



J. SAFRA SARASIN
— SUSTAINABLE ASSET MANAGEMENT —



JSS Alternative Investments FCP (RAIF)

Reserved alternative investment fund (fonds d'investissement alternatif réservé – RAIF) in the form of a common investment fund (fonds commun de placement – FCP) under Luxembourg law according to the law of 23 July 2016 relating to reserved alternative investment funds, as amended from time to time (the “**2016 Law**”)

Issuing Document with Management Regulations
As at: 28 February 2022

Confidential

Edition Switzerland

ADDITIONAL INFORMATION CONCERNING THE OFFERING OF UNITS IN SWITZERLAND

The offer or invitation of the different units (the “Units”) of the fund, can be offered in Switzerland exclusively to Qualified Investors (the “Qualified Investors”) as defined by Articles 10.3 and 10.3ter of the Swiss Collective Investment Schemes Act (“CISA”) and Article 6a the Swiss Collective Investment Schemes Ordinance (“CISO”). The fund has not been resp. cannot be and will not be authorised or registered by the Swiss Federal Financial Market Authority (“FINMA”) for public offering in Switzerland. This Issuing Document and/or any other materials relating to the interest in the fund may be available in Switzerland solely to Qualified Investors and the Units are not allowed to be offered to the public.

INFORMATION FOR QUALIFIED INVESTORS IN SWITZERLAND

Offering to qualified investors is given if it is addressed to:

- Regulated financial intermediaries (e.g. banks, securities dealers, fund management companies, asset managers of collective investment schemes, central banks);
- Regulated insurance institutions;
- Public entities and retirement benefits institution with professional treasury operations;
- Companies with professional treasury operations;
- High net worth individuals who state in writing that they want to be considered as qualified investors and who (i) are aware of the risks of their investments either due to their education and professional experience or due to comparable experience in the financial sector and dispose of a fortune of at least CHF 500'000, (ii) or alternatively who dispose of a fortune of at least CHF 2 million. A “comparable experience” exists if the investor has carried out transactions, in significant size, on the relevant market at an average frequency of 10 per quarter over the previous four quarters.
- Individuals who have concluded a written discretionary asset management agreement with a financial intermediary or an independent asset manager unless they have declared in writing that they do not wish to be deemed as qualified investor.

a) Swiss Representative

The Representative in Switzerland is J. Safra Sarasin Investmentfonds AG, Wallstrasse 9, CH-4002 Basel.

Email: SIF.Data@jsafrasarasin.com

b) Paying Agent

Paying agent in Switzerland is Bank J. Safra Sarasin Ltd, Elisabethenstrasse 62, CH-4051 Basel.

Email: Switzerland@jsafrasarasin.com

c) Place of acquisition of the relevant documents

The following documents and/or information as defined in Art. 133 CISO referring to Articles 13(a) and 15 CISO are available for inspection and can be obtained free of charge from the Swiss representative and all distributors:

- a) The latest available Issuing Document of the fund;
- b) The latest Management Regulations of the fund;
- c) The latest audited annual report of the fund, if available.

d) Publications

The issue and redemption prices as well as the net asset value are available at J. Safra Sarasin Investmentfonds AG.

e) Place of performance and jurisdiction

The place of performance for Units offered in Switzerland is the registered office of the Swiss representative. The place of jurisdiction is at the registered office of the representative or at the registered office or domicile of the investor.

f) Other information

Requests for the purchase, sale and conversion of Units from qualified distributors in Switzerland must be forwarded to and processed by:

Bank J. Safra Sarasin Ltd
Bändliweg 20
PO Box
CH-8048 Zurich

This Issuing Document (including Management Regulations) is governed by the provisions of the 2016 Law.

The fund, qualifying as a reserved alternative investment fund, is an unregulated investment vehicle, which is not subject to the prudential supervision of the Commission de Surveillance du Secteur Financier (“**CSSF**”), the Luxembourg supervisory authority for the financial sector, or any other Luxembourg supervisory authority, although it qualifies as an alternative investment fund within the meaning of the Luxembourg Law of 12 July 2013 on alternative investment fund managers, as amended from time to time (the “**2013 law**”). Consequently, this issuing document will not be submitted to the CSSF or any other Luxembourg supervisory authority for formal approval of this fund.

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I. General provisions

JSS Alternative Investments FCP (RAIF) (the “**Fund**”) was established as a reserved alternative investment fund (fonds d’investissement alternatif réservé – RAIF) governed by the 2016 Law and qualifies as an alternative investment fund (fonds d’investissement alternatif – AIF) within the meaning of Directive 2011/61/EU (the “**AIFMD**”) and the 2013 Law.

The Fund was established on 16 August 2017 in the form of an open-ended common investment fund (fonds commun de placement – FCP). The Fund is governed by its management regulations (the “**Management Regulations**”) which are set out below. The Management Regulations have been filed with the Luxembourg Trade and Companies Register (the “**RCS**”). A reference to this filing was published in the Recueil électronique des sociétés et associations (the “**RESA**”).

It has an “umbrella structure” which allows the AIFM (as the defined below) to issue a large number of different sub-funds (“**Subfunds**” and each a “**Subfund**”) at any time. The Fund was first established on 16 August 2017 with two Subfunds.

The Fund is reserved exclusively for well-informed investors within the meaning of Article 2 of the 2016 Law. Well-informed investors according to Article 2 of the 2016 Law are institutional investors, professional investors and all other investors who meet the following requirements:

1. the investor has stated in writing that he adheres to the status of well-informed investor; and
2.
 - i. the investor invests at least EUR 125,000 in the Fund; or
 - ii. the investor has been subject of an assessment made by a credit institution within the meaning of Regulation (EU) No 575/2013, by an investment firm within the meaning of Directive 2004/39/EC or by a management company within the meaning of Directive 2009/65/EC or by an authorised alternative investment fund manager within the meaning of the AIFMD, which confirms that the investor has the expertise, the experience and the

knowledge to be able to adequately assess an investment in the reserved alternative investment fund.

