off times than that quoted above for their clients in order to ensure that orders can be forwarded to the Registrar and Transfer Agent in time. These cut-off times are available from the Management Company, distributors or other intermediaries.

For orders received by the Registrar and Transfer Agent after the cut-off time on a given business day, the next defined business day is considered to be the order date. The same applies to the orders for the exchange of shares of one sub-fund for shares of another sub-fund offered by the Management Company, which are executed on the basis of the net asset values of the sub-funds concerned.

The net asset value used as the basis for settlement is thus not yet known at the time an order is submitted (this is known as forward pricing). It is calculated for the current valuation date on the basis of closing market prices. If the Management Company believes that the market prices do not reflect the fair market value, the most recent prices available at the time of valuation are used.

With the exception of 24 December and 31 December, each bank business day in Luxembourg is a valuation date. No subscription, redemption or exchange orders are accepted on 24 December or 31 December. The redemption price is equal to the price of a share. No redemption fee is charged.

### 9. Payment deadlines

The price of the shares plus the subscription fee is payable within three Luxembourg bank business days after the valuation date. The redemption price is payable to the shareholder within three Luxembourg bank business days after the valuation date.

### 10. Type of certification

Bearer shares are certified in the form of global certificates. Registered shares are entered in the share register.

### 11. Costs and fees

Costs charged to the sub-fund's assets:

| Share classes             | Management fee (max.) | All-in fee (max.) | Distribution fee (max.) | Performance-fee (max.)           |
|---------------------------|-----------------------|-------------------|-------------------------|----------------------------------|
| »IA« and »IT«             | 1.10% p.a.            | 0.25% p.a.        | none                    | 10%<br>(Hurdle rate: 5.00% p.a.) |
| »FA«, »FT«, »RA« and »RT« | 1.45% p.a.            | 0.25% p.a.        | none                    | 10%<br>(Hurdle rate: 5.00% p.a.) |
| »PA« and »PT«             | 1.75% p.a.            | 0.25% p.a.        | none                    | 10%<br>(Hurdle rate: 5.00% p.a.) |
| »DT«                      | 1.75% p.a.            | 0.25% p.a.        | 0.90% p.a.              | 10%<br>(Hurdle rate: 5.00% p.a.) |

The actual percentages of the management fee, all-in fee, distribution fee and performance fee are published in the annual or semi-annual report.

In addition, the costs listed in Article 36 of the Articles of Association can be charged to the sub-fund.

Costs to be borne by the investors:

| Share classes             | Subscription fee (max.) |
|---------------------------|-------------------------|
| »IA« and »IT«             | none                    |
| »FA«, »FT«, »RA« and »RT« | 5.00%                   |
| »PA« and »PT«             | 5.00%                   |
| »DT«                      | none                    |

### 12. Income distribution policy

The distributing share classes of Bantleon Changing World pay out the ordinary income (received dividends resp. interest income) after deduction of costs in full or in part. Realised capital gains may be paid out in full or in part. Furthermore, in accordance with Article 34 Section 2 of the Articles of Association, the Board of Directors of the Investment Company may also decide to distribute unrealised gains and other assets. Payouts are made at least once a year after the end of the Fund's financial year; this may be waived in justified cases by decision of the Board of Directors of the Investment Company resp. the Management Company.

### 13. Duration/entry into force

The sub-fund is established for an indefinite period.

### BANTLEON FAMILY & FRIENDS

The provisions of the Articles of Association form an integral part of this Annex for the sub-fund Bantleon Family & Friends. Supplementing and in derogation of these, the following provisions apply to the sub-fund:

#### 1. Inception date

Bantleon Family & Friends was set up on 7 September 2011 as a sub-fund of »BANTLEON OPPORTUNITIES«. It was transferred to the »BANTLEON SELECT SICAV« effective 3 August 2018.

#### 2. Reference currency

The reference currency of the sub-fund Bantleon Family & Friends is the euro (»EUR«).

#### 3. Investment objective and investment strategy

The investment objective of Bantleon Family & Friends, taking into account the opportunities and risks inherent in international capital markets, is to achieve a long-term positive investment result and above-average return in EUR, while at the same time taking into account the principle of risk diversification, the safety of the investment capital and the liquidity of the capital assets.

Investment strategy: Bantleon Family & Friends aims to spread risk across asset diversification globally into the asset classes bonds, equities and commodities. The selection and weighting of the segments is continuously adjusted to the expected economic development.

#### 4. Investment policy

In accordance with Article 4 of the Articles of Association, the following provisions apply to the investment policy of Bantleon Family & Friends:

- a) The sub-fund may invest in bonds of the following categories:
  - Government bonds issued by a central government or central bank of any state
  - Bonds of a regional government or local authority
  - Bonds of a fund by a country
  - Bonds of issuers that are guaranteed by a country
  - Bonds issued by a supranational institution
  - Bonds from public issuers, issuers governed by public law or similar issuers
  - Covered bonds issued by credit institutions domiciled in the European Union, Norway or the United Kingdom of Great Britain and Northern Ireland (following the exit of the United Kingdom of Great Britain and Northern Ireland from the European Union)
  - Bonds from banks and companies based in an OECD country
- b) The proportion in bonds which do not have an investment-grade rating is limited to 10% of the sub-fund's volume.
- c) The sub-fund invests at least 25% of the sub-fund's assets directly or through investment funds in equities (equity participations). The economic equity exposure of equities, derivatives and investment funds amounts to a maximum of 45% of the sub-fund's assets, whereby short and long positions may be netted in the case of derivatives. Equity exposure from emerging markets is limited to 10%.
- d) The sub-fund may use Exchange Traded Funds (ETFs) or Exchange Traded Commodities (ETC) to invest up to 20% of the sub-fund's volume in commodities and noble metals. This limit is increased to 25% if the higher capacity utilization is due to market changes.
- e) The sub-fund may invest up to 10% of the assets in shares of UCITS and/or other undertakings for collective investment (UCI), including ETFs, in terms of Article II. e) of the Articles of Association that make



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investments in bonds, money market instruments, bank deposits, derivatives, equities and commodities/noble metals resp. commodity indices.

- f) The sub-fund may hold liquid funds of max. 49% of the sub-fund's assets resp. in the extent of max. 20% of the sub-fund's assets per counterparty and money market instruments to the extent permitted under the terms of the Articles of Association.
- g) In accordance with Article II. e) of the Articles of Association, the investment policy is also implemented through the use of suitable derivative financial instruments. Derivatives may be used for hedging and other purposes. Exchange-traded and over-the-counter derivatives include financial futures contracts, options, derivatives embedded in financial instruments and swaps (including credit default swaps and total return swaps). Possible underlyings of the total return swaps are equities, equity indices, bonds, bond indices, commodity indices and precious metals. The maximum proportion of the sub-fund's assets subject to total return swaps is 30%; the proportion expected to be subject to total return swaps is 0% to 30%. However, this is only an estimated value which may be exceeded in individual cases.
- h) The sub-fund may use the techniques for the purpose of efficient portfolio management listed in Article 4 paragraphs 4 and 5 of the Articles of Association. For the time being, however, no securities financing transactions within the meaning of EU Regulation 2015/2365 will be concluded.

### 5. Currencies

The sub-fund may hold assets in all currencies of countries included in MSCI's »All Country World Index (ACWI)«.

The currency risk can be hedged. The unhedged foreign currency exposure is limited to 30% of the sub-fund's assets.

### 6. Investor profile

The sub-fund is suitable for risk-conscious investors. However, investors should be prepared to accept falling prices due to sustained yield rises, equity market losses or worsening creditworthiness as well as, to a limited extent, exchange rate movements.

### 7. Approach to measuring overall risk

The absolute value-at-risk approach is used to monitor and measure the overall risk associated with derivatives. The expected leverage, calculated using the nominal value method (sum of nominal values of all relevant derivatives), is estimated at 200%, i.e. the aim is to ensure that the leverage due to derivatives does not exceed twice the sub-fund's net assets. Depending on market conditions, the actual leverage may be higher or lower than this expected value.

### 8. Subscription, redemption and exchange of shares

Subscription and redemption orders received by the Registrar and Transfer Agent no later than 2.00 p.m. Central European Time (the cut-off time) on a business day (order date) are settled on the basis of the net asset value calculated for that date (valuation date).

The Management Company, distributors or other intermediaries may set earlier cut-off times than that quoted above for their clients in order to ensure that orders can be forwarded to the Registrar and Transfer Agent in time. These cut-off times are available from the Management Company, distributors or other intermediaries.

For orders received by the Registrar and Transfer Agent after the cut-off time on a given business day, the next defined business day is considered to be the order and valuation date. The same applies to the orders for the exchange of shares of one sub-fund for shares of another sub-fund offered by the Management Company, which are executed on the basis of the net asset values of the sub-funds concerned.

The net asset value used as the basis for settlement is thus not yet known at the time an order is submitted (this is known as forward pricing). It is calculated for the valuation date on the basis of the market prices of

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the assets held by the sub-fund at approximately 5 p.m. (Central European Time) on the valuation date, with the exception of shares of target funds held by the sub-fund, which are valued at the most recent share price available at the time of valuation. If the Management Company believes that the market prices do not reflect the fair market value, the most recent prices available at the time of valuation are used.

With the exception of 24 December and 31 December, each bank business day in Luxembourg is a valuation date. No subscription, redemption or exchange orders are accepted on 24 December or 31 December. The redemption price is equal to the price of a share. No redemption fee is charged.

### 9. Payment deadlines

The price of the shares plus the subscription fee is payable within three Luxembourg bank business days after the valuation date. The redemption price is payable to the shareholder within three Luxembourg bank business days after the valuation date.

### 10. Type of certification

Bearer shares are certified in the form of global certificates. Registered shares are entered in the share register.

### 11. Costs and fees

Costs charged to the sub-fund's assets:

| Share classes             | Management fee<br>(max.) | All-in fee<br>(max.) | Distribution fee<br>(max.) |
|---------------------------|--------------------------|----------------------|----------------------------|
| »IA« and »IT«             | 0.95% p.a.               | 0.25% p.a.           | none                       |
| »FA«, »FT«, »RA« and »RT« | 1.40% p.a.               | 0.25% p.a.           | none                       |
| »PA« and »PT«             | 1.85% p.a.               | 0.25% p.a.           | none                       |
| »DT«                      | 1.85% p.a.               | 0.25% p.a.           | 0.40% p.a.                 |

The actual percentages of the management fee, all-in fee and distribution fee are published in the annual or semi-annual report.

In addition, the costs listed in Article 36 of the Articles of Association can be charged to the sub-fund.

Costs to be borne by the investors:

| Share classes             | Subscription fee (max.) |
|---------------------------|-------------------------|
| »IA« and »IT«             | none                    |
| »FA«, »FT«, »RA« and »RT« | 3.50%                   |
| »PA« and »PT«             | 3.50%                   |
| »DT«                      | none                    |

### 12. Income distribution policy

The distributing share classes of Bantleon Family & Friends pay out the ordinary income (net interest income and received dividends/distributions) in full or in part. Realised capital gains may be paid out in full or in part. Furthermore, in accordance with Article 34 Section 2 of the Articles of Association, the Board of Directors of the Investment Company may also decide to distribute unrealised gains and other assets. Payouts are made at least once a year after the end of the Fund's financial year; this may be waived in justified cases by decision of the Board of Directors of the Investment Company resp. the Management Company.

### 13. Duration/entry into force

The sub-fund is established for an indefinite period.

### BANTLEON DIVIDEND

The provisions of the Articles of Association form an integral part of this Annex for the sub-fund Bantleon Dividend. Supplementing and in derogation of these, the following provisions apply to the sub-fund:

#### 1. Inception date

Bantleon Dividend was set up on 22 April 2015 as a sub-fund of »BANTLEON OPPORTUNITIES«. It was transferred to the »BANTLEON SELECT SICAV« effective 3 August 2018.

#### 2. Reference currency

The reference currency of the sub-fund Bantleon Dividend is the euro (»EUR«).

#### 3. Investment objective and investment strategy

The investment objective of Bantleon Dividend is to maximise capital growth, taking into account the opportunities and risks inherent in international capital markets, and to achieve regular and above-market dividend payments, while at the same time taking into account the principle of risk diversification, the safety of capital and the liquidity of capital assets.

Investment Strategy: Bantleon Dividend invests worldwide in equities of companies with above-average dividend yields. In selecting stocks, Bantleon Dividend is aligned with the universe of the MSCI World (Developed Markets) Index, complemented by additional criteria such as dividend height and sustainability, low volatility, small debt and other factors. Shares of companies in the financial sector are thereby largely avoided in favor of those with a preferably real-economic foundation. Share price risks in the form of price fluctuations of the shares are not hedged at Bantleon Dividend. Foreign currency risks are best hedged.

#### 4. Investment policy

In accordance with Article 4 of the Articles of Association, the following provisions apply to the investment policy of Bantleon Dividend:

- a) At least 51% of the sub-fund's assets are continuously invested in shares (capital investments) of firms worldwide with above-average dividend yields. Bantleon Dividend's stock selection is focused on the universe of the MSCI World (Developed Markets) Index, taking into account additional criteria such as size and sustainability of dividend, low volatility, low debt and other factors. Stocks from companies in the financial sector are avoided as far as possible in favour of those with a basis in the real economy. Share price risks in the form of price fluctuations are not hedged.
- b) The equity exposure as referred to in letter a) may also be established or held by investments in equity-type securities and rights such as American Depositary Receipts, Global Depositary Receipts, Non-voting Depositary Receipts, Profit Participation Certificates, Participation Certificates, Real Estate Investment Trusts (»REITs«) in the form of a listed security, warrants and other profit participation rights as well as dividend entitlements.
- c) The sub-fund may hold liquid assets of max. 49% of the sub-fund's assets resp. max. 20% of the sub-fund's assets per counterparty and money market instruments to the extent permitted under the terms of the Articles of Association.
- d) In accordance with Article 4 paragraph 2g) of the Articles of Association, the investment policy is also implemented using financial derivative instruments. Derivatives may be used for hedging and other purposes. Exchange-traded and over-the-counter derivatives may include, among others, financial futures and currency futures. The sub-fund will not enter into any Total Return Swaps as defined by the EU Regulation 2015/2365.

- e) The sub-fund may use the techniques for the purpose of efficient portfolio management listed in Article 4 paragraphs 4 and 5 of the Articles of Association. For the time being, however, no securities financing transactions within the meaning of EU Regulation 2015/2365 will be concluded.

### 5. Currencies

The sub-fund may hold assets in all currencies of those countries that qualify as »Developed Markets« by MSCI.

### 6. Investor profile

The sub-fund is suitable for risk-aware investors aiming to participate in the development of stocks of global companies, who have a long-term investment horizon and a high risk tolerance.

Due to the composition of the net sub-fund's assets, there is a high overall risk, which is offset by high earnings opportunities. The risks may consist, in particular, of price risks and currency risks.

### 7. Approach to measuring overall risk

The absolute value-at-risk approach is used to monitor and measure the overall risk associated with derivatives. The expected leverage effect, calculated using the nominal value method (sum of the nominal values of all relevant derivatives), is estimated at 100%, i.e. the objective is that the leverage effect achieved by derivatives should not exceed the simple value of the net assets of the sub-fund. Depending on market conditions, this degree of leverage may differ from the actual value and may be higher or lower.

### 8. Subscription, redemption and exchange of shares

Subscription and redemption orders received by the Registrar and Transfer Agent no later than 2.00 p.m. Central European Time (the cut-off time) on a business day (order date) are settled on the first business day following receipt of the order (valuation date) on the basis of the net asset value calculated for that date.

The Management Company, distributors or other intermediaries may set earlier cut-off times than that quoted above for their clients in order to ensure that orders can be forwarded to the Registrar and Transfer Agent in time. These cut-off times are available from the Management Company, distributors or other intermediaries.

For orders received by the Registrar and Transfer Agent after the cut-off time on a given business day, the next defined business day is considered to be the order date. The same applies to the orders for the exchange of shares of one sub-fund for shares of another sub-fund offered by the Management Company, which are executed on the basis of the net asset values of the sub-funds concerned.

The net asset value used as the basis for settlement is thus not yet known at the time an order is submitted (this is known as forward pricing). It is calculated for the current valuation date on the basis of the market close prices. If the Management Company believes that the market close prices do not reflect the fair market value, the most recent prices available at the time of valuation are used.

With the exception of 24 December and 31 December, each bank business day in Luxembourg is a valuation date. No subscription, redemption or exchange orders are accepted on 24 December or 31 December. The redemption price is equal to the price of a share. No redemption fee is charged.

### 9. Payment deadlines

The price of the shares plus the subscription fee is payable within three Luxembourg bank business days after the valuation date. The redemption price is payable to the shareholder within three Luxembourg bank business days after the valuation date.

### 10. Type of certification

Bearer shares are certified in the form of global certificates. Registered shares are entered in the share register.

### 11. Costs and fees

Costs charged to the sub-fund's assets:

| Share classes             | Management fee (max.) | All-in fee (max.) | Distribution fee (max.) |
|---------------------------|-----------------------|-------------------|-------------------------|
| »IA« and »IT«             | 0.75% p.a.            | 0.25% p.a.        | none                    |
| »FA«, »FT«, »RA« and »RT« | 1.25% p.a.            | 0.25% p.a.        | none                    |
| »PA« and »PT«             | 1.75% p.a.            | 0.25% p.a.        | none                    |
| »DT«                      | 1.75% p.a.            | 0.25% p.a.        | 0.60% p.a.              |

The actual percentages of the management fee, all-in fee and distribution fee are published in the annual or semi-annual report.