The units of the Fund have not been and will not be registered under the United States Securities Act of 1933, as amended from time to time (the “**Securities Act**”). They may not be offered or sold in the USA, its territories or any area subject to its jurisdiction, or to US persons or persons who (would) purchase the units for the account of, or benefit of, US persons. Any re-offer or resale of units in the USA or to US persons may constitute a violation of the laws of the United States of America. Units of the Fund may not be subscribed by US persons.

The AIFM (as defined below) can at any time proceed with the compulsory redemption of the units of an investor on behalf and for the account of the Fund should these units be held by/for the account of/or on behalf of:

- US persons,
- a person who does not provide the Fund, represented by the AIFM, with the requested information and documentation that is necessary for the latter to meet its legal or supervisory requirements pursuant to (but not limited to) the FATCA and CRS regulations as described below, or
- a person who is deemed by the Fund, represented by the AIFM, to constitute a potential financial risk to the Fund.

Additional requirements applicable to the investors may apply in connection with an investment in a particular Subfund. Investors are thus requested to carefully check the requirements for the Subfund in which they want to invest.

Where the AIFM is of the opinion that a unitholder of the Fund (the “**Unitholder**”) is no longer to be regarded as a well-informed investor within the meaning of the 2016 Law, qualifies as a US investor, does not comply with any additional requirements or has violated his declarations and assurances, it may demand that such a Unitholder redeem all of his units.

The Fund is managed by J. Safra Sarasin Fund Management (Luxembourg) S.A. with its registered office at 11-13, Boulevard de la Foire, L-1528 Luxembourg, Grand Duchy of Luxembourg as its alternative investment fund manager (the “**AIFM**”). The AIFM has been authorised as alternative

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investment fund manager within the meaning of the 2013 Law by the CSSF and has assumed the tasks of AIFM of the Fund.

RBC Investor Services Bank S.A. with its registered office at 14, Porte de France, L-4360 Esch-sur-Alzette, Grand Duchy of Luxembourg, acts as central administration agent of the Fund.

The AIFM has entrusted various investment managers with the management of the assets (each an “**Investment Manager**” and together the “**Investment Managers**”). The names and responsibilities of the individual Investment Managers are set out in the annexes to this document. A brief description of the investment manager function is provided in Chapter VII. “Asset management” below. Further information can be obtained from the AIFM on request.

The AIFM may decide at any time to issue units of a Subfund at a price that corresponds to the units’ value on the valuation day in question. Units of a Subfund may be issued in various unit classes, which may differ from one another, inter alia, in terms of fee structure, distribution policy, currency, investment conditions or other specific characteristics. Subscription, redemption and conversion orders will be accepted in conformity with the provisions of the individual Subfunds as set out in the relevant annexes. The AIFM can suspend the issue of units at any time or reject applications to convert or subscribe to units without stating reasons.

Units of the following Subfunds are currently issued

JSS Alternative Investments FCP (RAIF) – JSS Senior Loan – Leveraged

(hereinafter “**JSS Senior Loan – Leveraged**”) page 24

JSS Alternative Investments FCP (RAIF) – JSS Alternative Lending Fund

(hereinafter “**JSS Alternative Lending Fund**”) page 29

JSS Alternative Investments FCP (RAIF) – JSS Alternative Opportunities Fund

(hereinafter “**JSS Alternative Opportunities Fund**”) page 36

The rights and obligations of the Unitholders are limited to the assets of the Subfund(s) in which they have invested. The assets of a Subfund are exclusively liable within the scope of investors’ investments in that Subfund and within the scope of the claims of creditors whose claims arose on the formation of the Subfund or in connection with the management or liquidation of that Subfund. Costs borne by the

Fund which cannot be allocated to a single Subfund are charged to the individual Subfunds in proportion to their net assets. No Subfund with its assets is liable for the obligations of another Subfund. Each Subfund of the umbrella fund will be treated as an independent entity with respect to the relationships of the investors among themselves. Each Subfund may be liquidated separately without this resulting in the liquidation of another Subfund or of the umbrella fund.

The investment principles of the Fund are described below in Chapter II. “Investment principles”. The investment restrictions and the other contractual relationships between the AIFM, the depositary bank and the Unitholder are based on the Management Regulations.

Investment decisions for the different Subfunds are made by the responsible Investment Manager under the supervision, control and responsibility of the AIFM, taking into consideration the investment objectives and investment policy and all relevant legal and supervisory rules set out in the Issuing Document (including annexes) and in the Management Regulations.

The content of the Issuing Document does not constitute any form of legal, tax or financial advice to the investor. Every recipient of this Issuing Document should therefore carry out their own analysis of the applicable legal requirements and of the possible legal, tax and financial consequences of an investment in the units of a Subfund. Potential investors are referred particular to the information provided below in Chapter IX. “Risk warnings and risk control” and in the section “Risk factors” in the relevant Subfund annexes; however, every potential Unitholder should carry out their own evaluation of the opportunities and risk factors associated with this investment.

Foreign Account Tax Compliance Act (“FATCA”)

Capitalized terms used in this section should have the meaning as set forth in the IGA as defined below, unless provided otherwise herein.

As part of the process of implementing the Foreign Account Tax Compliance Act (“**FATCA**”), Luxembourg has entered into a Model I Intergovernmental Agreement (“**IGA**”), implemented by the Luxembourg law dated 24 July 2015 which requires Financial Institutions located in Luxembourg to report, when required, information on Financial Accounts held by a Specified US Person (within the meaning of the

IGA) and non-U.S. financial institutions that do not comply with FATCA, if any, to the competent authorities.

Being established in Luxembourg, the Fund is likely to be treated as a Foreign Financial Institution.

FATCA and the IGA may result in the obligation for the Fund to disclose the name, address and taxpayer identification number (if available) of the investor as well as information such as account balances, income and gross proceeds (non-exhaustive list) to the Luxembourg tax authorities (administration des contributions directes - the “LTA”) under the terms of the IGA. Such information will be onward reported by the LTA to the U.S. Internal Revenue Service (the “IRS”).

Additionally, the Fund is responsible for the processing of personal data and each investor has a right to access the data communicated to the LTA and to correct such data (if necessary). Any data obtained by the Fund are to be processed in accordance with the Luxembourg law dated 2 August 2002 on the protection of persons with regard to the processing of personal data, as amended.

Although the Fund will attempt to satisfy any obligation imposed on it to avoid imposition of FATCA withholding tax, no assurance can be given that the Fund will be able to satisfy these obligations. If the Fund becomes subject to a withholding tax as result of the FATCA regime, the value of the units held by the investors may suffer material losses. A failure for the Fund to obtain such information from each investor and to transmit it to the LTA may trigger the 30% withholding tax to be imposed on payments of U.S. source income and on proceeds from the sale of property or other assets that could give rise to U.S. source interest and dividends.

Any investor that fails to comply with the Fund’s documentation requests may be charged with any taxes imposed on the Fund attributable to such investor’s failure to provide the information and the Fund may, in its sole discretion, redeem the units of such investor.

Investors who invest through intermediaries are reminded to check if and how their intermediaries will comply with this U.S. withholding tax and reporting regime.

Investors should consult a U.S. tax advisor or otherwise seek professional advice regarding the above requirements.

Common Reporting Standard (“CRS”)

Capitalized terms used in this section should have the meaning as set forth in the CRS-Law as defined below, unless provided otherwise herein.

On 9 December 2014, the Council of the European Union adopted the Directive 2014/107/EU amending the Directive 2011/16/EU of 15 February 2011 on administrative cooperation in the field of taxation which now provides for an automatic exchange of financial account information between EU Member States (“DAC Directive”). The adoption of the aforementioned directive implements the OECD’s CRS and generalizes the automatic exchange of information within the European Union as of 1 January 2016.

In addition, Luxembourg signed the OECD’s multilateral competent authority agreement (“Multilateral Agreement”) to automatically exchange information under the CRS. Under this Multilateral Agreement, Luxembourg will automatically exchange financial account information with other participating jurisdictions as of 1 January 2016 (with first reporting in 2017). The Luxembourg law dated 18 December 2015 implements this Multilateral Agreement, jointly with the DAC Directive introducing the common reporting standard in Luxembourg law (the “CRS-Law”).

Under the terms of the CRS-Law, the Fund may be required to annually report to the LTA, the name, address, state(s) of residence, TIN(s), as well as the date and place of birth of i) each Reportable Person that is an Account Holder, ii) and, in the case of a Passive NFE within the meaning of the CRS-Law, of each Controlling Person(s) that is a Reportable Person.

Additionally, the Fund is responsible for the processing of personal data and each investor has a right to access the data communicated to the LTA and to correct such data (if necessary). Any data obtained by the Fund are to be processed in accordance with the Luxembourg law dated 2 August 2002 on the protection of persons with regard to the processing of personal data, as amended.

Upon request of the Fund, each investor shall agree to provide the Fund such information.

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Although the Fund will attempt to satisfy any obligation imposed on it to avoid any taxes or penalties imposed by the CRS-Law, no assurance can be given that the Fund will be able to satisfy these obligations. If the Fund becomes subject to a tax or penalty as result of the CRS-Law, the value of the units held by the investors may suffer material losses.

Any investor that fails to comply with the Fund's documentation requests may be held liable for penalties imposed on the Fund or the Manager and attributable to such investor's failure to provide the information and the Fund may, in its sole discretion, redeem the units of such investor.

Investors should consult their own tax advisor or otherwise seek professional advice regarding the impact of the CRS-Law on their investment.

European Directive on Anti-Tax Avoidance Directive ("ATAD")

The Luxembourg law of December 21, 2018 implemented the anti-tax avoidance rules set forth in Council Directive (EU) 2016/1164 of July 12, 2016 ("ATAD Law"). This law may, in certain limited circumstances, affect the tax position of the underlying Luxembourg subsidiary (if any).

For example, the tax deduction of payments made by an underlying Luxembourg subsidiary may be denied beginning in fiscal year 2019 if:

- (i) such payments are basing on a hybrid arrangement (which may be defined, in particular, as a situation where, due to a different legal classification of a financial instrument, a tax deductible payment is not included in the tax base of the final recipient/beneficiary); and
- (ii) (a) the ultimate recipient/beneficiary resident in another EU member state of the payment and the Luxembourg paying entity are related entities; or
- (b) the ultimate recipient/beneficiary resident in another EU member state and the Luxembourg paying entity have entered into a structured arrangement resulting in such hybrid arrangement.

The Luxembourg law of 20 December 2019 (the "ATAD 2 Law") transposed into Luxembourg law the EU Council Directive 2017/952 of 29 May 2017 amending Directive (EU) 2016/1164 in relation to hybrid arrangements with third countries. The ATAD 2 Law extends the scope of the ATAD

Law, which applied to situations of double deduction or deduction without inclusion due to the use of hybrid financial instruments or hybrid entities. ATAD 2 requires EU member states, in the case of hybrid arrangements, to either deny the deduction of payments, expenses or losses, or include payments as taxable income. It covers situations relating to permanent establishments, reverse hybrids, imported arrangements, hybrid transfers and dual residence.

The ATAD 2 law applies from January 1, 2020, with the exception of the provision on reverse hybrids, which applies from January 1, 2022.

The specific impact of the new provisions mentioned above should be reviewed on a regular basis, in particular in relation to future e.g. directives, guidelines and instructions which may be issued by the Luxembourg tax authorities.

Tax liability:

Notwithstanding the application of Section "XXII. Taxation" below, in the event that the Fund and the AIFM (or any of their Affiliates) are directly or indirectly subject to a tax liability by reason of the participation of a particular investor or investors in the Fund or the participation of the AIFM or any of their employees (but not generally the participation of investors) in the Fund, the AIFM may, in its sole discretion, determine that an amount equal to such tax liability shall be treated as an amount allocated and distributed to such investor or investors (in which case such notional allocation and distribution shall be made between the respective investors on such reasonable pro rata basis as the AIFM may determine in its sole discretion). The AIFM will inform the relevant investor (or investors) of such notional allocation and distribution.