In addition, the costs listed in Article 36 of the Articles of Association can be charged to the sub-fund.

Costs to be borne by the investors:

| Share classes             | Subscription fee (max.) |
|---------------------------|-------------------------|
| »IA« and »IT«             | none                    |
| »FA«, »FT«, »RA« and »RT« | 5.00%                   |
| »PA« and »PT«             | 5.00%                   |
| »DT«                      | none                    |

### 12. Income distribution policy

The distributing share classes of Bantleon Dividend pay out the ordinary income (received dividends) in full or in part. Realised capital gains may be paid out in full or in part. Furthermore, in accordance with Article 34 Section 2 of the Articles of Association, the Board of Directors of the Investment Company may also decide to distribute unrealised gains and other assets. Payouts are made at least once a year after the end of the Fund's financial year; this may be waived in justified cases by decision of the Board of Directors of the Investment Company resp. the Management Company.

### 13. Duration/entry into force

The sub-fund is established for an indefinite period.



### BANTLEON DIVIDEND AR

The provisions of the Articles of Association form an integral part of this Annex for the sub-fund Bantleon Dividend AR. Supplementing and in derogation of these, the following provisions apply to the sub-fund:

#### 1. Inception date

Bantleon Dividend AR was set up on 22 April 2015 as a sub-fund of »BANTLEON OPPORTUNITIES«. It was transferred to the »BANTLEON SELECT SICAV« effective 3 August 2018.

#### 2. Reference currency

The reference currency of the sub-fund Bantleon Dividend AR is the euro (»EUR«).

#### 3. Investment objective and investment strategy

The investment objective of Bantleon Dividend AR is to maximise capital growth, taking into account the opportunities and risks inherent in international capital markets, and to achieve regular and above-market dividend payments, while at the same time taking into account the principle of risk diversification, the safety of capital and the liquidity of capital assets.

Investment Strategy: Bantleon Dividend AR invests worldwide in equities of companies with above-average dividend yields. In selecting stocks, Bantleon Dividend AR is aligned with the universe of the MSCI World (Developed Markets) Index, complemented by additional criteria such as dividend height and sustainability, low volatility, small debt and other factors. Shares of companies in the financial sector are thereby largely avoided in favor of those with a preferably real-economic foundation. Share price risks are temporarily reduced by hedging transactions by up to 100%. Foreign currency risks are best hedged.

#### 4. Investment policy

In accordance with Article 4 of the Articles of Association, the following provisions apply to the investment policy of Bantleon Dividend AR:

- a) At least 51% of the sub-fund's assets are continuously invested in shares (capital investments) of firms worldwide with above-average dividend yields. Bantleon Dividend AR's stock selection is focused on the universe of the MSCI World (Developed Markets) Index, taking account of criteria such as size and sustainability of dividend, low volatility, low debt and other factors. Stocks from the financial sector are avoided as far as possible in favour of those with a basis in the real economy. Share price risks in the form of price fluctuations can be partially hedged.
- b) The equity exposure as referred to in letter a) may also be established or held by investments in equity-type securities and rights such as American Depositary Receipts, Global Depositary Receipts, Non-voting Depositary Receipts, Profit Participation Certificates, Participation Certificates, Real Estate Investment Trusts (»REITs«) in the form of a listed security, warrants and other profit participation rights as well as dividend entitlements.
- c) The sub-fund may hold liquid assets of max. 49% of the sub-fund's assets resp. max. 20% of the sub-fund's assets per counterparty and money market instruments to the extent permitted under the terms of the Articles of Association.
- d) In accordance with Article 4 paragraph 2g) of the Articles of Association, the investment policy is also implemented using financial derivative instruments. Derivatives may be used for hedging and other purposes. Exchange-traded and over-the-counter derivatives may include, among others, financial futures and currency futures. The sub-fund will not enter into any Total Return Swaps as defined by the EU Regulation 2015/2365.

- e) The sub-fund may use the techniques for the purpose of efficient portfolio management listed in Article 4 paragraphs 4 and 5 of the Articles of Association. For the time being, however, no securities financing transactions within the meaning of Regulation (EU) 2015/2365 will be concluded.

### 5. Currencies

The sub-fund may hold assets in all currencies of those countries that qualify as »Developed Markets« by MSCI.

### 6. Investor profile

The sub-fund is suitable for risk-aware investors aiming to participate in the development of stocks of global companies, who have a long-term investment horizon and a high risk tolerance.

Due to the composition of the net sub-fund's assets, there is a high overall risk, which is offset by high earnings opportunities. The risks may consist, in particular, of price risks and currency risks.

### 7. Approach to measuring overall risk

The absolute value-at-risk approach is used to monitor and measure the overall risk associated with derivatives. The expected leverage effect, calculated according to the nominal value method (sum of the nominal values of all relevant derivatives), is estimated at 200%, i.e. the objective is that the leverage effect achieved by derivatives should not exceed twice the net asset value of the sub-fund. Depending on market conditions, this degree of leverage may differ from the actual value and may be higher or lower.

### 8. Subscription, redemption and exchange of shares

Subscription and redemption orders received by the Registrar and Transfer Agent no later than 2.00 p.m. Central European Time (the cut-off time) on a business day (order date) are settled on the first business day following receipt of order (valuation date) on the basis of the net asset value calculated for that date.

The Management Company, distributors or other intermediaries may set earlier cut-off times than that quoted above for their clients in order to ensure that orders can be forwarded to the Registrar and Transfer Agent in time. These cut-off times are available from the Management Company, distributors or other intermediaries.

For orders received by the Registrar and Transfer Agent after the cut-off time on a given business day, the next defined business day is considered to be the order date. The same applies to the orders for the exchange of shares of one sub-fund for shares of another sub-fund offered by the Management Company, which are executed on the basis of the net asset values of the sub-funds concerned.

The net asset value used as the basis for settlement is thus not yet known at the time an order is submitted (this is known as forward pricing). It is calculated for the current valuation date on the basis of the market close prices. If the Management Company believes that the market close prices do not reflect the fair market value, the most recent prices available at the time of valuation are used.

With the exception of 24 December and 31 December, each bank business day in Luxembourg is a valuation date. No subscription, redemption or exchange orders are accepted on 24 December or 31 December. The redemption price is equal to the price of a share. No redemption fee is charged.

### 9. Payment deadlines

The price of the shares plus the subscription fee is payable within three Luxembourg bank business days after the valuation date. The redemption price is payable to the shareholder within three Luxembourg bank business days after the valuation date.

### 10. Type of certification

Bearer shares are certified in the form of global certificates. Registered shares are entered in the share register.

### 11. Costs and fees

Costs charged to the sub-fund's assets:

| Share classes             | Management fee (max.) | All-in fee (max.) | Distribution fee (max.) | Performance fee (max.)        |
|---------------------------|-----------------------|-------------------|-------------------------|-------------------------------|
| »IA« and »IT«             | 0.75% p.a.            | 0.25% p.a.        | none                    | 10%<br>(Hurdle rate: 3% p.a.) |
| »FA«, »FT«, »RA« and »RT« | 1.25% p.a.            | 0.25% p.a.        | none                    | 10%<br>(Hurdle Rate: 3% p.a.) |
| »PA« and »PT«             | 1.75% p.a.            | 0.25% p.a.        | none                    | 10%<br>(Hurdle rate: 3% p.a.) |
| »DT«                      | 1.75% p.a.            | 0.25% p.a.        | 0.60% p.a.              | 10%<br>(Hurdle rate: 3% p.a.) |

The valuation period used to calculate the performance fee of the sub-fund also includes the proportionate period prior to the transfer of the sub-fund in the »BANTLEON SELECT SICAV« as of 3 August 2018. For the calculation of the high-water mark principle, the historical share prices prior to the transfer of the sub-fund into the »BANTLEON SELECT SICAV« are used.

The actual percentages of the management fee, all-in fee, distribution fee and performance fee are published in the annual or semi-annual report.

In addition, the costs listed in Article 36 of the Articles of Association can be charged to the sub-fund.

Costs to be borne by the investors:

| Share classes             | Subscription fee (max.) |
|---------------------------|-------------------------|
| »IA« and »IT«             | none                    |
| »FA«, »FT«, »RA« and »RT« | 5.00%                   |
| »PA« and »PT«             | 5.00%                   |
| »DT«                      | none                    |

### 12. Income distribution policy

The distributing share classes of Bantleon Dividend AR pay out the ordinary income (received dividends) in full or in part. Realised capital gains may be paid out in full or in part. Furthermore, in accordance with Article 34 Section 2 of the Articles of Association, the Board of Directors of the Investment Company may also decide to distribute unrealised gains and other assets. Payouts are made at least once a year after the end of the Fund's financial year; this may be waived in justified cases by decision of the Board of Directors of the Investment Company resp. the Management Company.

### 13. Duration/entry into force

The sub-fund is established for an indefinite period.

### BANTLEON SELECT INFRASTRUCTURE

The provisions of the Articles of Association form an integral part of this Annex for the sub-fund Bantleon Select Infrastructure. Supplementing and in derogation of these, the following provisions apply to the sub-fund:

#### 1. Inception date

Bantleon Select Infrastructure was formed on 20 June 2019 as sub-fund of »BANTLEON SELECT SICAV«.

#### 2. Reference currency

The reference currency of the sub-fund Bantleon Select Infrastructure is the euro (»EUR«).

#### 3. Investment objective and investment strategy

The investment objective of Bantleon Select Infrastructure is to achieve a positive investment result and an above-average return in EUR over the long term, taking into account the opportunities and risks of the international capital markets, while at the same time taking into account the principle of risk diversification, the security of the investment capital and the liquidity of the investment assets.

Investment Strategy: Bantleon Select Infrastructure is an equity fund that invests primarily in equities of companies that provide solutions to the challenges of a changing world, addressing the structural trends of demographic change, urbanisation, resource scarcity and digitalisation. The main stocks selected are those of companies domiciled or operating mainly in Europe.

#### 4. Investment policy

Subject to Article 4 of the Articles of Association, the following provisions apply to the investment policy of Bantleon Select Infrastructure:

- a) At least 75% of the sub-fund's assets will be invested in equities of listed companies worldwide, in particular those that generate most of their revenues from infrastructure activities. The shares in which the sub-fund invests are mainly listed and traded on regulated and recognised markets.
- b) The equity exposure as referred to in letter a) may also be established or held by investments in equity-type securities and rights such as American Depositary Receipts, Global Depositary Receipts, Non-voting Depositary Receipts, Profit Participation Certificates, Participation Certificates, warrants and other profit participation rights as well as dividend entitlements.
- c) Up to 10% of sub-fund's assets may be invested in UCITS and/or other open-ended UCIs, including open-ended ETFs, as defined in Article 4, Section 2, letter e) of the Articles of Association.
- d) The sub-fund may hold liquid assets of max. 25% of the sub-fund's assets resp. max. 20% of the sub-fund's assets per counterparty and money market instruments to the extent permitted under the terms of the Articles of Association.
- e) In accordance with Article 4 paragraph 2g) of the Articles of Association, the investment policy is also implemented using financial derivative instruments. Derivatives may be used for hedging and other purposes. These derivatives (on- and off-exchange) may include, inter alia, financial futures contracts and forward exchange contracts. The sub-fund will not enter into any Total Return Swaps as defined by the EU Regulation 2015/2365.
- f) The sub-fund may use the techniques for the purpose of efficient portfolio management listed in Article 4 paragraphs 4 and 5 of the Articles of Association. For the time being, however, no securities financing transactions within the meaning of Regulation (EU) 2015/2365 will be concluded.

### 5. Currencies

The sub-fund may invest in all currencies of those countries represented in the »All Country World Index (ACWI)« of MSCI.

### 6. Investor profile

The sub-fund is suitable for investors aiming to participate in the development of stocks of global infrastructure companies. The sub-fund is intended for investors who have a long-term investment horizon and high risk tolerance.

Due to the composition of the sub-fund's assets, there is a high overall risk, which is offset by high earnings opportunities. The risks may consist, in particular, of price and currency risks.

### 7. Approach to measuring overall risk

The absolute value-at-risk approach is used to monitor and measure the overall risk associated with derivatives. The expected leverage effect, calculated according to the nominal value method (sum of the nominal values of all relevant derivatives), is estimated at 200%, i.e. the objective is that the leverage effect achieved by derivatives should not exceed twice the net asset value of the sub-fund. Depending on market conditions, this degree of leverage may differ from the actual value and may be higher or lower.

### 8. Subscription, redemption and exchange of shares

Subscription and redemption orders received by the Registrar and Transfer Agent no later than 2.00 p.m. Central European Time (the cut-off time) on a business day (order date) are settled on the first business day following receipt of the order (valuation date) on the basis of the net asset value calculated for that date.

The Management Company, distributors or other intermediaries may set earlier cut-off times than that quoted above for their clients in order to ensure that orders can be forwarded to the Registrar and Transfer Agent in time. These cut-off times are available from the Management Company, distributors or other intermediaries.

For orders received by the Registrar and Transfer Agent after the cut-off time on a given business day, the next defined business day is considered to be the order date. The same applies to the orders for the exchange of shares of one sub-fund for shares of another sub-fund offered by the Management Company, which are executed on the basis of the net asset values of the sub-funds concerned.

The net asset value used as the basis for settlement is thus not yet known at the time an order is submitted (this is known as forward pricing). It is calculated for the current valuation date on the basis of closing market prices. If the Management Company believes that the closing market prices do not reflect the fair market value, the most recent prices available at the time of valuation are used.

With the exception of 24 December and 31 December, each bank business day in Luxembourg is a valuation date. No subscription, redemption or exchange orders are accepted on 24 December or 31 December. The redemption price is equal to the price of a share. No redemption fee is charged.

### 9. Payment deadlines

The price of the shares plus the subscription fee is payable within three Luxembourg bank business days after the valuation date. The redemption price is payable to the shareholder within three Luxembourg bank business days after the valuation date.

### 10. Type of certification

Bearer shares are certified in the form of global certificates. Registered shares are entered in the share register.

### 11. Costs and fees

Costs charged to the sub-fund's assets:

| Share classes             | Management fee (max.) | All-in fee (max.) | Distribution fee (max.) |
|---------------------------|-----------------------|-------------------|-------------------------|
| »IA« and »IT«             | 1.00% p.a.            | 0.25% p.a.        | none                    |
| »FA«, »FT«, »RA« and »RT« | 1.35% p.a.            | 0.25% p.a.        | none                    |
| »PA« and »PT«             | 1.75% p.a.            | 0.25% p.a.        | none                    |
| »DT«                      | 1.75% p.a.            | 0.25% p.a.        | 0.90% p.a.              |

The actual percentages of the management fee, all-in fee, distribution fee and performance fee are published in the annual or semi-annual report.

In addition, the costs listed in Article 36 of the Articles of Association can be charged to the sub-fund.

Costs to be borne by the investors:

| Share classes             | Subscription fee (max.) |
|---------------------------|-------------------------|
| »IA« and »IT«             | none                    |
| »FA«, »FT«, »RA« and »RT« | 5.00%                   |
| »PA« and »PT«             | 5.00%                   |
| »DT«                      | none                    |

### 12. Income distribution policy

The distributing share classes of Bantleon Select Infrastructure pay out the ordinary income (received dividends) after deduction of costs in full or in part. Realised capital gains may be paid out in full or in part. Furthermore, in accordance with Article 34 Section 2 of the Articles of Association, the Board of Directors of the Investment Company may also decide to distribute unrealised gains and other assets. Payouts are made at least once a year after the end of the Fund's financial year; this may be waived in justified cases by decision of the Board of Directors of the Investment Company resp. the Management Company.

### 13. Duration/entry into force

The sub-fund is established for an indefinite period.



### BANTLEON EVENT DRIVEN EQUITIES

The provisions of the Articles of Association form an integral part of this Annex for the sub-fund Bantleon Event Driven Equities. Supplementing and in derogation of these, the following provisions apply to the sub-fund:

#### 1. Inception date

Bantleon Event Driven Equities was formed on 20 June 2019 as sub-fund of »BANTLEON SELECT SICAV«.

#### 2. Reference currency

The reference currency of the sub-fund Bantleon Select Infrastructure is the euro (»EUR«).

#### 3. Investment objective and investment strategy

The investment objective of Bantleon Event Driven Equities is to achieve a positive investment result and an above-average return in EUR over the long term, taking into account the opportunities and risks of the international capital markets, while at the same time taking into account the principle of risk diversification, the security of the investment capital and the liquidity of the investment assets.

Investment Strategy: Bantleon Event Driven Equities is an equity fund that invests primarily in equities of companies that find themselves in company-specific special situations. Special situations include mergers and acquisitions, spin-offs, restructurings, shareholder activism and operational turning points. The shares selected are predominantly those of companies domiciled or operating mainly in Europe and the USA.