Key information documents

Until 31 December 2021, the Fund publishes key investor information documents ("**UCITS KIID-like documents**") pursuant to Article 161(1) of the Luxembourg law of 17 December 2010 relating to undertakings for collective investment, as amended from time to time (the "**2010 Law**"). UCITS KIID-like documents are published for each retail unit class in compliance with the relevant provisions of the 2010 Law and the Commission Regulation (EU) 583/2010 and will first be published in December 2017. UCITS KIID-like documents are handed over to future investors and are made available free of charge upon request at the AIFM. The Fund is therefore exempted from the obligation to produce key information documents for packaged retail and insurance-

based investment products (“**PRIIPs KIDs**”) until 31 December 2021 by analogy to Article 32 (2) of Regulation (EU) 1286/2014, as amended from time to time.

II. Investment principles

The objective of the Fund and its Subfunds is to invest the assets of the individual Subfunds in accordance with the investment policy of each Subfund in the interests of its Unitholders. The following principles of risk spreading should be noted:

A Subfund may not invest more than 30% of its assets in securities of a single type that are issued by a single issuer. This restriction does not apply for

- investments in securities issued or guaranteed by an OECD member state, one of its local authorities or by any supranational institution or organisation at the EU, regional or world level;
- investments in target undertakings for collective investment (“UCIs”) that are subject to risk-spreading requirements at least comparable to those applicable to RAIFs.

For the application of the restrictions described herein, each subfund of a target UCI with an umbrella structure must be regarded as an independent issuer, provided that the segregation principle is assured in relation to the liabilities to third parties of the different subfunds.

Short selling may not result in the Subfund holding an open position in securities of a single type and a single issuer representing more than 30% of its assets.

When derivative financial instruments are used, each Subfund must guarantee appropriate risk spreading by means of the appropriate diversification of the underlying assets.

In principle, OTC transactions may only be conducted with counterparties approved by the board of directors of the AIFM (the “**Board of Directors**”). Where there are plans to conduct OTC transactions with a counterparty, such counterparty must have concluded an ISDA (or Swiss/German) master agreement. For this purpose, counterparty risk for OTC transactions may have to be limited in terms of the quality and qualifications of the counterparty. The default risk for transactions of a Subfund with OTC derivatives may not exceed 30% of the assets of the Subfund if the counterparty is a financial institution (provided the financial institution in question has its registered office in a member state

of the European Union or, if the registered office of the financial institution is located in a country outside of the European Union, is subject to supervisory provisions, which are considered as being equivalent to those of EU law). For transactions with other counterparties the maximum default risk for OTC derivatives is reduced to 15%. For ETD transactions the aforementioned rules shall apply mutatis mutandis. Therefore it is being understood that the default risk for transactions of a Subfund in ETD derivatives may not exceed 30% of the assets of the Subfunds with a recognised Central Clearing Counterparty (“**CCP**”).

The identity of the counterparties will be disclosed in the annual report on behalf of the Fund.

Unless anything contrary is stated in a Subfund specific annex, none of the Subfunds will make use of securities financing transactions (i.e. (a) repurchase transactions, (b) securities or commodities lending and commodities or securities borrowing, (c) buy-sell back transactions or sell-buy back transactions, and (d) margin lending transactions) or total return swaps subject to Regulation (EU) 2015/2365 of the European Parliament and of the Council of 25 November 2015 on transparency of securities financing transactions and of reuse and amending Regulation (EU) No 648/2012 (the “**SFTR**”).

The principles set out above apply to all Subfunds unless specific restrictions are outlined in the annexes for the relevant Subfunds.

Investments in other UCIs are limited to a maximum of 10% of the net asset value of a Subfund, unless the annex of a Subfund expressly permits an additional investment in UCIs. In such case, the above-mentioned 30% limit does not apply, provided that the target UCIs are subject to risk spreading requirements at least comparable with those laid down in this Issuing Document.

The investment policies of the individual Subfunds are described in more detail in the corresponding annexes to this Issuing Document. Newly launched Subfunds may deviate from the above-mentioned investment policies for a period of up to six months from the launch date of the Subfund.

ESG-criteria integrated into specific Subfunds

Pursuant to EU Regulation (EU) 2019/2088 on sustainability-related disclosures in the financial services sector (the “SFDR”), the Fund is required to disclose the manner in which sustainability risks (namely, an environmental, social or governance event or condition that, if it occurs, could cause an actual or a potential material negative impact on the value of the investments made by the Subfunds (the “Sustainability Risks”)) are integrated into the investment decision and the results of the assessment of the likely impacts of Sustainability Risks on the returns of the Fund.

The following section describes the principles according to which Bank J. Safra Sarasin AG and its affiliates (“J. Safra Sarasin”) as well as the relevant investment manager of the specific Subfund systematically integrate environmental, social and governance (“ESG”) considerations into sustainable-branded investment strategies¹.

Investment objectives

The primary objective of sustainable Subfunds is to deliver superior risk-adjusted investment performance by taking into account all relevant issuer-specific aspects, including ESG considerations throughout the entire investment process, from universe definition via investment analysis to portfolio construction and risk management. Depending on the Subfund-specific level of integration of ESG, the objectives of these subfunds are: (a) avoiding controversial exposures, (b) mitigating ESG risks and harnessing ESG opportunities (c) achieving above-average ESG profile, or (d) intentionally targeting measurable positive outcomes by investing in companies that promote sustainable products and services.

Universe definition

The first step of the Subfund’s sustainable investment process is the universe definition in accordance with the ESG criteria as determined by the investment manager on the basis of the sustainability analysis performed by J. Safra Sarasin (as further described below). This stage comprises the exclusion of controversial activities as well as the positive and negative sustainability screening (best-in-class and worst-out process, respectively):

- Norms-based exclusions and controversial activities (“JSS standard exclusions”)

Certain business activities which are not deemed to be compatible with sustainable development lead to the exclusion of companies from the sustainable investment universe which is based on the following exclusion criteria (with revenue thresholds):

- Controversial Weapons (>0%);
- Defense and Armament (>5%);
- Nuclear Energy (>5%)
- Coal (>5% for coal extraction and > 20% for power generation);
- Genetically-modified organisms in agriculture and medicine (>0%);
- Tobacco (>5%);
- Adult Entertainment (>5%);
- International Norms Violations of Human Rights (structural, ongoing failures of compliance with the UN Global Compact principles);
- Some subfunds may have additional exclusion criteria

- Positive and negative screening: best-in-class ESG and worst-out ESG process.