#### 4. Investment policy

Subject to Article 4 of the Articles of Association, the following provisions apply to the investment policy of Bantleon Event Driven Equities:

- a) At least 75% of the sub-fund's assets will be invested in equities of listed companies worldwide. The shares in which the sub-fund invests are mainly listed and traded on regulated and recognised markets.
- b) The equity exposure as referred to in letter a) may also be established or held by investments in equity-type securities and rights such as American Depositary Receipts, Global Depositary Receipts, Non-voting Depositary Receipts, Profit Participation Certificates, Participation Certificates, warrants and other profit participation rights as well as dividend entitlements.
- c) Up to 10% of sub-fund's assets may be invested in UCITS and/or other open-ended UCIs, including open-ended ETFs, as defined in Article 4, Section 2, letter e) of the Articles of Association.
- d) The sub-fund may hold liquid assets of max. 49% of the sub-fund's assets resp. max. 20% of the sub-fund's assets per counterparty and money market instruments to the extent permitted under the terms of the Articles of Association.
- e) In accordance with Article 4 paragraph 2g) of the Articles of Association, the investment policy is also implemented using financial derivative instruments. Derivatives may be used for hedging and other purposes. These derivatives (on- and off-exchange) may include, inter alia, financial futures contracts and forward exchange contracts. The sub-fund is also entitled to enter into total return swaps, in particular equity swaps. Possible underlyings of the total return swaps are equities, equity indices, bonds and bond indices. The maximum proportion of the sub-fund's assets subject to total return swaps is 30%; the proportion expected to be subject to total return swaps is 0% to 30%. However, this is only an estimated value which may be exceeded in individual cases.
- f) The sub-fund may use the techniques for the purpose of efficient portfolio management listed in Article 4 paragraphs 4 and 5 of the Articles of Association. The sub-fund will not enter into any Total Return Swaps as defined by the EU Regulation 2015/2365.

### 5. Currencies

The sub-fund may invest in all currencies of those countries represented in the »All Country World Index (ACWI)« of MSCI.

### 6. Investor profile

The sub-fund is suitable for investors aiming to participate in the development of stocks of global companies. The sub-fund is intended for investors who have a long-term investment horizon and high risk tolerance.

Due to the composition of the sub-fund's assets, there is a high overall risk, which is offset by high earnings opportunities. The risks may consist, in particular, of price and currency risks.

### 7. Approach to measuring overall risk

The absolute value at risk approach is used to monitor and measure the overall risk associated with derivatives. The expected leverage effect, calculated according to the nominal value method (sum of the nominal values of all relevant derivatives), is estimated at 200%, i.e. the objective is that the leverage effect achieved by derivatives should not exceed twice the net asset value of the sub-fund. Depending on market conditions, this degree of leverage may differ from the actual value and may be higher or lower.

### 8. Subscription, redemption and exchange of shares

Subscription and redemption orders received by the Registrar and Transfer Agent no later than 2.00 p.m. Central European Time (the cut-off time) on a business day (order date) are settled on the first business day following receipt of the order (valuation date) on the basis of the net asset value calculated for that date.

The Management Company, distributors or other intermediaries may set earlier cut-off times than that quoted above for their clients in order to ensure that orders can be forwarded to the Registrar and Transfer Agent in time. These cut-off times are available from the Management Company, distributors or other intermediaries.

For orders received by the Registrar and Transfer Agent after the cut-off time on a given business day, the next defined business day is considered to be the order date. The same applies to the orders for the exchange of shares of one sub-fund for shares of another sub-fund offered by the Management Company, which are executed on the basis of the net asset values of the sub-funds concerned.

The net asset value used as the basis for settlement is thus not yet known at the time an order is submitted (this is known as forward pricing). It is calculated for the current valuation date on the basis of closing market prices. If the Management Company believes that the closing market prices do not reflect the fair market value, the most recent prices available at the time of valuation are used.

With the exception of 24 December and 31 December, each bank business day in Luxembourg is a valuation date. No subscription, redemption or exchange orders are accepted on 24 December or 31 December. The redemption price is equal to the price of a share. No redemption fee is charged.

### 9. Payment deadlines

The price of the shares plus the subscription fee is payable within three Luxembourg bank business days after the valuation date. The redemption price is payable to the shareholder within three Luxembourg bank business days after the valuation date.

### 10. Type of certification

Bearer shares are certified in the form of global certificates. Registered shares are entered in the share register.

## ANNEX – BANTLEON EVENT DRIVEN EQUITIES

### 11. Costs and fees

Costs charged to the sub-fund's assets:

| Share classes             | Management fee (max.) | All-in fee (max.) | Distribution fee (max.) | Performance fee (max.)           |
|---------------------------|-----------------------|-------------------|-------------------------|----------------------------------|
| »IA« and »IT«             | 1.00% p.a.            | 0.25% p.a.        | none                    | 10%<br>(Hurdle rate:<br>5% p.a.) |
| »FA«, »FT«, »RA« and »RT« | 1.35% p.a.            | 0.25% p.a.        | none                    | 10%<br>(Hurdle rate:<br>5% p.a.) |
| »PA« and »PT«             | 1.75% p.a.            | 0.25% p.a.        | none                    | 10%<br>(Hurdle rate:<br>5% p.a.) |
| »DT«                      | 1.75% p.a.            | 0.25% p.a.        | 0.90% p.a.              | 10%<br>(Hurdle rate:<br>5% p.a.) |

The actual percentages of the management fee, all-in fee, distribution fee and performance fee are published in the annual or semi-annual report.

In addition, the costs listed in Article 36 of the Articles of Association can be charged to the sub-fund.

Costs to be borne by the investors:

| Share classes             | Subscription fee (max.) |
|---------------------------|-------------------------|
| »IA« and »IT«             | none                    |
| »FA«, »FT«, »RA« and »RT« | 5.00%                   |
| »PA« and »PT«             | 5.00%                   |
| »DT«                      | none                    |

### 12. Income distribution policy

The distributing share classes of Bantleon Event Driven Equities pay out the ordinary income (received dividends) after deduction of costs in full or in part. Realised capital gains may be paid out in full or in part. Furthermore, in accordance with Article 34 Section 2 of the Articles of Association, the Board of Directors of the Investment Company may also decide to distribute unrealised gains and other assets. Payouts are made at least once a year after the end of the Fund's financial year; this may be waived in justified cases by decision of the Board of Directors of the Investment Company resp. the Management Company.

### 13. Duration/entry into force

The sub-fund is established for an indefinite period.

### BANTLEON SELECT CORPORATE HYBRIDS

The provisions of the Articles of Association form an integral part of this Annex for the sub-fund Bantleon Select Corporate Hybrids. Supplementing and in derogation of these, the following provisions apply to the sub-fund:

#### 1. Inception date

Bantleon Select Corporate Hybrids was formed on 9 October 2019 as a sub-fund of »BANTLEON SELECT SICAV«.

#### 2. Reference currency

The reference currency of the sub-fund Bantleon Select Corporate Hybrids is the euro (»EUR«).

#### 3. Investment objective and investment strategy

The investment objective of Bantleon Select Corporate Hybrids is to achieve a positive, above-average performance in EUR over the long term, taking account of the opportunities and risks on the international capital markets as well as the principle of risk diversification, the security of the invested capital and the liquidity of its assets.

Investment strategy: Bantleon Select Corporate Hybrids is a bond fund, investing primarily in subordinated corporate bonds with investment-grade rating denominated in EUR. Corporate bonds have an investment-grade rating, provided they have at least a »BBB-« (»Standard & Poor's«), »BBB-« (»Fitch«) or »Baa3« (»Moody's«) rating and above at the time of acquisition. Where ratings from different rating agencies differ, the lowest rating takes precedence.

#### 4. Investment policy

Subject to Article 4 of the Articles of Association, the following provisions apply to the investment policy of Bantleon Select Corporate Hybrids:

- a) The sub-fund invests at least 50% of the sub-fund's assets in subordinated bonds issued by companies. In addition, the sub-fund invests in bonds of the following categories:
  - government bonds issued by a central government or by a central bank of a country
  - Bonds issued by a regional government or local authority
  - bonds issued by a country investment fund
  - Bonds issued by issuers guaranteed by a country
  - Bonds issued by a supranational institution
  - Bonds issued by public and similar issuers
  - Covered bonds issued by credit institutions domiciled in the European Union, Norway or the United Kingdom of Great Britain and Northern Ireland (following the exit of the United Kingdom of Great Britain and Northern Ireland from the European Union).
  - Corporate bonds and bonds issued by credit institutions

The proportion of bonds that do not have an investment-grade rating is limited to 25% of the fund volume. All bonds must have a minimum rating of »B-« (»Standard & Poor's«), »B-« (»Fitch«) or »B3« (»Moody's«).
- b) Up to 10% of the sub-fund's assets may be invested in UCITS and/or other open-ended UCIs, including open-ended ETFs, within the meaning of Article 4 paragraph 2e) of the Articles of Association. Investments in real estate investment trusts (»REITs«) in the form of UCITS or other open-ended UCIs are not permitted.
- c) The sub-fund may hold liquid assets up to a maximum of 49% of the sub-fund's assets or up to a maximum of 20% of the sub-fund's assets per counterparty and money market instruments to the extent permitted by the provisions of the Articles of Association.

- d) In accordance with Article 4 paragraph 2g) of the Articles of Association, the investment policy is also implemented using financial derivative instruments. Derivatives may be used for hedging and other purposes. Exchange-traded and over-the-counter derivatives may include financial futures contracts, options, derivatives embedded in financial instruments, currency futures and swaps (including credit default swaps and total return swaps). Possible underlyings of the total return swaps are bonds, bond indices and credit default indices. The maximum proportion of the sub-fund's assets subject to total return swaps is 30%; the proportion expected to be subject to total return swaps is 0% to 30%. However, this is only an estimated value which may be exceeded in individual cases.
- e) The sub-fund may use the techniques for the purpose of efficient portfolio management listed in Article 4 paragraphs 4 and 5 of the Articles of Association. For the time being, however, no securities financing transactions within the meaning of EU Regulation 2015/2365 will be concluded.

### 5. Currencies

The sub-fund invests mainly in assets denominated in EUR, but it may also hold assets denominated in AUD, CAD, CHF, GBP and USD.

The currency risk of positions in foreign currencies may be hedged. The proportion of unhedged positions in foreign currencies is limited to a maximum of 10% of the sub-fund's assets.

### 6. Investor profile

The sub-fund is suitable for investors who wish to participate in the performance of corporate bonds and who have a long-term investment horizon and a high risk tolerance.

The composition of the net sub-fund assets results in an increased level of overall risk, which is set against expected return opportunities. The risks may include in particular credit and price risks as well as risks resulting from changes in market interest rates.

### 7. Approach to measuring overall risk

The relative value-at-risk approach is used to monitor and measure the overall risk associated with derivatives. The associated reference portfolio consists of a broad EUR-denominated market of subordinated non-financial investment-grade corporate bonds. The expected leverage effect, calculated according to the nominal value method (sum of the nominal values of all relevant derivatives), is estimated at 200%, i.e. the objective is that the leverage effect achieved by derivatives should not exceed twice the value of the sub-fund's net assets. Depending on market conditions, this degree of leverage may differ from the actual value and may be higher or lower.

### 8. Subscription, redemption and exchange of shares

Subscription and redemption orders received by the Registrar and Transfer Agent no later than 2.00 p.m. Central European Time (the cut-off time) on a business day (order date) are settled on the basis of the net asset value calculated for that date (valuation date).

The Management Company, distributors or other intermediaries may set earlier cut-off times than that quoted above for their clients in order to ensure that orders can be forwarded to the Registrar and Transfer Agent in time. These cut-off times are available from the Management Company, distributors or other intermediaries.

For orders received by the Registrar and Transfer Agent after the cut-off time on a given business day, the next defined business day is considered to be the valuation date. The same applies to the orders for the exchange of shares of one sub-fund for shares of another sub-fund offered by the Management Company, which are executed on the basis of the net asset values of the sub-funds concerned.

The net asset value used as the basis for settlement is thus not yet known at the time an order is submitted (this is known as forward pricing). It is calculated for the valuation date on the basis of the market prices at

## ANNEX – BANTLEON SELECT CORPORATE HYBRIDS

approximately 5 p.m. (Central European Time). If the Management Company believes that these market prices do not reflect the fair market value, the most recent prices available at the time of valuation are used.

With the exception of 24 December and 31 December, each bank business day in Luxembourg is a valuation date. No subscription, redemption or exchange orders are accepted on 24 December or 31 December. The redemption price is equal to the price of a share. No redemption fee is charged.

### 9. Payment deadlines

The price of the shares plus the subscription fee is payable within three Luxembourg bank business days after the valuation date. The redemption price is payable to the shareholder within three Luxembourg bank business days after the valuation date.

### 10. Type of certification

Bearer shares are certified in the form of global certificates. Registered shares are entered in the share register.

### 11. Costs and fees

Costs charged to the sub-fund's assets:

| Share classes             | Management fee<br>(max.) | All-in fee<br>(max.) | Distribution fee<br>(max.) |
|---------------------------|--------------------------|----------------------|----------------------------|
| »IA« and »IT«             | 0.60% p.a.               | 0.25% p.a.           | none                       |
| »FA«, »FT«, »RA« and »RT« | 0.95% p.a.               | 0.25% p.a.           | none                       |
| »PA« and »PT«             | 1.30% p.a.               | 0.25% p.a.           | none                       |
| »DT«                      | 1.30% p.a.               | 0.25% p.a.           | 0.60% p.a.                 |

The actual percentages of the management fee, all-in fee and distribution fee are published in the annual or semi-annual report.

In addition, the costs listed in Article 36 of the Articles of Association can be charged to the sub-fund.

Costs to be borne by the investors:

| Share classes             | Subscription fee (max.) |
|---------------------------|-------------------------|
| »IA« and »IT«             | none                    |
| »FA«, »FT«, »RA« and »RT« | 5.00%                   |
| »PA« and »PT«             | 5.00%                   |
| »DT«                      | none                    |

### 12. Income distribution policy

The distributing share classes of Bantleon Select Corporate Hybrids pay out the ordinary income (received interest income) after deduction of costs in full or in part. Realised capital gains may be paid out in full or in part. Furthermore, in accordance with Article 34 Section 2 of the Articles of Association, the Board of Directors of the Investment Company may also decide to distribute unrealised gains and other assets. Payouts for all distributing share classes are made at least once a year after the end of the Fund's financial year; this may be waived in justified cases by decision of the Board of Directors of the Investment Company resp. the Management Company.

### 13. Duration/entry into force

The sub-fund is established for an indefinite period.



## FUND OVERVIEW

|   | <b>Bantleon Select<br/>Corporates</b> | <b>Bantleon Select<br/>Global<br/>Technology</b> | <b>Bantleon Select<br/>Volatility Plus</b> | <b>Bantleon<br/>Changing World</b> | <b>Bantleon<br/>Family &amp; Friends</b> |
|---|---------------------------------------|--|--|------------------------------------|--|
| ISIN – »IT« share class                 | LU1474210447                          | LU1597150439                                     | LU1603212702                               | LU1808872615                       | LU0634998206                             |
| Fund currency                           | EUR                                   | EUR  | EUR  | EUR                                | EUR                                      |
| ISIN – »IA« share class                 | LU1474210520                          | LU1597150272                                     | LU1603212611                               | LU1808872706                       | LU0634998388                             |
| Fund currency                           | EUR                                   | EUR  | EUR  | EUR                                | EUR                                      |
| ISIN – »PT« share class                 | LU1474210793                          | LU1597150868                                     | LU1603213189                               | LU1808872888                       | LU0634998461                             |
| Fund currency                           | EUR                                   | EUR  | EUR  | EUR                                | EUR                                      |
| ISIN – »PA« share class                 | LU1474210876                          | LU1597150603                                     | LU1603213007                               | LU1808872961                       | LU0634998545                             |
| Fund currency                           | EUR                                   | EUR  | EUR  | EUR                                | EUR                                      |
| ISIN – »DT« share class                 | LU1474210959                          | LU1603212538                                     | LU1603213262                               | LU1808873001                       | LU1290101184                             |
| Fund currency                           | EUR                                   | EUR  | EUR  | EUR                                | EUR                                      |
| ISIN – »FT« share class                 | LU1474211098                          | LU1603212025                                     | LU1597151247                               | LU1808873183                       | LU1210067820                             |
| Fund currency                           | EUR                                   | EUR  | EUR  | EUR                                | EUR                                      |
| ISIN – »FA« share class                 | LU1474211171                          | LU1603211993                                     | LU1597151080                               | LU1808873266                       | LU1210068042                             |
| Fund currency                           | EUR                                   | EUR  | EUR  | EUR                                | EUR                                      |
| ISIN – »RT« share class                 | LU1474211254                          | LU1603212371                                     | LU1603212967                               | LU1808873340                       | LU1210068125                             |
| Fund currency                           | EUR                                   | EUR  | EUR  | EUR                                | EUR                                      |
| ISIN – »RA« share class                 | LU1474211338                          | LU1603212298                                     | LU1603212884                               | LU1808873423                       | LU1210068471                             |
| Fund currency                           | EUR                                   | EUR  | EUR  | EUR                                | EUR                                      |
| ISIN – »IT CHF (hedged)«<br>share class | LU1474211411                          | LU1605378253                                     | LU1605379731                               | LU1808873696                       | LU0764661731                             |
| Fund currency                           | CHF                                   | CHF  | CHF  | CHF                                | CHF                                      |
| ISIN – »IA CHF (hedged)«<br>share class | LU1474211502                          | LU1605378337                                     | LU1605379814                               | LU1808873779                       | LU0764661905                             |
| Fund currency                           | CHF                                   | CHF  | CHF  | CHF                                | CHF                                      |
| ISIN – »PT CHF (hedged)«<br>share class | LU1474211684                          | LU1605378410                                     | LU1605379905                               | LU1808873852                       | LU0764662036                             |
| Fund currency                           | CHF                                   | CHF  | CHF  | CHF                                | CHF                                      |
| ISIN – »PA CHF (hedged)«<br>share class | LU1474211767                          | LU1605378501                                     | LU1605380077                               | LU1808873936                       | LU0764662119                             |
| Fund currency                           | CHF                                   | CHF  | CHF  | CHF                                | CHF                                      |
| ISIN – »RT CHF (hedged)«<br>share class | LU1474211841                          | LU1605378683                                     | LU1605380150                               | LU1808874074                       | LU1210068638                             |
| Fund currency                           | CHF                                   | CHF  | CHF  | CHF                                | CHF                                      |
| ISIN – »RA CHF (hedged)«<br>share class | LU1474211924                          | LU1605378766                                     | LU1605380317                               | LU1808874157                       | LU1210068711                             |
| Fund currency                           | CHF                                   | CHF  | CHF  | CHF                                | CHF                                      |
| ISIN – »RT USD (hedged)«<br>share class | LU1474212062                          | LU1605378923                                     | LU1605380408                               | LU1808874231                       | LU1210068802                             |
| Fund currency                           | USD                                   | USD  | USD  | USD                                | USD                                      |
| ISIN – »RA USD<br>(hedged)« share class | LU1474212146                          | LU1605379061                                     | LU1605380580                               | LU1808874314                       | LU1210068984                             |
| Fund currency                           | USD                                   | USD  | USD  | USD                                | USD                                      |
| ISIN – »IT USD (hedged)«<br>share class | LU1474212229                          | LU1605379145                                     | LU1605380663                               | LU1808874405                       | LU0834236688                             |
| Fund currency                           | USD                                   | USD  | USD  | USD                                | USD                                      |
| ISIN – »IA USD (hedged)«<br>share class | LU1474212492                          | LU1605379228                                     | LU1605380747                               | LU1808874587                       | LU0834238114                             |
| Fund currency                           | USD                                   | USD  | USD  | USD                                | USD                                      |
| ISIN – »PT USD (hedged)«<br>share class | LU1474212575                          | LU1605379491                                     | LU1605380820                               | LU1808874660                       | LU0834239278                             |
| Fund currency                           | USD                                   | USD  | USD  | USD                                | USD                                      |
| ISIN – »PA USD<br>(hedged)« share class | LU1474212658                          | LU1605379657                                     | LU1605381125                               | LU1808874744                       | LU0834240102                             |
| Fund currency                           | USD                                   | USD  | USD  | USD                                | USD                                      |

## FUND OVERVIEW

|   | <b>Bantleon<br/>Dividend</b> | <b>Bantleon<br/>Dividend AR</b> | <b>Bantleon Select<br/>Infrastructure</b> | <b>Bantleon Event<br/>Driven Equities</b> | <b>Bantleon Select<br/>Corporate Hybrids</b> |
|---|------------------------------|---------------------------------|---|---|--|
| ISIN – »IT« share class                 | LU1210052046                 | LU1210056625                    | LU1989515363                              | LU1989517658                              | LU2038755091                                 |
| Fund currency                           | EUR                          | EUR                             | EUR                                       | EUR                                       | EUR  |
| ISIN – »IA« share class                 | LU1210052392                 | LU1210056971                    | LU1989515447                              | LU1989517732                              | LU2038754953                                 |
| Fund currency                           | EUR                          | EUR                             | EUR                                       | EUR                                       | EUR  |
| ISIN – »PT« share class                 | LU1210052558                 | LU1210057359                    | LU1989515520                              | LU1989517815                              | LU2038755257                                 |
| Fund currency                           | EUR                          | EUR                             | EUR                                       | EUR                                       | EUR  |
| ISIN – »PA« share class                 | LU1210052715                 | LU1210057516                    | LU1989515793                              | LU1989517906                              | LU2038755174                                 |
| Fund currency                           | EUR                          | EUR                             | EUR                                       | EUR                                       | EUR  |
| ISIN – »DT« share class                 | LU1290101267                 | LU1290101341                    | LU1989515876                              | LU1989518037                              | LU2038755331                                 |
| Fund currency                           | EUR                          | EUR                             | EUR                                       | EUR                                       | EUR  |
| ISIN – »FT« share class                 | LU1210052988                 | LU1210057789                    | LU1989515959                              | LU1989518110                              | LU2038755505                                 |
| Fund currency                           | EUR                          | EUR                             | EUR                                       | EUR                                       | EUR  |
| ISIN – »FA« share class                 | LU1210053101                 | LU1210057946                    | LU1989516098                              | LU1989518201                              | LU2038755414                                 |
| Fund currency                           | EUR                          | EUR                             | EUR                                       | EUR                                       | EUR  |
| ISIN – »RT« share class                 | LU1210053366                 | LU1210058241                    | LU1989516171                              | LU1989518383                              | LU2038755760                                 |
| Fund currency                           | EUR                          | EUR                             | EUR                                       | EUR                                       | EUR  |
| ISIN – »RA« share class                 | LU1210053796                 | LU1210058670                    | LU1989516254                              | LU1989518466                              | LU2038755687                                 |
| Fund currency                           | EUR                          | EUR                             | EUR                                       | EUR                                       | EUR  |
| ISIN – »IT CHF (hedged)«<br>share class | LU1210053952                 | LU1210058837                    | LU1989516338                              | LU1989518540                              | LU2038755927                                 |
| Fund currency                           | CHF                          | CHF                             | CHF                                       | CHF                                       | CHF  |
| ISIN – »IA CHF (hedged)«<br>share class | LU1210054174                 | LU1210059058                    | LU1989516411                              | LU1989518623                              | LU2038755844                                 |
| Fund currency                           | CHF                          | CHF                             | CHF                                       | CHF                                       | CHF  |
| ISIN – »PT CHF (hedged)«<br>share class | LU1210054331                 | LU1210059215                    | LU1989516502                              | LU1989518896                              | LU2038756149                                 |
| Fund currency                           | CHF                          | CHF                             | CHF                                       | CHF                                       | CHF  |
| ISIN – »PA CHF (hedged)«<br>share class | LU1210054505                 | LU1210059488                    | LU1989516684                              | LU1989518979                              | LU2038756065                                 |
| Fund currency                           | CHF                          | CHF                             | CHF                                       | CHF                                       | CHF  |
| ISIN – »RT CHF (hedged)«<br>share class | LU1210054760                 | LU1210059645                    | LU1989516841                              | LU1989519191                              | LU2038756495                                 |
| Fund currency                           | CHF                          | CHF                             | CHF                                       | CHF                                       | CHF  |
| ISIN – »RA CHF (hedged)«<br>share class | LU1210054927                 | LU1210060148                    | LU1989516767                              | LU1989519274                              | LU2038756222                                 |
| Fund currency                           | CHF                          | CHF                             | CHF                                       | CHF                                       | CHF  |
| ISIN – »RT USD (hedged)«<br>share class | LU1210055148                 | LU1210060494                    | LU1989516924                              | LU1989519357                              | LU2038756651                                 |
| Fund currency                           | USD                          | USD                             | USD                                       | USD                                       | USD  |
| ISIN – »RA USD<br>(hedged)« share class | LU1210055577                 | LU1210060650                    | LU1989517062                              | LU1989519431                              | LU2038756578                                 |
| Fund currency                           | USD                          | USD                             | USD                                       | USD                                       | USD  |
| ISIN – »IT USD (hedged)«<br>share class | LU1210055817                 | LU1210060817                    | LU1989517146                              | LU1989519514                              | LU2038756818                                 |
| Fund currency                           | USD                          | USD                             | USD                                       | USD                                       | USD  |
| ISIN – »IA USD (hedged)«<br>share class | LU1210056039                 | LU1210061112                    | LU1989517229                              | LU1989519605                              | LU2038756735                                 |
| Fund currency                           | USD                          | USD                             | USD                                       | USD                                       | USD  |
| ISIN – »PT USD (hedged)«<br>share class | LU1210056203                 | LU1210061542                    | LU1989517492                              | LU1989519787                              | LU2038757030                                 |
| Fund currency                           | USD                          | USD                             | USD                                       | USD                                       | USD  |
| ISIN – »PA USD<br>(hedged)« share class | LU1210056468                 | LU1210061971                    | LU1989517575                              | LU1989519860                              | LU2038756909                                 |
| Fund currency                           | USD                          | USD                             | USD                                       | USD                                       | USD  |

## FUND OVERVIEW

|  | Bantleon Select<br>Corporates | Bantleon Select<br>Global<br>Technology | Bantleon Select<br>Volatility Plus                                   | Bantleon<br>Changing World          | Bantleon Family<br>& Friends |
|--|-------------------------------|---|--|-------------------------------------|------------------------------|
| Subscription fee<br>(share classes with<br>names containing »PT«,<br>»PA«, »FT«, »FA«, »RT«<br>and »RA«), max.     | 5.00%                         | 5.00%                                   | 5.00%  | 5.00%                               | 3.50%                        |
| Subscription fee<br>(share classes with<br>names containing »IT«,<br>»IA« and »DT«)                                | No subscription<br>fee        | No subscription<br>fee                  | No subscription<br>fee   | No subscription<br>fee              | No subscription<br>fee       |
| Management fee<br>Share classes with names<br>containing »IT« and »IA«<br>(institutional investors),<br>max.       | 0.60% p.a.                    | 1.00% p.a.                              | 0.80% p.a.   | 1.10% p.a.                          | 0.95% p.a.                   |
| Management fee<br>Share classes with names<br>containing »PT«, »PA«<br>and »DT« (private<br>investors), max.       | 1.30% p.a.                    | 1.75% p.a.                              | 1.50% p.a.   | 1.75% p.a.                          | 1.85% p.a.                   |
| Management fee<br>Share classes with names<br>containing »FT«, »FA«,<br>»RT« and »RA«, max.                        | 0.95% p.a.                    | 1.35% p.a.                              | 1.20% p.a.   | 1.45% p.a.                          | 1.40% p.a.                   |
| All-in fee<br>All share classes, max.  | 0.25% p.a.                    | 0.25% p.a.                              | 0.25% p.a.   | 0.25% p.a.                          | 0.25% p.a.                   |
| Distribution fee<br>Share classes with names<br>containing »DT«, max.  | 0.60% p.a.                    | 0.90% p.a.                              | 0.60% p.a.   | 0.90% p.a.                          | 0.40% p.a.                   |
| Performance fee<br>(all share classes), max.   | None                          | None                                    | 10%<br>(Hurdle rate:<br>1-Months-Euribor<br>+ 3.00%, at least<br>0%) | 10%<br>(Hurdle rate:<br>5.00% p.a.) | None                         |
| End of financial year  | 30 November                   | 30 November                             | 30 November  | 30 November                         | 30 November                  |
| Minimum (initial)<br>investment in share<br>classes with names<br>containing »FT«/»FA«                             | EUR 250,000                   | EUR 250,000                             | EUR 250,000  | EUR 250.000                         | EUR 250.000                  |
| Use of income for share<br>classes with names<br>containing »IA«, »PA«,<br>»FA« and »RA« (at least<br>once a year) | Paid out in<br>December       | Paid out in<br>December                 | Paid out in<br>December  | Paid out in<br>December             | Paid out in<br>December      |
| Use of income for share<br>classes with names<br>containing »IT«, »PT«,<br>»DT«, »FT« and »RT«                     | Reinvested                    | Reinvested                              | Reinvested   | Reinvested                          | Reinvested                   |
| Date of annual/<br>semi-annual report  | 30 November/<br>31 May        | 30 November/<br>31 May                  | 30 November/<br>31 May   | 30 November/<br>31 May              | 30. November/<br>31 May      |
| Effective Investment<br>Manager  | BANTLEON BANK AG              | BANTLEON AG                             | BANTLEON BANK AG   | BANTLEON AG/<br>BANTLEON BANK AG    | BANTLEON BANK AG             |

## FUND OVERVIEW

|  | Bantleon Dividend       | Bantleon Dividend AR             | Bantleon Select Infrastructure | Bantleon Event Driven Equities   | Bantleon Select Corporate Hybrids |
|--|-------------------------|----------------------------------|--------------------------------|----------------------------------|-----------------------------------|
| Subscription fee<br>(share classes with names containing »PT«, »PA«, »FT«, »FA«, »RT« and »RA«), max.  | 5.00%                   | 5.00%                            | 5.00%                          | 5.00%                            | 5.00%                             |
| Subscription fee<br>(share classes with names containing »IT«, »IA« and »DT«)                          | No subscription fee     | No subscription fee              | No subscription fee            | No subscription fee              | No subscription fee               |
| Management fee<br>Share classes with names containing »IT« and »IA« (institutional investors), max.    | 0.75% p.a.              | 0.75% p.a.                       | 1.00% p.a.                     | 1.00% p.a.                       | 0.60% p.a.                        |
| Management fee<br>Share classes with names containing »PT«, »PA« and »DT« (private investors), max.    | 1.75% p.a.              | 1.75% p.a.                       | 1.75% p.a.                     | 1.75% p.a.                       | 1.30% p.a.                        |
| Management fee<br>Share classes with names containing »FT«, »FA«, »RT« and »RA«, max.                  | 1.25% p.a.              | 1.25% p.a.                       | 1.35% p.a.                     | 1.35% p.a.                       | 0.95% p.a.                        |
| All-in fee<br>All share classes, max.  | 0.25% p.a.              | 0.25% p.a.                       | 0.25% p.a.                     | 0.25% p.a.                       | 0.25% p.a.                        |
| Distribution fee<br>Share classes with names containing »DT«, max.                                     | 0.60% p.a.              | 0.60% p.a.                       | 0.90% p.a.                     | 0.90% p.a.                       | 0.60% p.a.                        |
| Performance fee<br>(all share classes), max.   | None                    | 10%<br>(Hurdle rate: 3.00% p.a.) | None                           | 10%<br>(Hurdle rate: 5.00% p.a.) | None                              |
| End of financial year  | 30 November             | 30 November                      | 30 November                    | 30 November                      | 30. November                      |
| Minimum (initial) investment in share classes with names containing »FT«/»FA«                          | EUR 250.000             | EUR 250.000                      | EUR 250.000                    | EUR 250.000                      | EUR 250.000                       |
| Use of income for share classes with names containing »IA«, »PA«, »FA« and »RA« (at least once a year) | Paid out in December    | Paid out in December             | Paid out in December           | Paid out in December             | Paid out in December              |
| Use of income for share classes with names containing »IT«, »PT«, »DT«, »FT« and »RT«                  | Reinvested              | Reinvested                       | Reinvested                     | Reinvested                       | Reinvested                        |
| Date of annual/<br>semi-annual report  | 30. November/<br>31 May | 30. November/<br>31 May          | 30. November/<br>31 May        | 30. November/<br>31 May          | 30 November/<br>31 May            |
| Effective Investment Manager   | BANTLEON BANK AG        | BANTLEON BANK AG                 | BANTLEON AG                    | BANTLEON AG                      | BANTLEON BANK AG                  |

## FUND OVERVIEW

### Investment Company

BANTLEON SELECT SICAV  
15, rue de Flaxweiler  
L-6776 Grevenmacher

### Board of Directors of the Investment Company

Marcel Rösch (Chairman)  
Marius Hoppe  
Peter Sasse

### Auditor of the Investment Company

KPMG Luxembourg, Société Coopérative  
39, avenue J.F. Kennedy  
L-1855 Luxembourg

### Management Company

BANTLEON AG  
Aegidientorplatz 2a  
D-30159 Hannover, Germany

Internet: [www.bantleon.com](http://www.bantleon.com)

Hannover District Court: HRB 53112

Subscribed capital: EUR 10 million  
(information correct as of 31 December 2018)

### Executive Board of the Management Company

Jörg Schubert  
Sebastian Finke

### Supervisory Board of the Management Company

Jörg Bantleon (Chairman)  
Marcel Rösch  
Werner Kellner

### Auditor of the Management Company

KPMG AG  
Auditors  
THE SQUAIRE Am Flughafen  
D-60549 Frankfurt am Main, Germany

### Investment Manager

BANTLEON BANK AG  
Bahnhofstrasse 2  
CH-6300 Zug, Switzerland

or

BANTLEON AG  
Aegidientorplatz 2a  
D-30159 Hannover

### Custodian

UBS Europe SE, Luxembourg Branch  
33A, avenue J.F. Kennedy  
L-1855 Luxembourg

### Central Administration Agent

Universal-Investment-Luxembourg S.A.  
15, rue de Flaxweiler  
L-6776 Grevenmacher

### Registrar and Transfer Agent

European Fund Administration S.A.  
2, rue d'Alsace  
L-1017 Luxembourg

### Main Distributor and Information Agent

BANTLEON AG  
Aegidientorplatz 2a  
D-30159 Hannover, Germany

### Paying Agents

Paying agent in Luxembourg:

UBS Europe SE, Luxembourg Branch  
33A, avenue J.F. Kennedy  
L-1855 Luxembourg

Paying agent in Germany:

UBS Europe SE  
Bockenheimer Landstrasse 2-4  
D-60306 Frankfurt am Main

Paying agent in Austria:

Erste Bank der österreichischen Sparkassen AG  
Graben 21  
A-1010 Wien

Paying agent in Switzerland:

UBS Switzerland AG  
Bahnhofstrasse 45  
CH-8001 Zürich  
(and its branches in Switzerland)

### I. Name, registered office and purpose of the Investment Company

#### Article 1 Name

An investment company in the form of a company limited by shares is hereby formed as a société d'investissement à capital variable (investment company with variable capital) under the name BANTLEON SELECT SICAV (hereinafter the »Investment Company«) between the present parties and all owners of subsequently issued shares. The Investment Company is an umbrella company that may contain several sub-funds.

#### Article 2 Registered office

The registered office is at 15, rue de Flaxweiler, L-6776 Grevenmacher, Grand Duchy of Luxembourg.