Depending on the type of strategy followed by the Subfund, J. Safra Sarasin applies a best-in-class ESG or a worst-out ESG approach to define the investment universe. The respective investment universe is defined according to J. Safra Sarasin’s proprietary and trademarked “Sustainability Matrix”.

The best-in-class ESG approach ensures that on the entire global investment universe of issuers for which ESG data are available, at least half (50%) of the number of issuers are excluded, constituting a material reduction of the investment universe. The worst-out ESG approach excludes around 15% of issuers for which data are available and makes sure that ESG laggards are avoided.

ESG criteria may include amongst others:

¹ For more details of the sustainable investment policy, please refer to the following link: https://www.jsafrasarasin.com/internet/com/jss_sustainable_investment_policy.pdf.

- Corporate governance (e.g. board structure, executive remuneration, governance codes);
- Changes to regulation (e.g. greenhouse gas emissions restrictions);
- Physical threats (e.g. climate change);
- Brand and reputational issues (e.g. health & safety records, cyber security);
- Supply chain management (e.g. lost time injury rates, fatalities, labour relations);
- Work practices (e.g. health, safety and human rights provisions, Modern Slavery Act).

To ensure high sustainability standards, including the governance of climate-related risks, J. Safra Sarasin has set up the internal Corporate Sustainability Board (CSB) to develop its sustainability strategy. The CSB is advised by the external Sustainable Investment Advisory Council, which consists of experienced international experts who assist the investment manager with regard to the concept, selection criteria and definition of excluded activities.

ESG key issues, United Nations Sustainable Development Goals (“SDG”)-related revenues, carbon metrics and other relevant sustainability-related data are sourced from a number of data providers and integrated into J. Safra Sarasin’s proprietary database, where an industry and a company rating are calculated and displayed in the “Sustainability Matrix”. A similar process is applied for country ESG ratings.

ESG integration into financial analysis

Wherever J. Safra Sarasin uses proprietary bottom-up investment research, ESG factors are embedded. In this process step, the portfolio manager/analyst enhances the financial assessment with ESG, SDG, climate and other sustainability performance data to get a holistic view of the investment case in order to make a better informed decision.

ESG, SDG and Climate Risk Management and Objectives

The portfolio managers monitor the ESG ratings and climate-related metrics of their Subfunds and compare them with the benchmark in their risk management systems on an ex-ante basis. The ESG and climate performance is also monitored ex-post in performance review meetings and in the Bank’s Risk and Performance Committee.

For a number of Subfunds ESG and climate objectives are assigned which the portfolio managers have to adhere to

and which are monitored internally. Climate objectives often relate to the carbon footprint of the Subfund against the benchmark.

Certain Subfunds may use outcome-oriented data on SDG-related corporate revenues in the idea generation part of the investment process. They may have explicit targets in relation to the percentage of those SDG-related revenues versus overall revenues of the Subfunds holdings.

Active Ownership

All Subfunds integrating ESG-criteria are in scope of J. Safra Sarasin’s active ownership policy. J. Safra Sarasin pursues the following four types of active ownership activities: direct company engagement, collaborative engagement, public policy engagement and proxy voting (“Proxy Voting”, for equities).

Risks associated with handling ESG data

While J. Safra Sarasin has diligently hand-picked its data providers and has made a thorough effort to create balanced and fair ESG ratings for each company, J. Safra Sarasin cannot rule faulty assessments in its ESG approach or deviation of its ESG ratings from other providers.

These may be caused by the following factors:

- Lack of standardised regulatory standards on data collection and transformation;
- Lack of standardised corporate reporting standards on ESG;
- Limited accuracy of ESG data due to self-reporting with limited audits;
- Faulty estimates by data providers if companies do not report ESG data;
- Large-cap bias in data reporting;
- Different views of data providers on material ESG key issues;
- Rater biases.

For the purpose of the EU Regulation (EU) 2019/2088 on sustainability-related disclosures in the financial services sector (the “SFDR”), Subfunds with an explicit ESG investment strategy are classified into:

1. Subfunds promoting environmental or social characteristics

These Subfunds are applying a specific level of integration of ESG-criteria and the objectives of these Subfunds are (a)

avoiding controversial exposures, (b) mitigating ESG risks and harnessing ESG opportunities and (c) achieving above-average ESG profile (as described above in detail). These Subfunds qualify as financial products under Art. 8(1) of the SFDR.

Subfunds that promote environmental characteristics are required as per Art. 6 of the Regulation (EU) 2020/852 (the “Taxonomy Regulation”) to state that the “do no significant harm” principle applies only to those investments underlying the Subfund that take into account the EU criteria for environmentally sustainable economic activities. The investments underlying the remaining portion of the Subfund do not take into account the EU criteria for environmentally sustainable economic activities.

It should however be noted that notwithstanding the above, the investments underlying these Subfunds do not take into account the EU criteria for environmentally sustainable economic activities within the meaning of the Taxonomy Regulation and portfolio alignment with such Taxonomy Regulation is not calculated. Therefore, the “do not significantly harm” principle does not apply to any of the investments underlying these Subfunds.

However currently none of the Subfunds classifies under this category.

2. Subfunds with a sustainable investment objective

These Subfunds have a sustainable investment objective while seeking attractive returns by (a) avoiding controversial exposures, (b) mitigating ESG risks and harnessing ESG opportunities, (c) achieving above-average ESG profile and (d) intentionally targeting measurable positive outcomes by investing in companies that promote sustainable products and services (as described above in detail). These Subfunds qualify as financial products under Art. 9(1), (2) or (3) of the SFDR.

Pursuant to the Taxonomy Regulation, these Subfunds invest in economic activities that contribute to an environmental objective and are subject to the disclosure requirements of Art. 9 of the SFDR. It is therefore required to disclose information about the environmentally sustainable investments made.

However currently none of the Subfunds classifies under this category.

3. Subfunds that do not promote environmental or social characteristics and/or do not have a sustainable investment objective

These Subfunds do not promote environmental or social characteristics and / or do not have ESG investment objectives and the investments underlying these Subfunds, do not take into account the EU criteria for environmentally sustainable economic activities.