On the basis of a simple resolution by the Investment Company's Board of Directors, the registered office may be relocated to any other place within the district of Grevenmacher, and branches and representative offices may be set up or opened in any other location within the Grand Duchy of Luxembourg or abroad.

In the event of an existing or impending political, military or other emergency brought about by force majeure outside the control, responsibility and sphere of influence of the Investment Company that has a detrimental impact on day-to-day business at the Investment Company's registered office or transactions between the registered office and other countries, the Board of Directors may, by way of a simple resolution, temporarily relocate the registered office abroad in order to restore the situation to normal. In such cases, however, the Investment Company retains its Luxembourg nationality.

#### Article 3 Purpose

The exclusive purpose of the Investment Company is investment in securities and/or other permissible assets in accordance with the principle of risk diversification pursuant to Part I of the Law of 17 December 2010 relating to undertakings for collective investment (hereinafter the »Law of 17 December 2010«) with the aim of achieving reasonable capital growth for shareholders by following a specific investment policy.

Subject to the provisions set out in the Law of 17 December 2010 and in the Law of 10 August 1915 concerning commercial companies (including subsequent amendments and addenda) (hereinafter the »Law of 10 August 1915«), the Investment Company may take any measures that are necessary or beneficial for the fulfilment of its purpose.

#### Article 4 General investment principles and restrictions

The objective of the individual sub-funds' investment policies is to achieve reasonable capital growth in the respective sub-fund currency (as defined in Article 12 (1) of the Articles of Association in conjunction with the relevant Annex to the Sales Prospectus). Details of each sub-fund's investment policy are specified in the relevant Annex to the Sales Prospectus.

The general investment principles and restrictions set out below apply to all sub-funds, provided no deviations or addenda are specified in the relevant Annex to the Sales Prospectus for a particular sub-fund.

Each sub-fund's assets are invested in accordance with the principle of risk diversification within the meaning of the provisions of Part I of the Law of 17 December 2010 and in accordance with the general investment principles and restrictions set out below.

Each sub-fund may only buy and sell assets with prices that meet the valuation criteria set out in Article 12 of the Articles of Association.



### 1. Definition of terms:

#### a) Regulated market

A regulated market is a market for financial instruments within the meaning of Article 4 (21) of Directive 2014/65/EU of the European Parliament and of the Council of 15 May 2014 on markets in financial instruments and amending Directive 2002/92/EU and Directive 2011/61/EU.

#### b) Securities

The term »securities« includes the following:

- shares and other securities equivalent to shares (hereinafter »equities«)
- bonds and other debt securities (hereinafter »debt securities«)
- all other marketable securities that confer the right to purchase securities via subscription or exchange.

It does not include the techniques and instruments specified in Article 42 of the Law of 17 December 2010.

#### c) Money market instruments

Money market instruments are instruments that are normally traded on the money market, that are liquid and the value of which can be determined at any time.

#### d) UCI

Undertaking for collective investment.

#### e) UCITS

Undertaking for collective investment in transferable securities regulated by Directive 2009/65/EC. For each UCITS that consists of multiple sub-funds, each sub-fund is considered to be a UCITS in its own right for the purpose of applying the investment limits.

### 2. Only the following assets may be purchased:

- a) securities and money market instruments that are admitted to or traded on a regulated market within the meaning of Directive 2004/39/EC;
- b) securities and money market instruments that are traded on another regulated market in an EU Member State that is recognised, open to the public and operated in accordance with the regulations;
- c) securities and money market instruments that are officially listed on a securities exchange in a country that is not an EU Member State or are traded on another regulated market in a country that is not an EU Member State on the continents of Europe, North America, Asia and Oceania, this market being recognised, open to the public and operated in accordance with the regulations;
- d) securities and money market instruments from new issues, provided the issue conditions contain the obligation that admission to official listing on a securities exchange or on another regulated market that is recognised, open to the public and operated in accordance with the regulations be applied for and that this admission be granted no later than one year from the date of issue;

The securities and money market instruments referred to under 2 c) and d) above must be officially listed or traded in North America, South America, Australia (including Oceania), Africa, Asia and/or Europe.

- e) shares of undertakings for collective investment in transferable securities (UCITS) that have been authorised in accordance with Directive 2009/65/EC and/or other undertakings for collective investment (UCIs) within the meaning of Article 1 paragraph 2 a) and b) of Directive 2009/65/EC, irrespective of whether their registered office is in an EU Member State or a third country, provided

- such UCIs have been authorised in accordance with legal provisions subjecting them to supervision that, in the opinion of the Luxembourg supervisory authority, is equivalent to supervision under EU law and there are sufficient guarantees for cooperation between the authorities (currently the United States of America, Canada, Switzerland, Hong Kong, Japan, Norway and Liechtenstein),
  - the degree of protection of the shareholders of these UCIs is equivalent to that of the shareholders of a UCITS, and particularly the provisions concerning the separate custody of assets, borrowing, granting credit and short sales of securities and money market instruments are equivalent to the requirements of Directive 2009/65/EC,
  - the business activities of the UCIs are the subject of semi-annual and annual reports that permit a judgement to be made concerning the assets, liabilities, income and transactions in the reporting period,
  - the contractual terms of Articles of Association of the UCITS or other UCI whose shares are to be acquired permit it to invest a maximum of 10% of its assets in shares of other UCITS or UCIs,
- f) sight deposits or other callable deposits with a term to maturity of no more than 12 months at credit institutions that have their registered office in an EU Member State or, if their registered office is in a third country, are subject to supervisory regulations that the Luxembourg supervisory authority deems equivalent to those under EU law;
- g) financial derivative instruments (derivatives), including equivalent instruments settled in cash, that are traded on a regulated market as described under a), b) or c) above and/or financial derivative instruments that are not traded on an exchange (OTC derivatives), provided
- the underlying assets are instruments within the meaning of Article 41 paragraph 1 of the Law of 17 December 2010 or financial indices, interest rates, exchange rates or currencies in which the Fund may invest in accordance with the investment objectives stated in the Investment Company's Sales Prospectus (including Annexes) and Articles of Association,
  - the counterparties to OTC derivative transactions are prime institutions that are subject to prudential supervision and specialise in this type of transaction, and
  - the OTC derivatives are subject to reliable and verifiable valuation on a daily basis and can at any time, at the Investment Company's initiative, be sold, liquidated or closed out at a reasonable current value;
- h) money market instruments that are not traded on a regulated market and come under the definition of Article 1 of the Law of 17 December 2010, provided the issue or the issuer of such instruments is already subject to provisions governing the protection of deposits and investors, and provided they are
- issued or guaranteed by a central, regional or local corporation or the central bank of an EU Member State, the European Central Bank, the EU or the European Investment Bank, a third country or, insofar as a federal state, a constituent state of the federation, or by a public international body to which at least one EU Member State belongs, or
  - issued by a company whose securities are traded on a regulated market as described under a), b) or c) above, or
  - issued or guaranteed by an institution that is subject to supervision in accordance with the criteria set out in EU law or is subject to supervisory regulations that the Luxembourg supervisory authority deems at least as rigorous as those under EU law and complies with these, or
  - issued by other issuers belonging to a category that has been approved by the Luxembourg supervisory authority, insofar as investments in such instruments are subject to regulations on investor protection that are equivalent to those of the first, second or third bullet point, and insofar as the issuer is either a company with equity capital of at least EUR 10 million that produces and publishes its annual financial statements in accordance with Directive 78/660/EEC, a legal entity that is responsible for financing a group comprising one or more listed companies or a legal entity tasked with securitising liabilities using a credit line granted by a bank.

**3. However, up to 10% of each sub-fund's net assets may be invested in securities and money market instruments other than those described under 2 above.**

**4. Techniques and instruments**

- a) Under the conditions and within the limits set out by the Luxembourg supervisory authority, each sub-fund may employ techniques and instruments relating to securities and money market instruments, provided these are used to ensure the efficient management of the sub-fund's assets. Where the transactions relate to the use of derivatives, the conditions and limits must comply with the terms of the Law of 17 December 2010.

Furthermore, when making use of techniques and instruments, the individual sub-funds are not permitted to deviate from their investment policy as described in the relevant Annex to the Sales Prospectus.

- b) The Management Company employs a risk management procedure in accordance with the legal provisions applicable to it and to the funds it manages that enables it to monitor and measure the risk associated with individual investments and its share of the overall portfolio risk at all times. The Management Company must ensure that the overall risk of the funds it manages relating to derivatives does not exceed the total net value of their portfolios. The procedure employed for each sub-fund to measure risk, together with any additional, more detailed information, is set out in the relevant Annex for that sub-fund.

As part of its investment policy and within the limits laid down by Article 43 paragraph 5 of the Law of 17 December 2010, the sub-fund may invest in derivatives as long as the overall risk associated with the underlying assets does not exceed the investment limits stipulated in Article 43 of the Law of 17 December 2010. If the sub-fund invests in index-based derivatives, these are not taken into account in connection with the investment limits stipulated in Article 43 of the Law of 17 December 2010.

If a derivative is embedded in a security or money market instrument, it must be taken into account with regard to compliance with Article 42 of the Law of 17 December 2010.

- c) Securities lending

- d) In order to generate additional capital or income or to reduce its costs or risks, each sub-fund may enter into securities lending agreements, provided these are in line with the applicable Luxembourg laws, regulations and CSSF circulars (including CSSF 08/356, CSSF 11/512 and CSSF 14/592) as well as the applicable provisions of EU law.

- aa) Each sub-fund may lend securities either directly or through a standardised securities lending system organised by a recognised securities settlement or clearing institution such as CLEARSTREAM and EUROCLEAR or by a prime financial institution that specialises in such transactions and is subject to supervisory regulations that the CSSF deems equivalent to those under EU law. The counterparty to the securities lending agreement (the borrower) must in every case be subject to supervisory regulations that the CSSF deems equivalent to those under EU law. The sub-fund concerned ensures that the securities transferred under a securities lending agreement can be transferred back to it at any time and that the securities lending agreement can be terminated at any time. If the financial institution referred to above is acting on its own account, it must be considered to be the counterparty to the securities lending agreement. If a sub-fund lends its securities to companies affiliated with it by way of common management or control, specific attention must be paid to any conflicts of interest that may arise from this. The sub-fund must receive collateral in accordance with the supervisory requirements in respect of counterparty risk and collateral provision, either prior to or at the time the lent securities are transferred. When the securities lending agreement expires, the collateral is remitted either at or immediately after the time the lent securities are returned. Within the framework of a standardised securities lending system organised by a recognised securities settlement institution or by a financial institution that specialises in such transactions and is subject to supervisory regulations that the CSSF deems

equivalent to those under EU law, the securities lent may be transferred before the collateral is received if the intermediary (*intermédiaire*) in question assures the proper execution of the transaction. The intermediary may, instead of the borrower, provide the sub-fund with collateral that meets supervisory requirements in respect of counterparty risk and collateral provision. In this case, the intermediary is contractually bound to provide the collateral.

- bb) Each sub-fund must ensure that the volume of securities lending transactions is kept to an appropriate level or that it can request the return of the securities lent in a manner that enables it to meet its redemption obligations at all times. It must also ensure that these transactions do not jeopardise the management of the sub-fund's assets in accordance with its investment policy. For each securities lending agreement entered into, the sub-fund concerned must ensure that the value of the collateral is at least as high as the market value (including interest, dividends and any other claims) of the securities lent throughout the term of the lending agreement.

- cc) Maintaining appropriate collateral

Each sub-fund may include collateral in accordance with the requirements stated here in order to take into consideration the counterparty risk of transactions involving repurchase rights.

Each sub-fund must revalue the collateral received on a daily basis. The agreement between the Management Company and the counterparty must stipulate that the provision of additional collateral might be required from the counterparty within an extremely short timescale if the value of the collateral already provided proves to be insufficient in relation to the amount to be secured. In addition, the agreement must stipulate collateral margins that take into consideration the currency or market risks associated with the assets accepted as collateral.

Collateral not provided in the form of cash must be issued by a company that is not affiliated with the counterparty.

### 5. Repurchase agreements

The Management Company, acting on behalf of the Investment Company for the benefit of the sub-funds, may enter into repurchase agreements (repos) that involve the purchase and sale of securities where the contractual conditions grant the seller the right or obligation to buy back the sold securities from the buyer at a particular price and within a particular time period agreed between the parties on conclusion of the agreement.

The Management Company, acting on behalf of the Investment Company, may enter into repos as either the buyer or the seller, subject to the following guidelines:

- a) Securities may only be bought or sold via a repo if the counterparty is a prime financial institution that specialises in this type of transaction.
- b) During the term of a repo, the securities concerned may not be sold before the counterparty has exercised the right to repurchase them or before the deadline for the repurchase has expired.

When the Management Company enters into a repo, it must ensure that it is able at all times to demand repayment of the cash value of the repo in full or to terminate the repo either at the current market value or on an accrued basis. In addition, the Management Company must ensure that it is possible at all times to terminate the repo and demand the return of the underlying securities.

The Management Company may, on behalf of the Investment Company, make all necessary arrangements and, with the consent of the Custodian, impose all additional investment restrictions needed to comply with the conditions in countries in which shares are to be distributed.

### 6. Risk diversification

- a) A maximum of 10% of each sub-fund's net assets may be invested in securities or money market instruments from a single issuer. Each sub-fund may invest no more than 20% of its net assets in deposits made with the same institution.

The default risk associated with the Investment Company's transactions in OTC derivatives must not exceed the following rates:

- 10% of the net sub-fund assets if the counterparty is a credit institution within the meaning of Article 41 paragraph 1f) of the Law of 17 December 2010, and
  - 5% of the net sub-fund asset in all other cases.
- b) The total value of securities and money market instruments from issuers in whose securities and money market instruments more than 5% of a particular sub-fund's net assets are invested must not exceed 40% of that sub-fund's net assets. This restriction does not apply to deposits and transactions in OTC derivatives carried out with financial institutions that are subject to supervision.

Irrespective of the individual upper limits in a) above, a maximum of 20% of each sub-fund's assets may be invested in a single institution in a combination of

- securities or money market instruments issued by the institution and/or
  - deposits with the institution and/or
  - OTC derivatives purchased from the institution.
- c) The investment limit of 10% of net sub-fund assets referred to in point 6a), sentence 1 of this Article is increased to 35% of the sub-fund's net assets in cases where the securities or money market instruments to be purchased are issued or guaranteed by an EU Member State, its local authorities, a third country or another public international body to which one or more EU Member States belong.
- d) The investment limit of 10% of net sub-fund assets referred to in point 6a), sentence 1 of this Article is increased to 25% of the sub-fund's net assets in cases where the debt securities to be purchased are issued by a credit institution that has its registered office in an EU Member State and is by law subject to special public supervision intended to protect holders of the debt securities. In particular, the proceeds arising from the issue of such debt securities must, by law, be invested in assets that provide adequate cover for the obligations arising from the debt securities for the duration of their term to maturity and, by means of preferential rights, are available as security for the repayment of the principal and the payment of accrued interest in the event of default by the issuer.

If more than 5% of a sub-fund's net assets are invested in debt securities issued by such issuers, the total value of the investments in such debt securities must not exceed 80% of the sub-fund's net assets.

- e) The restriction on the total value to 40% of net sub-fund assets set out in point 6b), sentence 1 of this Article does not apply in the cases referred to under c) and d) above.
- f) The investment limits of 10%, 35% and 25% of net sub-fund assets referred to in point 6a) to d) of this Article must not be regarded as cumulative. Rather, a maximum of 35% of each sub-fund's net assets may be invested in total in securities and money market instruments issued by the same institution and in deposits or derivatives with that institution.

Companies which, with respect to the preparation of consolidated accounts within the meaning of Council Directive 83/349/EEC of 13 June 1983 based on Article 54 (3) (g) of the Treaty on consolidated accounts (OJ L 193 of 18 July 1983, p.1) or recognised international accounting rules, belong to the same group of companies are to be regarded as a single institution when calculating the investment limits stated in point 6a) to f) of this Article.

Each sub-fund is permitted to invest 20% of its net assets in securities and money market instruments from the same group of companies.

- g) By way of derogation from the investment limits laid down in Article 48 of the Law of 17 December 2010, each sub-fund may invest a maximum of 20% of its net assets in equities or debt securities issued by the same institution if the sub-fund's investment policy is intended to replicate the composition of a specific index of equities or debt securities recognised by the Luxembourg supervisory authority, subject to the following conditions:



- the composition of the index is sufficiently diversified,
- the index adequately represents the market to which it refers, and
- the index is published in an appropriate manner.

The above investment limit is increased to 35% of net sub-fund assets where this is justified by exceptional market conditions, particularly on regulated markets heavily dominated by certain securities or money market instruments. This investment limit applies only to investments in a single issuer.

The Investment Company states whether it makes use of this option for each sub-fund in the relevant Annex to the Sales Prospectus.

**h) By way of derogation from Article 43 of the Law of 17 December 2010 and in accordance with the principle of risk diversification, up to 100% of the each sub-fund's net assets may be invested in securities and money market instruments that are issued or guaranteed by an EU Member State, its local authorities, an OECD Member country or an international body to which one or more EU Member States belong. Each sub-fund's net assets must contain securities originating from at least six different issues, and the value of securities originating a single issue must not exceed 30% of the net sub-fund assets.**

i) Each sub-fund may not invest more than 20% of its net assets in shares of the same UCITS or other UCI under Article 41 paragraph 1e) of the Law of 17 December 2010. For the purpose of applying this investment limit, each sub-fund of a UCITS or UCI with multiple sub-funds is treated as a separate issuer, provided the principle of keeping the individual sub-funds' liabilities towards third parties separate is observed.

j) Each sub-fund may not invest more than 30% of its net assets in UCIs that are not UCITS.

If a sub-fund has acquired shares of a UCITS and/or other UCI, the assets of the UCITS or other UCI in question are not taken into account in respect of the upper limits referred to in point 6a) to f) of this Article.

k) If a sub-fund acquires shares of other UCITS and/or other UCIs that are managed, directly or on the basis of a transfer, by the same Management Company as the Investment Company (insofar as a Management Company is named) or by a management company with which the Management Company is connected by way of common management or control or a significant direct or indirect participation of more than 10% of the capital or voting rights, no fees may be charged to the net sub-fund assets for the subscription or redemption of the shares of these other UCITS and/or UCIs (including subscription fees and redemption fees).

In general, target funds of which shares are acquired may charge a management fee, and any subscription fees and redemption fees must also be taken into account. The Investment Company and/or its sub-funds do not invest in target funds that are subject to a management fee of more than 3% (not including any performance-related remuneration). Information on the maximum amount of the management fee incurred by each sub-fund and the target funds can be found in the Investment Company's annual report.

l) A sub-fund of an umbrella fund may also invest in other sub-funds of the same umbrella fund. In addition to the conditions for investing in target funds mentioned above, the following conditions apply to investments in target funds that are also sub-funds of the same umbrella fund:

- Circular investments are not permitted, i.e. the target sub-fund may not invest in the sub-fund of the same umbrella fund that invests in it.
- The sub-funds of an umbrella fund that are to be acquired by other sub-funds of the same umbrella fund may, under their management regulations and/or Articles of Association, invest a maximum of 10% of their assets in shares of other target sub-funds of the same umbrella fund.



- Voting rights associated with holding shares of target funds that are simultaneously sub-funds of the same umbrella fund are suspended as long as these shares are held by a sub-fund of the same umbrella fund, but these voting rights must still be appropriately recorded in the annual accounts and the periodic reports.
  - As long as a sub-fund holds shares of another sub-fund of the same umbrella fund, the shares of the target sub-fund are not taken into account when calculating the net asset value for the purpose of determining whether the umbrella fund has achieved its legal minimum capital.
- m) It is not permitted to buy shares with voting rights that would allow the Investment Company or its sub-funds to exert a considerable influence on the management of an issuer or investment manager. This rule does not apply to shares of other investment companies.
- n) In addition, the Investment Company and/or its sub-funds may acquire
- up to 10% of the non-voting shares of a single issuer,
  - up to 10% of the debt securities issued by a single issuer,
  - no more than 25% of the shares issued by the same UCITS or UCI
  - no more than 10% of the money market instruments issued by the same issuer.
- o) The investment limits referred to in point 6m) and n) do not apply to
- securities and money market instruments issued or guaranteed by an EU Member State, its local authorities or a third country;
  - securities and money market instruments issued by a public international body to which one or more EU Member States belong;
  - shares owned by a sub-fund in the capital of a company in a third country that essentially invests its assets in securities from issuers with their registered office in that country where that country's law means that such a shareholding is the only way for the sub-fund to invest in securities from issuers in that country. However, this exception only applies under the prerequisite that the company in the non-EU country observes in its investment policy the limits set out in Articles 43, 46 and 48 paragraphs 1 and 2 of the Law of 17 December 2010. In the event that the limits set out in Articles 43 and 46 of the Law of 17 December 2010 are exceeded, Article 49 of the Law of 17 December 2010 applies *mutatis mutandis*.

### 7. Cash

Each sub-fund may in principle hold cash in the form of investment accounts (current accounts) and overnight deposits, but only on an ancillary basis.

### 8. Pre-emptive rights

When exercising pre-emptive rights associated with securities or money market instruments in its portfolio, a UCITS is not necessarily required to comply with the investment limits set out in this Article.

Where the investment limits set out in this Article are exceeded unintentionally or as a result of the exercise of pre-emptive rights, the Management Company must endeavour to focus its selling activity on normalising the situation while preserving the investors' interests.

Notwithstanding the obligation to observe the principle of risk diversification, newly authorised UCITS may deviate from the investment limits set out in point 6a) to l) for a period of six months after its authorisation.

### 9. Ban on loans and encumbrance

- a) Each sub-fund's assets may not be pledged or otherwise encumbered, transferred or ceded as collateral, unless this is done in the context of borrowing as defined under b) below or providing collateral in connection with the settlement of transactions in financial instruments.

- b) Loans encumbering the assets of a particular sub-fund may only be taken out for a short period of time and may not exceed 10% of the net sub-fund assets. An exception to this is the acquisition of foreign currencies through back-to-back loans.
- c) The assets of a particular sub-fund may not be encumbered by granting loans or entering into guarantee commitments for third parties. However, this does not preclude the acquisition of securities, money market instruments or other financial instruments under Article 41 paragraph 1e), g) and h) of the Law of 17 December 2010 that are not yet fully paid-up.

### 10. Further investment guidelines

- a) The short-selling of securities is not permitted.
- b) The assets of each sub-fund may not be invested directly in real estate, precious metals, certificates on precious metals, precious metal contracts, commodities or commodities contracts.

### 11. The investment limits set out in this Article relate to the time when the securities are acquired. If the percentages are subsequently exceeded as a result of price changes or for reasons other than additional purchases, the Management Company must seek to return to the specified limits as soon as possible, taking the shareholders' interests into account.

### 12. Introduction of currencies to replace or succeed the euro

In the event that member states of the eurozone introduce currencies to replace or succeed the euro following a collapse of and/or exit from the eurozone, the following rules apply with regard to the investment principles and restrictions of the Fund and its sub-funds:

- Any exposure to such replacement or successor currencies on the part of the Fund or its sub-funds does not constitute a violation of the investment principles and restrictions.
- Changes in relative currency exposure that concern such replacement or successor currencies do not constitute a violation of the investment principles and restrictions.
- The currency used by the Federal Republic of Germany will serve as the base currency for all share classes of the Fund and its sub-funds previously denominated in euros.
- Bonds and other instruments from countries in which investments were permitted under the applicable investment policy prior to the introduction of currencies to replace or succeed the euro may continue to be held and acquired thereafter.

## II. Duration, merger and liquidation of the Investment Company or of one or more sub-funds

### Article 5 Duration of the Investment Company

The Investment Company is formed for an indefinite period.

### Article 6 Merger of the Investment Company or of one or more sub-funds

1. The Investment Company may determine on the basis of a resolution of the general meeting of shareholders that the Investment Company or one of its sub-funds is to be transferred to another UCITS managed by the same Management Company or by another management company, subject to the conditions set out below. Resolutions of the general meeting concerning a merger require at least a simple majority of the votes of those shareholders present or represented. In the case of mergers whereby the investment company taken over ceases to exist as a result of the merger, the effectiveness of the merger must be specified in a notarised deed.
2. On the basis of a resolution by the Board of Directors, a sub-fund of the Investment Company may be merged into another sub-fund of the Investment Company or another UCITS or a sub-fund of another UCITS.

3. Mergers as described under 1 and 2 above may be decided in particular in the following cases:
  - Where the net Fund assets or net assets of a sub-fund on a valuation date have fallen below an amount regarded as the minimum required to manage the Fund or the sub-fund in an economically viable manner. The Management Company has set this amount at EUR 2 million.
  - Where, due to a significant change in the economic or political climate or for reasons of economic profitability, it does not appear economically viable to manage the Fund or the sub-fund.
4. The general meeting also votes on the joint merger plan. Resolutions of the general meeting concerning a merger require at least a simple majority of the votes of those shareholders present or represented. In the case of mergers whereby the investment company taken over ceases to exist as a result of the merger, the effectiveness of the merger must be specified in a notarised deed. Mergers of individual sub-funds require only the approval of the shareholders of the sub-funds concerned.
5. The Investment Company's Board of Directors may decide to absorb another fund or sub-fund managed by the same Management Company or by another management company into the Investment Company or one of its sub-funds.
6. Mergers are possible between two Luxembourg funds or sub-funds (domestic merger) or between funds or sub-funds that are based in two different EU Member States (cross-border merger).
7. A merger may only take place if the investment policy of the investment company, fund or sub-fund to be absorbed does not contradict that of the absorbing UCITS.
8. The merger takes place via the dissolution of the fund or sub-fund to be absorbed and the simultaneous takeover of all assets by the absorbing fund or sub-fund. Investors or shareholders in the fund being absorbed receive a quantity of shares of the absorbing fund calculated on the basis of the ratio between the two funds' net asset values per share at the time of the merger, with a settlement for fractions where appropriate.
9. Both the absorbing fund or sub-fund and the fund or sub-fund being absorbed inform investors in an appropriate manner of the planned merger via publication in a Luxembourg daily newspaper and as required by the regulations of the respective distribution countries of the absorbing fund or sub-fund and the fund or sub-fund being absorbed.
10. The investors in the absorbing fund or sub-fund and the fund or sub-fund being absorbed have the right, within 30 days and at no additional charge, to request the redemption of all or part of their shares at the current net asset value per share or, if possible, the exchange for shares of another fund with a similar investment policy that is managed by the same Management Company or by another company with which the Management Company is connected by way of common management or control or a significant direct or indirect participation. This right becomes effective from the date on which the shareholders of the fund being absorbed and the absorbing fund are informed of the planned merger, and it expires five bank business days before the date on which the conversion ratio is calculated.
11. In the case of a merger between two or more funds or sub-funds, the funds or sub-funds in question may temporarily suspend the subscription, redemption or exchange of shares if such suspension is justified to protect the shareholders' interests.
12. The implementation of the merger is audited and confirmed by an independent auditor. Investors in the fund or sub-fund being absorbed and the absorbing fund or sub-fund are provided with a copy of the auditor's report free of charge on request.
13. The above provisions also apply to the merger of two sub-funds within the Investment Company and the merger of share classes within a sub-fund.

### Article 7 Liquidation of the Investment Company or of one or more sub-funds

1. The Investment Company may be liquidated on the basis of a resolution of the general meeting of shareholders. Any such resolution must comply with the legal provisions concerning amendments to the Articles of Association.

If the Investment Company's assets fall below two thirds of the minimum capital, its Board of Directors is required to convene a general meeting and to propose the liquidation of the Investment Company to this meeting. The liquidation must be approved by a simple majority of shares present and/or represented at the general meeting.

If the Investment Company's assets fall below one quarter of the minimum capital, its Board of Directors must also convene a general meeting and propose the liquidation of the Investment Company to this meeting. In this case, the liquidation must be approved by a majority of 25% of the shares present and/or represented at the general meeting.

The general meetings referred to above are convened in each case within 40 days of discovering that the Investment Company's assets have fallen below two thirds or one quarter of the minimum capital.

The resolution of the general meeting to liquidate the Investment Company is published in accordance with the applicable legal provisions

2. A sub-fund of the Investment Company may be liquidated on the basis of a resolution by the Investment Company's Board of Directors. Such liquidations may be decided in particular in the following cases:
  - Where the net assets of a sub-fund on a valuation date have fallen below an amount regarded as the minimum required to manage the sub-fund in an economically viable manner. The Investment Company has set this amount at EUR 2 million.
  - Where, due to a significant change in the economic or political climate or for reasons of economic profitability, it does not appear economically viable to manage the sub-fund.
3. Unless otherwise decided by the Board of Directors, the Investment Company and/or its sub-funds cease to issue, redeem or exchange shares of the Investment Company from the date of the liquidation decision until the liquidation takes place.
4. Any net liquidation proceeds that are not claimed by shareholders by the completion of the liquidation process are forwarded by the Custodian after the completion of the liquidation process to the Caisse des Consignations in the Grand Duchy of Luxembourg for the account of the entitled shareholders. These sums are forfeited if they are not claimed within the statutory period.

## III. Sub-funds and duration of one or more sub-funds

### Article 8 Sub-funds

1. The Investment Company consists of one or more sub-funds. The Board of Directors may decide to launch further sub-funds at any time. When it does so, the Sales Prospectus is amended accordingly.
2. Each sub-fund is considered to be an independent fund with regard to the legal relationship between the shareholders. The rights and obligations of the shareholders of a sub-fund are entirely separate to the rights and obligations of shareholders of the other sub-funds.
3. Each individual sub-fund is only liable with its own assets for liabilities towards third parties entered into by that specific sub-fund.

### Article 9 Duration of individual sub-funds

One or more sub-funds may be set up for a specified period. Details of the duration of each sub-fund are specified in the relevant Annex to the Sales Prospectus.

### IV. Capital and shares of the Investment Company

#### Article 10 Capital

The Investment Company's capital corresponds at all times to the sum of the net assets of all the Investment Company's sub-funds (the net Fund assets) in accordance with Article 12 (4) of these Articles of Association and is represented by fully paid-up shares of no par value.

On formation, the Investment Company's capital amounted to EUR 31,000, made up of 310 fully paid-up shares of no par value, and it will in future always be equal to its net asset value.

Luxembourg law stipulates that the Investment Company must achieve a minimum capital amount (and thus a minimum net asset value) of EUR 1,250,000 within six months of its authorisation by the Luxembourg supervisory authority.

#### Article 11 Shares

1. Shares grant the holder a share in a specific sub-fund. They are certified in the form of share certificates issued in denominations determined by the Investment Company. Registered shares are entered by the Registrar and Transfer Agent in the share register maintained for the Investment Company. Confirmation that the shares have been entered in the share register is sent to each shareholder at the address specified in the share register. Shareholders are not entitled to the delivery of physical share certificates on the issue of bearer or registered shares. Details of the types of share for each sub-fund are specified in the relevant Annex to the Sales Prospectus.
2. The Investment Company may send all of its notices and announcements to shareholders at their address as recorded in the share register. If a shareholder fails to provide an address, the Board of Directors may decide to enter a note to that effect in the share register. In such cases, the address of the Investment Company's registered office is used as the shareholder's address until the shareholder provides the Investment Company with a different address. Shareholders may at any time correct their address as entered in the share register by sending the correction in writing to the Registrar and Transfer Agent at the address of its registered office or to an address specified by the Board of Directors.
3. The Board of Directors is authorised to issue an unlimited number of fully paid-up shares at any time, without the need to grant existing shareholders pre-emptive rights to subscribe newly issued shares.
4. Share certificates are signed by two members of the Board of Directors or by one member of the Board of Directors together with an authorised signatory legally appointed by the Board of Directors. Members of the Board of Directors may provide their signature by hand, in printed form or with a stamp bearing their name. Authorised signatories must sign by hand.
5. In principle, all shares of a sub-fund have the same rights, unless the Board of Directors decides to issue different classes of share within the same sub-fund under the following point of this Article.
6. The Board of Directors may decide from time to time to have two or more share classes within one sub-fund. The share classes may have different characteristics and rights in terms of the use of income, fee structure or other specific characteristics and rights. From the date of issue, all shares participate equally in the income, capital gains and liquidation proceeds of their particular share class. If share classes are formed for a particular sub-fund, details of the specific characteristics or rights for each share class are specified in the relevant Annex to the Sales Prospectus.
7. The Fund's share classes may be subject to a share split on the basis of a resolution by the Investment Company's Board of Directors.

#### Article 12 Calculation of the net asset value per share

1. The net assets of the Investment Company are expressed in euros (EUR, referred to as the reference currency).

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2. The value of a share (or net asset value per share) is expressed in the currency specified in the relevant Annex to the Sales Prospectus (the sub-fund currency), provided no other currency is stipulated for other share classes (share class currency) in the respective Annex to the Sales Prospectus.
3. The net asset value per share is calculated by the Investment Company – or by a third party commissioned by the Investment Company – under the supervision of the Custodian, on each bank business day in Luxembourg (valuation date), with the exception of 24 and 31 December each year, and is rounded to two decimal places. The Board of Directors may decide otherwise for an individual sub-fund, but the net asset value per share must be calculated at least twice a month.
4. In order to calculate the net asset value per share, the value of the assets belonging to each sub-fund minus the liabilities of that sub-fund (the net sub-fund assets) is determined on each valuation date and divided by the number of shares of the sub-fund in issue on the valuation date.
5. Where legal provisions or these Articles of Association require that information on the Investment Company's net assets be provided in annual or semi-annual reports or any other financial statistics, each sub-fund's assets are converted into the reference currency. Each sub-fund's net assets are calculated in accordance with the following principles:
  - a) Securities, money market instruments, financial derivative instruments (derivatives) and other assets officially listed on a securities exchange are valued at the latest available price guaranteeing a reliable valuation of the valuation date. Where securities, money market instruments, derivatives or other assets are officially listed on more than one securities exchange, the exchange with the highest liquidity takes precedence.
  - b) Securities, money market instruments, derivatives and other assets that are not officially listed on a securities exchange (or whose exchange prices are not regarded as being representative due to poor liquidity) but are traded on a regulated market are valued at a price that must not be lower than the bid price or higher than the ask price from the trading day preceding the valuation date and that the Investment Company, acting in good faith, considers to be the best price at which the securities, money market instruments, derivatives or other assets can be sold.
  - c) OTC derivatives are valued on a daily basis using a verifiable method to be determined by the Investment Company.
  - d) Shares of UCITS and UCIs are in principle valued at the latest redemption price calculated for the valuation date or the latest available price guaranteeing a reliable valuation. In the event that the redemption of fund shares held is suspended or no redemption price can be calculated for these shares, they are valued, as are all other assets, at the market price calculated by the Investment Company in good faith and in accordance with generally accepted and verifiable valuation rules.
  - e) If the prices in question are not fair market prices, and if no price can be calculated for financial instruments other than those described under a) to d) above, these financial instruments and any other legally permissible assets are valued at their current market value as calculated by the Investment Company in good faith and in accordance with generally accepted and verifiable valuation rules (e.g. suitable valuation models taking account of current market conditions).
  - f) Cash investments are valued at their nominal value plus interest.
  - g) Claims such as segregated interest claims and liabilities are in principle valued at their nominal value.
  - h) The market value of securities, money market instruments, derivatives and other assets denominated in a currency other than the respective sub-fund currency is converted into the sub-fund currency at the exchange rate set by the WM/Reuters fixing at 5 p.m. (4 p.m. London time) on the exchange trading day preceding the valuation date. Gains and losses from foreign exchange transactions are added or subtracted in each case.
  - i) Futures contracts used by the sub-funds for hedging purposes are valued on a reference date that best reflects the reference date use to calculate the market values of the hedged target funds. The reference



date is determined by the Investment Company's Board of Directors on a collective basis for all futures and is chosen to ensure the greatest possible correlation between the futures valuations and those of the corresponding target funds over the long term.