Unless otherwise indicated in relation to a specific Subfund, the Subfunds do not promote sustainability factors (i.e. the environmental, social and employee matters, respect for human rights, anti-corruption and anti-bribery matters (the “**Sustainability Factors**”)) and do not have as a stated investment objective a positive impact on the environment and society. The Subfunds however remain exposed to Sustainability Risks. These risks are integrated into the investment decision making and risk monitoring to the extent that they represent a potential or actual material risks and/or opportunities to maximizing the long-term risk-adjusted returns. The impacts following the occurrence of a Sustainability Risks may be numerous and vary depending on the specific risk, region and asset class. In general, where a Sustainability Risk occurs in respect of an asset, there will be a negative impact on, or entire loss of, its value. The assessment of the likely impact must be conducted at Subfund level and further details are specified in the relevant Annex, as appropriate.

These Subfunds are:

- JSS Alternative Opportunities Fund
- JSS Senior Loan – Leveraged
- JSS Alternative Lending Fund

III. Leverage

In accordance with the AIFMD, leverage is any method by which the AIFM increases the degree of investment of the Fund by borrowing, securities lending, using derivatives or by any other means. The leverage also increases the risk to the Fund. Leverage is defined as the ratio between the risk of the Fund and its net asset value.

The AIFM calculates this risk, in accordance with the statutory provisions and in particular the Delegated Regulation (EU) No. 231/2013 (the “**AIFM Regulation**”), using the gross method and the commitment method. The risk of the Fund calculated using the gross method is the sum of the

absolute values of all positions (excluding cash and cash equivalent positions in the reference currency of the Fund). For securities, the risk of a position is its absolute market value and for derivatives it is the absolute market value of the equivalent position in the underlying securities. The risk calculated using the commitment method takes into account hedging and netting agreements entered into by the AIFM.

The amount of expected leverage is shown in the annex to the relevant Subfund.

IV. Changes to the investment principles and the investment policy

The investment principles of each Subfund shall be determined by the Board of Directors and published via this Issuing Document. The Board of Directors must decide on any changes to this Issuing Document and its Management Regulations, including possible changes to the investment objectives and investment policy.

The AIFM may from time to time make modifications or amendments to the Issuing Document without the vote, approval or consent of any investor; provided that the AIFM may only amend the investment objective, policy or strategy of a Subfund in a manner deemed to be material by the AIFM, in its sole discretion, or amend the Issuing Document in a manner that would have a material adverse effect on the investors' rights under the Issuing Document, as determined by the AIFM, in its sole discretion, either (a) with the consent of the investors holding a majority of the units of the Subfund or a unit class that would be materially adversely affected by such amendment, or (b) after providing each such investor with notice of such amendment and an opportunity to redeem its units prior to the effectiveness of such amendment. Whenever the consent or approval of the investors is sought, each investor has an affirmative duty to notify the AIFM as to whether or not such investor consents to the matter for which its consent has been solicited; an investor's consent shall be deemed given with respect to such matter if, within the time period indicated on the notice, such investor has failed to provide notice to the AIFM regarding whether or not such investor consents to the relevant matter.

V. The AIFM

In its role as AIFM, the AIFM shall carry out at least the following tasks in the management of the Subfund:

- asset management of the Subfunds; and
- risk management.

The asset management of the Subfunds shall be outsourced to Investment Managers under the supervision of the department of the AIFM responsible for asset management. These Investment Managers are listed in the relevant annex to this Issuing Document.

Risk management is carried out by the responsible department of the AIFM.

The AIFM may additionally perform the following tasks in the context of collective management, or has outsourced these tasks to other service providers:

- administrative activities:
 - i. legal services and fund accounting;
 - ii. customer inquiries and complaints;
 - iii. valuation of the Subfund's assets and calculation of the net asset values including tax implications;
 - iv. monitoring compliance with legislation;
 - v. maintaining the Fund's register;
 - vi. distribution of profits;
 - vii. issue and redemption of units;
 - viii. settling subscriptions;
 - ix. maintenance and safekeeping of records;
- distribution; and
- activities in connection with the assets of the Fund.

The liability of the AIFM is based on Luxembourg law. To cover potential professional liability risks arising from the business activities, the AIFM has sufficient additional equity capital, which is appropriate to cover potential liability risks due to professional negligence.

The AIFM shall be monitored by an independent auditor (réviseur d'entreprises agréé). This task is currently performed by Deloitte Audit S.à r.l.

In addition to the Fund, the AIFM may manage other AIFs.

VI. Depositary bank and principal paying agent, registrar and transfer agent and central administration agent

The AIFM has appointed RBC Investor Services Bank S.A. with its registered office at 14, Porte de France, L-4360 Esch-sur-Alzette, Grand Duchy of Luxembourg ("RBC"), as

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depository bank and principal paying agent (the “Depository Bank”) of the Fund with responsibility for

- (a) custody of the assets,
- (b) monitoring obligations,
- (c) cash flow monitoring and
- (d) paying agent functions

in accordance with the 2016 Law, the 2013 Law and the depository bank and principal paying agent agreement with effective date as of 16 August 2017 and concluded between the AIFM and the Depository Bank (the “**Depository Bank and Principal Paying Agent Agreement**”). The Depository has also been appointed as registrar and transfer agent and as central administration agent.

The Depository is entered in the RCS under number B.47192 and was founded in 1994 under the name “First European Transfer Agent”. The Depository has the necessary licenses to conduct banking business under the provisions of the Luxembourg law of 5 April 1993 on the financial sector and specialises in custodian services, fund accounting and related services. The estimated equity capital was EUR 1,282,320,000 on 31 October 2020.

(a) Custody of assets

In accordance with Luxembourg laws and regulations, the 2013 Law, the 2016 Law and the Depository Bank and Principal Paying Agent Agreement the Depository Bank is responsible for the safekeeping of financial instruments that can be kept in custody and for the bookkeeping and verification of the ownership of other assets.

Delegation

Furthermore, under the 2013 Law, the Depository Bank is authorised to delegate its depository duties to sub-depositaries and to open accounts with sub-depositaries, provided that (i) such delegation is consistent with, and is subject to compliance with the conditions laid down in the applicable Luxembourg laws; and (ii) the Depository Bank shall use all customary and reasonable care and knowledge in relation to the selection, appointment, regular review and monitoring of its sub-depositaries.