Any distributions paid out to shareholders of a sub-fund are deducted from the net assets of that sub-fund.

- j) With regard to the valuation of participation certificates and comparable subordinated financial instruments with single hedge funds as their underlyings, the latest available price of the underlying is used, provided it guarantees a reliable valuation.

Under certain circumstances, participation certificates are only valued on certain dates, with the effect that the redemption price of a particular participation certificate may not flow into the daily calculation of the Investment Company's net asset value at the actual, current share price.

The Investment Company reserves the right to use indicative prices for participation certificates between two of their valuation dates if these appear to reflect market prices more accurately than the latest available price of the participation certificate.

6. The net asset value per share is calculated separately for each sub-fund in accordance with the above criteria. However, if there are different share classes within a sub-fund, the net asset value per share is calculated separately for each share class within this sub-fund in accordance with the above criteria. The composition and allocation of assets are always handled separately for each sub-fund.

### **Article 13 Suspension of calculation of the net asset value per share**

1. The Investment Company is authorised to suspend calculation of the net asset value per share temporarily if and for as long as circumstances exist necessitating such suspension and if the suspension is justified to protect the shareholders' interests, in particular:
  - a) when an exchange or other regulated market on which a significant number of the assets are listed or traded is closed for reasons other than a normal statutory or bank holiday or when trading on this exchange or market is suspended or restricted;
  - b) in emergency situations in which the Investment Company cannot freely access the assets of a sub-fund or in which it is impossible to transfer the transaction value of investment purchases or sales freely or when the net asset value per share cannot be properly calculated;
  - c) when disruptions in the communications network or any other reasons make it impossible to calculate the value of an asset with sufficient speed or accuracy.
2. The issue, redemption and exchange of shares are also suspended while the calculation of the net asset value per share is temporarily suspended. The temporary suspension of the calculation of a sub-fund's net asset value per share does not lead to a temporary suspension for other sub-funds that are not affected by the event in question.
3. Shareholders who have placed a subscription, redemption or exchange order are immediately informed that the calculation of the net asset value per share has been suspended. No subscription, redemption or exchange orders are executed while the calculation of the net asset value per share is suspended.
4. Subscription, redemption and exchange orders automatically lapse when the calculation of the net asset value per share is suspended. The shareholder or prospective shareholder is informed that a new subscription, redemption or exchange order must be submitted once the calculation of the net asset value is restarted.
5. The suspension of the calculation of the net asset value and the lifting of the suspension are published in the media specified for shareholder information.

### Article 14 Issue of shares

1. Shares are always issued on the initial issue date of a sub-fund or within the initial issue period of a sub-fund at the initial share price/issue price stated in the relevant Annex to the Sales Prospectus for that sub-fund, plus the subscription fee in favour of the distributor where applicable. Following this initial issue date or period, shares are issued on every valuation date at the issue price, which equates to the net asset value per share as calculated under Article 12 (4) of these Articles of Association, plus the subscription fee in favour of the distributor where applicable. The maximum subscription fee for each sub-fund can be found in the relevant Annex to the Sales Prospectus. The issue price may be increased by fees or other costs incurred in individual distribution countries.
2. Subscription orders for the acquisition of registered shares may be submitted to the Management Company, the distributors or the Registrar and Transfer Agent. Where subscription orders are received by the Management Company or the distributors, these are obliged to forward all subscription orders immediately to the Registrar and Transfer Agent. Receipt by the receiving agent is decisive. This agent accepts the subscription orders on behalf of the Management Company.

Subscription orders for the acquisition of bearer shares are forwarded to the Registrar and Transfer Agent by the entity with which the subscriber holds a custody account. Receipt by the Registrar and Transfer Agent is decisive. This agent accepts the subscription orders on behalf of the Management Company.

Correctly completed subscription orders received by the Registrar and Transfer Agent by the time specified in the Sales Prospectus on a valuation date are settled at the issue price on the valuation date specified in the relevant Annex to the Sales Prospectus for the sub-fund in question, provided the value of the shares subscribed is available. The Management Company ensures that shares are issued on the basis of a net asset value per share that is unknown to the shareholder at the time the order is submitted. If the suspicion nevertheless exists that a subscriber is engaging in late trading or market timing, the Management Company may reject the subscription order until the subscriber proves beyond all doubt that this is not the case. Completed subscription orders received by the relevant agent by the time specified in the Sales Prospectus on a valuation date are settled at the issue price on the valuation date following the valuation date set out in the Appendix of the relevant sub-fund, provided the value of the shares subscribed is available.

Registered shares are allocated by the Registrar and Transfer Agent on behalf of the Management Company immediately on receipt of the full issue price by the Custodian and transferred via entry in the share register.

Bearer shares are transferred by the Registrar and Transfer Agent on behalf of the Management Company to the entity with which the subscriber holds a custody account immediately on receipt of the full issue price by the Custodian.

The issue price is payable to the Custodian in Luxembourg in the sub-fund currency within the number of valuation dates after the respective valuation date as specified in the relevant Annex to the Sales Prospectus for the sub-fund. If the equivalent value of the subscribed shares is not available when the Registrar and Transfer Agent receives the completed subscription order, or if the subscription order is incorrect or incomplete, the subscription order is regarded as having been received by the Registrar and Transfer Agent on the date on which the equivalent value of the subscribed shares is available and the subscription order is submitted properly.

### Article 15 Restriction and suspension of the issue of shares

1. The Management Company may at any time, at its own discretion and without stating reasons, reject a subscription order, temporarily restrict, suspend or permanently discontinue the issue of shares, or unilaterally decide to repurchase shares in return for payment of the redemption price, if this is deemed to be in the interests of the shareholders, in the public interest or for the protection of the Investment Company, the sub-fund concerned or the shareholders, in particular in cases where:

- a) there is a suspicion that a particular shareholder may, on acquiring the shares, engage in market timing, late trading or other market techniques that could be harmful to all of the shareholders;
  - b) the shareholder does not fulfil the conditions to acquire the shares; or
  - c) the shares are distributed in a country in which the Fund is not authorised for distribution or acquired in such a country by a person (e.g. a US citizen) who is not permitted to acquire them.
2. In such cases, the Registrar and Transfer Agent reimburses, without delay and without interest, any payments received in respect of subscription orders not yet executed.
  3. The issue of shares is temporarily suspended in particular if the calculation of the net asset value per share is suspended.

### Article 16 Redemption and exchange of shares

1. Shareholders are entitled at all times to request the redemption of their shares at the net asset value per share in accordance with Article 12 (4) of the Articles of Association, less a redemption fee if applicable (the redemption price). Redemptions may only take place on a valuation date. If a redemption fee is payable, the maximum amount of this redemption fee is specified for each sub-fund in the relevant Annex to this Sales Prospectus.
2. In certain countries, the redemption price may be reduced by local taxes and other charges. The corresponding share lapses on payment of the redemption price.
3. Payment of the redemption price and any other payments to shareholders are made via the Custodian or the paying agents. The Custodian is not obliged to make payment where any legal provisions, such as exchange control regulations, or other circumstances beyond the Custodian's control prohibit the transfer of the redemption price to the redeeming shareholder's country.

The Management Company may buy back shares unilaterally against payment of the redemption price, provided this is deemed to be in the interests of or necessary to protect the shareholders or the Investment Company, in particular in cases where:

- a) there is a suspicion that a particular shareholder may, on acquiring the shares, engage in market timing, late trading or other market techniques that could be harmful to all of the shareholders;
  - b) the shareholder does not fulfil the conditions to acquire the shares; or
  - c) the shares are distributed in a country in which the Fund is not authorised for distribution or acquired in such a country by a person (e.g. a US citizen) who is not permitted to acquire them.
4. The exchange of all or some shares of a sub-fund for shares of another sub-fund take places on the basis of the net asset value per share of the relevant sub-funds, taking into account any applicable exchange fee in favour of the distributor up to a maximum of the subscription fee of the sub-fund into which the exchange is made, the minimum exchange fee being the difference between the subscription fee of the sub-fund of the shares to be exchanged and the subscription fee of the sub-fund into whose shares the exchange is made. If an exchange of shares is not possible, or if no exchange fee is charged, this is specified in the relevant Annex to the Sales Prospectus for the sub-fund in question.

If various share classes are offered within a sub-fund and the relevant Annex to the Sales Prospectus for that sub-fund does not specify otherwise, shares of one class may be exchanged for shares of another class within the sub-fund. No exchange fee is charged in this case. However, this only applies to exchanges between share classes for institutional investors (with names containing »IA« or »IT«), share classes for private investors (with names containing »PA«, »PT« or »DT«), share classes with no trailer fees (with names containing »RA« or »RT«) and share classes for professional investors (with names containing »FA« or »FT«). Where shares with a lower subscription fee are exchanged for shares with a higher subscription fee, the investor is required to pay the difference in the subscription fee. Where shares with a higher subscription fee are exchanged for shares with a lower subscription fee, the subscription fee is not refunded.

The Management Company may reject exchange orders concerning a sub-fund or share class at any time if this is deemed to be in the interests of the Investment Company, the sub-fund or the shareholders, in particular in cases where:

- a) there is a suspicion that a particular shareholder may, on acquiring the shares, engage in market timing, late trading or other market techniques that could be harmful to all of the shareholders;
  - b) the shareholder does not fulfil the conditions to acquire the shares; or
  - c) the shares are distributed in a country in which the sub-fund in question is not authorised for distribution or acquired by a person (e.g. a US citizen) who is not permitted to acquire them.
5. Completed orders for the redemption or exchange of registered shares may be submitted to the Management Company, the distributors or the Registrar and Transfer Agent. Where redemption or exchange orders are received by the Management Company or the distributors, these are obliged to forward all redemption and exchange orders immediately to the Registrar and Transfer Agent. Receipt by the Registrar and Transfer Agent is decisive.

An order for the redemption or exchange of registered shares is deemed to be completed if it contains the shareholder's name and address, the number and/or value of the shares to be redeemed or exchanged, the name of the sub-fund and the shareholder's signature.

Completed orders for the redemption or exchange of bearer shares are forwarded to the Registrar and Transfer Agent by the entity with which the shareholder holds a custody account. Receipt by the Registrar and Transfer Agent is decisive.

Completed redemption or exchange orders received by the relevant agent by the time specified in the Sales Prospectus on a valuation date are settled at the net asset value per share on the valuation date set out in the Appendix of the relevant sub-fund, minus any redemption fee. The Management Company ensures in all cases that shares are redeemed and exchanged on the basis of a net asset value per share previously unknown to the shareholder. Completed redemption or exchange orders received by the relevant agent after the time specified in the Sales Prospectus on a valuation date are settled at the net asset value per share on the valuation date following the valuation date set out in the Appendix of the relevant sub-fund, minus any redemption fee.

The redemption price is paid out in the sub-fund's currency within the number of valuation dates specified in the relevant Annex to the Sales Prospectus and in any case within two valuation dates of the valuation date on which the redemption price is calculated. In the case of registered shares, it is paid into an account to be specified by the shareholder.

Any fractional amounts resulting from the exchange of bearer shares are credited to the shareholder.

6. The Management Company is entitled to suspend the redemption and exchange of shares temporarily when the calculation of the net asset value per share is suspended.
7. Bearing in mind the interests of shareholders and subject to prior approval by the Custodian, the Management Company is entitled to defer significant volumes of redemptions until corresponding assets of the relevant sub-fund are sold without delay. In this case, pending redemptions are settled at the redemption price applicable at the time. The same applies to orders for the exchange of shares. However, the Management Company undertakes to ensure that the assets of each sub-fund contain sufficient liquidity such that shareholders' orders for the redemption and exchange of shares can be settled immediately under normal circumstances.
8. No new shares of the Fund are issued while the redemption of shares is suspended. Shares for which redemption is temporarily restricted cannot be exchanged.
9. Shareholders who have placed a redemption or exchange order are immediately informed when the redemption of shares is suspended. Redemption and exchange orders automatically lapse when redemptions are suspended.

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10. The suspension of redemptions and the lifting of the suspension are published in the media specified for shareholder information.
11. The Fund's share classes may be subject to a share split on the basis of a resolution by the Investment Company's Board of Directors.

### V. General meeting of shareholders

#### Article 17 Rights of the general meeting

A properly convened general meeting represents all of the Investment Company's shareholders. It has full authority to initiate and confirm all of the Investment Company's actions. Its resolutions are binding on all shareholders, provided these resolutions comply with Luxembourg law and these Articles of Association, in particular insofar as they do not interfere with the rights of the separate meetings of shareholders of a particular share class or sub-fund.

#### Article 18 Convening the general meeting

1. In accordance with Luxembourg law, the annual general meeting is held in Luxembourg at the Investment Company's registered office or at any other location within the district where the registered office is located (such other location is to be specified in the notice convening the meeting) on the third Tuesday in March of each year at 11.00 a.m., with the first such meeting taking place in 2017. In the event that this day is a bank holiday in Luxembourg, the annual general meeting will be held on the next bank business day in Luxembourg.

The annual general meeting may be held abroad if the Board of Directors deems fit as a result of extraordinary circumstances. A decision of this kind by the Board of Directors may not be contested.

2. The shareholders may also be called to a meeting convened by the Board of Directors in accordance with the applicable legal provisions. A meeting may also be convened at the request of shareholders representing at least one fifth of the Investment Company's assets.
3. The convening notice must contain the agenda and be sent to all holders of registered shares at the addresses stated in the share register at least 14 days before the meeting. The convening notice and the agenda are brought to the attention of the owners of bearer shares in accordance with the applicable legal provisions.
4. In principle, the agenda is drawn up by the Board of Directors. The Board of Directors may amend or supplement the agenda at the request of shareholders representing at least one fifth of the Investment Company's assets. Any such request made by shareholders must reach the Investment Company's Board of Directors at least ten days before the meeting. The Board of Directors notifies the shareholders of the new agenda immediately. In cases where the general meeting is held at the written request of shareholders representing at least one fifth of the Investment Company's assets, the agenda is drawn up by those shareholders. It must be attached to the shareholders' written request to convene an extraordinary general meeting. In such cases, the Board of Directors may draw up an additional agenda.
5. Extraordinary general meetings may be held at the time and place specified in the convening notice.
6. The rules under 2 to 5 above apply equally to separate general meetings of one or more sub-funds or share classes.

#### Article 19 Quorum and voting

The proceedings of the general meeting or the separate general meetings of one or more sub-funds or share classes must comply with the applicable legal provisions, unless otherwise stated in these Articles of Association.

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In principle, all shareholders are entitled to participate in general meetings. All shareholders may be represented at the meeting by appointing another person as an authorised representative in writing.

General meetings convened for individual sub-funds or share classes, which may only pass resolutions concerning the relevant sub-fund or share class, may only be attended by shareholders who hold shares of the corresponding sub-fund or share class. The Board of Directors may allow shareholders to attend general meetings through video conferencing or other communications media if these methods enable the shareholders to be identified and to participate effectively in the general meeting without interruption.

Notices of representation, the form of which may be specified by the Board of Directors, must be submitted to the Investment Company's registered office at least five days before the general meeting.

All shareholders and shareholders' representatives present must sign the attendance register drawn up by the Board of Directors before entering the general meeting.

The Board of Directors may set other conditions that shareholders must fulfil in order to participate in general meetings.

The general meeting deliberates on all matters specified by the Law of 10 August 1915 and the Law of 17 December 2010 and passes resolutions in the forms and with the quorum and majorities specified in the aforementioned laws. Unless otherwise stated in the aforementioned laws or these Articles of Association, the resolutions voted on by a properly convened general meeting are passed on the basis of a simple majority of shareholders present and votes cast.

Each share entitles the holder to one vote. Fractions of shares have no voting rights.

Matters that affect the Investment Company as a whole are voted on jointly by all shareholders. However, separate votes are held on matters that only affect one or more sub-funds or one or more share classes.

In principle, the general meeting's resolutions are binding on all shareholders, provided these resolutions comply with Luxembourg law and these Articles of Association, in particular insofar as they do not interfere with the rights of the separate meetings of shareholders of a particular share class. Where a separate vote is held for one or more share classes, the resolutions passed are in principle binding on all shareholders of the share class or classes in question.

### Article 20 Chairman, teller, secretary

1. The general meeting is chaired by the Chairman of the Board of Directors or, in the event of his or her absence, by a chairman to be appointed by the general meeting.
2. The chairman appoints a secretary for the meeting, who does not necessarily have to be a shareholder, and the general meeting appoints a teller from among the shareholders and shareholders' representatives present at the meeting who are willing to assume the role.
3. The minutes of each general meeting are signed by that general meeting's chairman, teller and secretary, as well as by the shareholders who so request.
4. Copies and extracts that are to be drawn up by the Investment Company are signed by the Chairman of the Board of Directors or by two members of the Board of Directors.

## VI. Board of Directors

### Article 21 Membership

1. The Board of Directors has at least three members, who are appointed by the general meeting and do not have to be shareholders of the Investment Company.

The first members of the Board of Directors are appointed by the general meeting following the formation of the Investment Company.



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The general meeting may only appoint as a new member of the Board of Directors a person who has not previously been a member of the Board of Directors if:

- a) this person has been put forward for election by the Board of Directors, or
  - b) a shareholder who is fully entitled to vote at the general meeting that determines the Board of Directors informs the Chairman – or, if this is impossible, another member of the Board of Directors – in writing not less than six and not more than thirty days before the scheduled date of the general meeting of his or her intention to put forward a person other than himself or herself for election or re-election, together with written confirmation from this person that he or she wishes to be put forward for election; however, the chairman of the general meeting, subject to the unanimous consent of all shareholders present at the meeting, may waive the requirement for the aforementioned written notices and resolve that this nominated person be put forward for election.
2. The general meeting determines the number of members of the Board of Directors, as well as their term of office. A term of office may not exceed a period of six years. Members of the Board of Directors may be re-elected.
  3. If a member of the Board of Directors leaves before the end of his or her term of office, the remaining members of the Board of Directors appointed by the general meeting may appoint a temporary successor until the next general meeting (co-option). The successor appointed in this manner completes the predecessor's term of office and is entitled, along with all other members of the Board of Directors, to appoint by way of co-option temporary successors to other members leaving the Board of Directors.
  4. The members of the Board of Directors may be dismissed at any time by the general meeting.

### Article 22 Authorisations

The Board of Directors is authorised to take any measures and carry out all transactions that are necessary or beneficial for the fulfilment of the Investment Company's purpose. It is responsible for all matters concerning the Investment Company, with the exception of those reserved for the general meeting under the Law of 10 August 1915 or these Articles of Association.

The Board of Directors may delegate the day-to-day management of the Investment Company to natural persons or legal entities, which do not need to be members of the Board of Directors, and pay them fees and commissions for their activities. The delegation of duties to third parties is in all cases subject to the supervision of the Board of Directors.

In addition, the Board of Directors is authorised to pay out interim dividends.

### Article 23 Internal organisation

The Board of Directors appoints a Chairman from among its members.

The Chairman is responsible for chairing the meetings of the Board of Directors. In his or her absence, the Board of Directors appoints another of its members to chair its meetings.

The Chairman may appoint a secretary, who does not necessarily need to be a member of the Board of Directors and who is responsible for taking the minutes of meetings of the Board of Directors and the general meeting.

The Board of Directors is authorised to appoint a Management Company, an Investment Manager and an Investment Adviser, as well as Investment Committees for each of the sub-funds, and to determine the authorisations of these parties.

### Article 24 Frequency of meetings and convening

The Board of Directors meets at the invitation of the Chairman or of two of its members at the place specified in the invitation. The Board of Directors meets as often as the interests of the Investment Company require but at least once a year.

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The members of the Board of Directors are given written notice of the meeting being convened by letter, fax or e-mail at least 48 (forty-eight) hours before the meeting, unless it is not possible to observe the aforementioned notice period due to the urgency of the situation. In this case, details of and the reasons for the urgency are to be stated in the convening notice.

A convening notice is not required if all members of the Board of Directors either do not raise an objection when attending the meeting against the form of the invitation or give written agreement by letter, fax or e-mail.

There is no need for a separate convening notice if a Board of Directors meeting takes place on date and in a location specified in advance in a resolution passed by the Board of Directors.

### **Article 25 Meetings of the Board of Directors**

Each member of the Board of Directors may participate in each of its meetings or appoint another member as his or her representative in writing, i.e. by letter or fax.

Furthermore, each member of the Board of Directors may take part in a meeting of the Board of Directors via telephone conferencing or similar communications media that allow all participants at the meeting of the Board of Directors to hear each other. This form of participation is equivalent to personal attendance at the meeting of the Board of Directors.

The Board of Directors only has a quorum if at least half of its members are present or represented at the meeting. Resolutions are passed by a simple majority of votes cast by the members of the Board of Directors present or represented. In the event of a tied vote, the vote of the chairman of the meeting is decisive.

The members of the Board of Directors may only pass resolutions during the course of meetings of the Investment Company's Board of Directors that have been properly convened, the exception to this rule being resolutions passed by circular vote.

The members of the Board of Directors may pass resolutions by circular vote, provided the vote is unanimous. In such cases, resolutions signed by all members of the Board of Directors are equally valid and enforceable as those passed during a properly convened and conducted meeting of the Board of Directors. The signatures of the members of the Board of Directors may be obtained collectively on one single document or individually on several copies of the same document and may be submitted by letter or fax.

The Board of Directors may delegate its authorisations and duties concerning the day-to-day management of the Investment Company to natural persons or legal entities, which do not have to be members of the Board of Directors, and pay these the fees and commissions set out in Article 36 for their activities.

### **Article 26 Minutes**

The resolutions passed by the Board of Directors are documented in minutes signed by the chairman of the meeting and the secretary.

Copies and extracts of these minutes are signed by the Chairman of the Board of Directors or by two members of the Board of Directors.

### **Article 27 Authorised signatories**

The Investment Company is legally bound by the signatures of two members of the Board of Directors. The Board of Directors may empower one or more of its members to represent the Investment Company by way of a sole signature. Furthermore, the Board of Directors may authorise other legal entities or natural persons to represent the Investment Company either through a sole signature or jointly with one member of the Board of Directors or another legal entity or natural person authorised by the Board of Directors.

### **Article 28 Incompatibilities and personal interest**

No agreement, settlement or other legal transaction made between the Investment Company and another company is influenced or invalidated by the fact that one or more members of the Board of Directors, directors,

## ARTICLES OF ASSOCIATION

managers or authorised agents of the Investment Company have any interests or participations in any other company or by the fact that such persons are members of the Board of Directors, shareholders, directors, managers, authorised agents or employees of other companies.

A member of the Board of Directors, director, manager or authorised agent of the Investment Company who is simultaneously a member of the Board of Directors, director, manager, authorised agent or employee of another company with which the Investment Company has agreements or business relations of another kind does not lose the entitlement to advise, vote and act on matters concerning such agreements or other business relations.

However, in the event that a member of the Board of Directors, director or authorised agent has a personal interest in any matters of the Investment Company, this member of the Board of Directors, director or authorised agent of the Investment Company must inform the Board of Directors of this personal interest and may not advise or vote on matters connected with this personal interest. A report on this matter and on the personal interest of the member of the Board of Directors, director or authorised agent must be presented to the next general meeting.

The term »personal interest«, as used in the previous paragraph, does not apply to business relations and interests that come into being solely as a result of legal transactions between the Investment Company on one hand and the Investment Manager, the Central Administration Agent, the Registrar and Transfer Agent, any distributors (or a company directly or indirectly affiliated with these) or any other company appointed by the Investment Company on the other hand.

The above provisions do not apply in cases in which the Custodian is party to such an agreement, settlement or other legal transaction. Managing directors, authorised signatories and the holders of the commercial mandates for the company-wide operations of the Custodian may not be appointed as an employee of the Investment Company in a day-to-day management role. Managing directors, authorised signatories and the holders of the commercial mandates for the company-wide operations of the Investment Company may not be appointed as an employee of the Custodian in a day-to-day management role.

### Article 29 Indemnification

The Investment Company undertakes to indemnify all members of the Board of Directors, directors, managers or authorised agents, their heirs, executors and administrators against all lawsuits, claims and liability of all kinds, provided the affected parties have properly fulfilled their duties. Furthermore, the Investment Company undertakes to reimburse the aforementioned parties for all costs, expenses and liabilities incurred as a result of any such lawsuits, legal proceedings, claims and liability.

The right to compensation does not exclude other rights that a member of the Board of Directors, director, manager or authorised agent may have.

### Article 30 Management Company

The Investment Company's Board of Directors may, under its own responsibility, entrust a Management Company with the duties of investment management, administration and distribution of shares of the Investment Company.

The Management Company is responsible for the management and administration of the Investment Company. Acting on behalf of the Investment Company, it may take all management and administrative measures and exercise all rights directly or indirectly connected with the Investment Company's assets, in particular to delegate its duties to qualified third parties in whole or in part and to obtain advice from third parties under its own responsibility and at its own cost, particularly from various investment advisers and/or an investment committee.

The Management Company fulfils its obligations with the care of a paid authorised agent (*mandataire salarié*).

Insofar as the Management Company contracts a third party to manage investments, it may only appoint a company that is licensed or registered to do so and is subject to supervision.

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Making investment decisions, placing orders and selecting brokers are the sole responsibility of the Management Company, provided no Investment Manager has been appointed to manage the investments.

The Management Company is entitled, under its own responsibility and control, to authorise a third party to place orders.

The delegation of duties must not be in any way detrimental to the effectiveness of the Management Company's monitoring of such tasks. In particular, the delegation of duties must not obstruct the Management Company from acting in the interests of the shareholders and ensuring that the Investment Company is managed in the best interests of the shareholders.

### **Article 31 Investment Manager**

If the Investment Company makes use of Article 30 (1), and if the Management Company has subsequently delegated investment management to a third party, the duties of such Investment Manager include in particular day-to-day implementation of the investment policy for the Fund's assets and managing the day-to-day transactions connected with asset management as well as other related services under the supervision, responsibility and control of the Management Company. It fulfils these duties while complying with the principles of the Fund's investment policy and investment restrictions as set out in these Articles of Association and the Sales Prospectus (including Annexes), as well as the investment restrictions prescribed by law.

The Investment Manager must have an asset management licence and be subject to supervision in its country of domicile.

The Investment Manager is authorised to select brokers and traders to execute transactions concerning the Investment Company's assets. It is also responsible for making investment decisions and issuing orders. The Investment Manager has the right to obtain advice from third parties under its own responsibility and at its own cost, particularly from various investment advisers. The Investment Manager is authorised, with the prior consent of the Management Company, to delegate some or all of its duties to a third party. It must bear the full cost of remunerating such third party itself.

The Investment Manager bears all the expenses it incurs in connection with the services it performs for the Management Company and/or the Investment Company. Broker commissions, transactions fees and other transaction-related costs arising in connection with the purchase and sale of assets are borne by the Fund.

### **Article 32 Investment Advisers and Investment Committee**

The Management Company or Investment Manager may employ Investment Advisers under its own responsibility and at its own cost and may in particular be advised by an Investment Committee.

The Investment Adviser has the right to obtain advice from third parties at its own expense and under its own responsibility. However, it is not entitled to delegate any of its duties to a third party without the prior written consent of the Management Company. Where the Investment Adviser has delegated duties to a third party with the prior written consent of the Management Company, it must bear the resulting costs itself.

## **VII. Auditors**

### **Article 33 Auditors**

An auditing company or one or more auditors must be appointed to audit the Investment Company's annual accounts. The auditing company or auditor(s) must be licensed in the Grand Duchy of Luxembourg and must be appointed by the general meeting.

The auditor(s) is/are appointed for a term of up to six years and may be dismissed by the general meeting at any time.

### VIII. General and final provisions

#### Article 34 Use of income

1. The Board of Directors may decide either to distribute income generated by a sub-fund to the sub-fund's shareholders or to reinvest the income in the sub-fund. Details for each sub-fund are specified in the respective Annex to the Sales Prospectus.
2. Ordinary net income and realised capital gains may be distributed. Furthermore, unrealised capital gains, other assets and, in exceptional cases, equity interests may also be paid out as distributions, provided such distribution does not cause the net Fund assets to fall below the minimum capital specified in Article 10 of these Articles of Association.
3. Distributions are paid out on the basis of the shares issued on the date of distribution. Distributions may be paid out wholly or partly in the form of bonus shares. Any fractions remaining may be paid in cash. Income not claimed five years after the notice of distribution is published is forfeited in favour of the respective sub-fund.
4. Distributions to holders of registered shares are in principle paid out by reinvesting the distribution amount in their favour. If this is not required, holders of registered shares may submit a request to the Registrar and Transfer Agent, within 10 days of receiving the notice of distribution, for the distribution to be paid into an account specified by them. Distributions to holders of bearer shares are made in the same manner as the payment of the redemption price to holders of bearer shares.
5. Distributions declared but not paid on bearer shares entitled to distributions may no longer be claimed by the holders of such shares after a period of five years from the payment declaration. Instead, they are credited to the assets of the relevant sub-fund of the Investment Company and, where different share classes exist, allocated to the respective share class. No interest is payable on declared distributions from their due date.

#### Article 35 Reports

The Board of Directors produces an audited annual report and a semi-annual report for the Investment Company in accordance with applicable legal provisions in the Grand Duchy of Luxembourg.

1. No later than four months after the end of each financial year, the Board of Directors publishes an audited annual report in accordance with the applicable legal provisions in the Grand Duchy of Luxembourg.
2. Two months after the end of the first half of each financial year, the Board of Directors publishes an unaudited semi-annual report.
3. Additional audited and unaudited interim reports may also be drawn up insofar as this is necessary for authorisation to distribute in other countries.

#### Article 36 Costs

Each sub-fund bears the following costs insofar as they arise in connection with its assets:

1. The Management Company receives an all-in daily fee (management fee) for managing the sub-fund. The management fee is used in particular to compensate the Investment Manager for services provided to the Management Company to the benefit of the sub-fund as well as to cover distribution costs. The relevant Annex to the Sales Prospectus specifies the management fee as a percentage of the net asset value of the sub-fund or an individual share class calculated on each exchange trading day and sets out how it is calculated and paid.
2. In addition to the management fee mentioned under 1 above, the Management Company (or the Investment Manager) may receive an additional performance-related payment (performance fee) from the sub-fund's assets. A regulation on the calculation and payment of performance fees is contained in the sales

document. Details of the percentage, the performance fee and any specific regulations relating to the assessment period for each sub-fund can be found in the corresponding Annex to the Sales Prospectus.

3. Furthermore, the Management Company takes a payment from the sub-fund's assets to cover other expenses arising in connection with the management of the sub-fund (all-in fee). The relevant Annex to the Sales Prospectus specifies the all-in fee as a percentage of the net asset value of the sub-fund or an individual share class calculated on each exchange trading day and sets out how it is calculated and paid. The all-in fee includes the following costs in particular:
  - a) compensation for the Custodian;
  - b) compensation for the Central Administration Agent and the Registrar and Transfer Agent;
  - c) administration fees payable to all relevant authorities by the Investment Company or the sub-fund, in particular those of the Luxembourg supervisory authority and other supervisory authorities as well as fees for filing the Investment Company's documents;
  - d) costs charged by the auditors;
  - e) costs incurred in connection with the creation, filing, publication, printing and distribution of all documents for the Investment Company, in particular the Sales Prospectus (complete with Annexes), Articles of Association (complete with Annexes), Key Investor Information Document, annual and semi-annual reports, asset statements, notices to shareholders, notices of general meetings, advertising and applications for authorisation in countries where the shares of the Investment Company or sub-fund are to be distributed;
  - f) costs incurred in connection with the creation and distribution of additional reports and documents;
  - g) costs incurred in connection with marketing materials;
  - h) accounting costs;
  - i) costs incurred in connection with the publication of the share price;
  - j) data supply and data management costs;
  - k) reporting and notification costs;
  - l) legal advice costs;
  - m) costs incurred in connection with admission to an exchange, where applicable;
  - n) costs incurred in connection with the sub-fund's assets by the paying agents as well as other parties required in foreign countries;
  - o) any fees and expenses of the Investment Company's Board of Directors;
  - p) costs incurred in connection with the formation of the Investment Company or sub-fund and the initial issue of shares;
  - q) reasonable costs for risk controlling.
4. Costs arising from the purchase and sale of the sub-fund's assets are charged directly to the sub-fund's assets. These are limited to normal market bid/ask spreads and transaction costs. The sub-fund's investments are bought and sold in accordance with the »best execution« principle. Furthermore, the Luxembourg capital tax (taxe d'abonnement) is charged to the sub-fund. All costs, with the exception of the subscription fee, are allocated to the sub-fund on every valuation date and thus reflected in the share price.
5. The Management Company's distribution partners may be paid a fee equal to the full subscription fee or the full distribution fee as well as a trailer fee calculated as a percentage of the management fee. These payments are made exclusively from the all-in management fee, the distribution fee and the subscription



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fee. The Management Company does not pay any trailer fees to distribution partners for share classes with names containing »RA« and »RT«.

### **Article 37 Financial year**

The Investment Company's financial year begins on 1 December and ends on 30 November of each year.

### **Article 38 Custodian**

1. The Investment Company has appointed a bank with its registered office in the Grand Duchy of Luxembourg as Custodian. The Custodian's function is governed by the Law of 17 December 2010, the Custodian Agreement, these Articles of Association and the Sales Prospectus (including Annexes).
2. The Investment Company is authorised to assert shareholders' claims against the Custodian in its own name. This does not rule out the possibility of shareholders asserting claims against the Custodian themselves.

### **Article 39 Amendments to the Articles of Association**

These Articles of Association may be amended or supplemented at any time at the decision of the shareholders, provided the conditions concerning amendments to the Articles of Association under the Law of 10 August 1915 are met.

### **Article 40 General**

With regard to any points not set out in these Articles of Association, reference is made to the provisions of the Law of 10 August 1915 and the Law of 17 December 2010.

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