Exemption from liability

The Depository Bank may, under certain circumstances and in accordance with Article 19 (13) of the 2013 Law, be exempted from its liability. In the event that foreign local law or legislation prescribes that certain financial instruments

are to be held in custody by a local entity, and none of the local entities satisfies the requirements for delegation in accordance with Article 19 (11) d (ii) of the 2013 Law, the Depository Bank may nevertheless be exempt from liability, provided that certain conditions in accordance with Article 19 (14) of the 2013 Law, the Management Regulations of the Fund and the Depository Bank and Principal Paying Agent Agreement are met.

(b) Monitoring obligations

The Depository Bank shall, in accordance with the 2016 Law, the 2013 Law, the AIFM Regulation and the Depository Bank and Principal Paying Agent Agreement:

- a. ensure that the sale, issue, buyback, redemption and cancellation of units of the Fund is carried out in accordance with the 2016 Law, the 2013 Law and the Management Regulations of the Fund;
- b. ensure that the value of the units of the Fund is calculated in accordance with the 2016 Law, the 2013 Law and the Management Regulations of the Fund and the requirements that are laid down in Article 19 of the 2013 Law;
- c. carry out the instructions of the AIFM provided they are not in conflict with the 2016 Law, the 2013 Law and the Management Regulations of the Fund;
- d. ensure that for transactions involving the assets of the Fund, all charges are submitted/forwarded to the Fund within the usual time limits;
- e. ensure that the income of the Fund is recorded in accordance with the 2016 Law, the 2013 Law and the Management Regulations of the Fund.

(c) Cash flow monitoring

Under the 2013 Law, the AIFM Regulation and the Depository Bank and Principal Paying Agent Agreement, the Depository Bank is obliged to carry out certain monitoring obligations in terms of cash flows as follows:

- i. reconcile all cash flows and perform such a reconciliation on a daily basis;
- ii. identify cash flows that in its professional judgement are significant, and in particular those which may not be consistent with the business of the Fund. The Depository shall conduct its review based on the previous day's transactions;
- iii. ensure that all bank accounts within the Fund structure are opened in the name of the Fund or in the name of the AIFM on behalf of the Fund;

- iv. ensure that the relevant banks are EU or comparable credit institutions;
- v. ensure that the funds that have been paid by the Unitholders have been received and booked into cash accounts and have then been booked into either cash accounts or third-party accounts.

(d) Principal paying agent

In accordance with the Depositary Bank and Principal Paying Agent Agreement RBC also acts as principal paying agent for the Fund. The principal paying agent is responsible for accepting payments for the subscriptions of units and distributing these payments to the bank accounts of the Fund that have been opened with the Depositary Bank, and to distribute income and dividends to the Unitholders. From time to time, the principal paying agent shall make payments based on the income from the redemption of units.

(e) General information

The Depositary Bank and Principal Paying Agent Agreement may be terminated with 90 days' written notice to the other party at any time by either party. Notwithstanding the foregoing, the Depositary Bank and Principal Paying Agent Agreement may also be terminated in accordance with the provisions of the Depositary Bank and Principal Paying Agent Agreement.

The Depositary Bank must be replaced within two (2) months after the termination of the Depositary Bank and Principal Paying Agent Agreement with a new depositary and principal paying agent, which shall assume the responsibility and duties of the Depositary Bank. The Depositary Bank shall, if the Depositary Bank and Principal Paying Agent Agreement is terminated, deliver or have delivered to the following depositary and principal paying agent, at the cost of the Fund, all financial instruments, in physical form or by documented transfer, and cash of the Fund that it holds or that are held by the Depositary Bank, as well as any certified copies and other documents in relation thereto, which are in the possession of the Depositary Bank at the time the termination comes into effect.

VII. Asset management

The asset management of the Subfund (portfolio management) has been outsourced to the Investment Managers specified in the annex to the relevant Subfund, which have

supervisory approval of the supervisory authority to which they are subject.

Under the supervision, control and responsibility of the AIFM, an Investment Manager manages the assets and the investments of each Subfund in accordance with the investment objectives and investment policies and in compliance with legal and supervisory provisions. In doing so, the Investment Manager must take into account the investment objectives, investment strategy, investment policy and investment restrictions of the Subfund as described in the respective annex. With the approval of the AIFM and the CSSF, the Investment Manager may delegate its functions to third parties in whole or in part at its own cost. In this case, the Issuing Document will be adjusted accordingly. The department of the AIFM responsible for asset management monitors the activities of the Investment Manager. Organisationally and procedurally, this department is independent of the department of the AIFM which is responsible for the risk management of the Fund.

VIII. Auditors

The AIFM has appointed Deloitte Audit S.à r.l., with registered office in Luxembourg, as the independent auditor (réviseur d'entreprises agréé) of the Fund. The auditor is appointed by the AIFM for a period of one year at a time.

IX. Risk warnings and risk control

Investment in the Subfunds involves the following risks in particular.

a) General information

This presentation can only address general risks of an investment in a Subfund, but it cannot take into account the possible individual risks of individual investors. Investors are therefore expected and strongly advised, before investing in a Subfund, to examine all risks, specifically the general risks described in b) below and the additional risk factors of the individual Subfunds, carefully for themselves and consult their own specialist advisers in so far as necessary. Additional information concerning risk factors for a particular Subfund can be found in the relevant annex.

Investments in a Subfund can fluctuate in value, and there is no guarantee that the Subfund units can be sold for the original capital amount invested.

If the investor's reference currency is not the same as the investment currency of the Subfund or unit class, there is also an exchange rate risk.

b) General risks

Market or investment risk (company-specific or issuer risk and political risks)

The value of investments within a Subfund can be influenced by various factors (market trends, credit risk, etc.). There is therefore no guarantee that a Subfund's investment objective will be achieved or that investors will get back the full amount of their invested capital upon redemption of their units.

The value of the assets in which the Subfund invests can be influenced by a number of factors, including economic trends, the legal and fiscal framework and changes in investor confidence and behaviour. Furthermore, the value of bonds and equities can be affected by factors specific to an individual company or issuer, as well as general market and economic conditions. Equities of companies in growth sectors (e.g. technology) or emerging markets, and equities of small and mid-caps are associated with relatively higher price risks. Corporate bonds usually carry a higher risk than government bonds. The lower the quality rating given to a debtor by a rating agency, the higher the risk. Non-rated bonds can be riskier than bonds with an investment grade rating. The value of equities may be reduced by changing economic conditions or disappointed expectations, and investors and/or the Subfund may not get back the full value of the original investment. In the case of bonds, the above-mentioned risk factors mean there is no guarantee that all issuers will be able to meet their payment obligations in full and on time.

The value of a Subfund can also be influenced by political developments. For example, the price of a Subfund can be negatively affected by changes to laws and tax legislation, restrictions on foreign investments and restrictions on the freedom of exchange transactions in countries in which the Subfund invests.

Interest rate risk

The value of bonds is affected by changes in interest rates. This is the risk that the value of a bond may fall, so when

such an investment by the Subfund is sold, its value may be lower than the original purchase price.

Credit and counterparty risk

Subfunds that enter into business relationships (including over-the-counter transactions) with third parties (borrowing, money market investments, issuers of derivatives, etc.) are exposed to counterparty risk. This is the risk that a third party may not be able to fulfil its obligations in full.

Sustainability risk

Pursuant to the SFDR, financial market participants are required to disclose the manner in which Sustainability Risks (as defined hereafter) are integrated into the investment decision and the results of the assessment of the likely impacts of Sustainability Risks on the returns of the Subfunds.

Sustainability risk is an environmental, social or governance event or condition that, if it occurs, could cause an actual or a potential material negative impact on the value of the investments made by the Subfunds ("**Sustainability Risk**").

Such risk is principally linked to climate-related events resulting from climate change (the so-called physical risks) or to the society's response to climate change (the so-called transition risks), which may result in unanticipated losses that could affect the Subfunds' investments and financial condition. Social events (e.g. inequality, inclusiveness, labour relations, investment in human capital, accident prevention, changing customer behaviour, etc.) or governance shortcomings (e.g. recurrent significant breach of international agreements, bribery issues, products quality and safety, selling practices, etc.) may also translate into Sustainability Risks.

Sustainability Risks are integrated in the investment decision making and risk monitoring via the ESG Integration approach to the extent that they represent potential or actual material risks and/or opportunities to maximising the long-term risk-adjusted returns.

The impacts following the occurrence of a Sustainability Risk may be numerous and vary depending on the specific risk, region and asset class. In general, where a Sustainability Risk occurs in respect of an asset, there will be a negative impact on, or entire loss of, its value.

Such assessment of the likely impact must therefore be conducted at portfolio level. Further details and specific information is given for each Subfunds in Section “B. THE SUBFUNDS”.

Exchange rate and currency risk

If a Subfund/unit class invests in currencies other than the accounting currency (foreign currencies), it is exposed to exchange rate risk. This is the risk that currency fluctuations may negatively impact the value of the investments. Depending on an investor's reference currency, such fluctuations can have a negative impact on the value of their investment.

Liquidity risk

Subfunds are exposed to liquidity risk if they are unable to fulfil their payment obligations on time.

At Subfund level, it is ensured that relevant liquidity management tools in place as well as redemption terms are appropriate with regards to the Subfund's investment strategy and underlying assets.

In case of insufficient portfolio liquidity or other liquidity issues, the permanent risk management function of J. Safra Sarasin Fund Management (Luxembourg) S.A. is in charge of reporting the issue to the AIFM's Management Committee which will in turn decide on appropriate corrective measures to be taken in accordance with the AIFM's Risk Policy.

Settlement risk

Subfunds that do business with third parties are exposed to settlement risk. This is the risk that a third party may be unable to fulfil its obligations in full and on time.

Derivatives risk (risks associated with the use of derivative products)

Market risks have a far greater impact on derivatives than on direct investment instruments. The value of investments in derivatives can therefore fluctuate severely. Derivatives carry not only market risk, as with traditional investments, but also a number of other risks. The additional risks to bear in mind are:

- When using derivatives, a credit risk arises if a third party does not fulfil the obligations of the derivatives contract. The credit risk of derivatives traded over-the-counter (OTC) is generally higher than in exchange-traded derivatives. When evaluating the potential credit

risk of derivatives traded over-the-counter, the creditworthiness of the counterparty must be taken into account.

- Liquidity risk can arise in derivatives if their market becomes illiquid. This is frequently the case in derivatives traded over-the-counter. Derivatives also carry valuation risk, since determining prices is often a complex process and can be influenced by subjective factors.
- Over-the-counter derivatives carry higher settlement risk.

Derivatives can also be exposed to management risk, as they do not always have a direct or parallel relationship with the value of the underlying instrument from which they are derived. As such, there can be no guarantee that the investment objective will be achieved when using derivative products.

c) FATCA related risks

The Fund must comply with the provisions of FATCA. FATCA rules require a reporting to the IRS with information on financial institutions that do not comply with FATCA and on direct and indirect ownership or control by a US person (within the meaning of FATCA) of non-US entities and of accounts held outside the USA. Failure to provide the required information can result in a withholding tax amounting to 30% on US source income (including dividends and interest) and gross income from the sale of or other dispositions concerning assets that may give rise to US source income.

Under the terms of FATCA, the Fund is likely to be treated as a Foreign Financial Institution (within the meaning of FATCA). In order to meet the requirements of the aforementioned legislation, the Fund may request that Unitholders provide evidence and any information deemed necessary.

This status includes the obligation of the Fund to regularly obtain and verify information on all of its investors. Upon request of the Fund, each investor shall agree to provide certain information, including, in case of a Non-Financial Foreign Entity (“NFFE”), the direct or indirect owners above a certain threshold of ownership of such NFFE, along with the required supporting documentation. Similarly, each investor shall agree to actively provide to the Fund within thirty days any information that would affect its status, as for instance a new mailing address or a new residency address.

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Should the Fund become subject to a withholding tax as a result of FATCA, the value of the units held by all investors may be materially affected.

The Fund and/or its Unitholders may also be indirectly affected by the fact that a non-US financial entity does not comply with FATCA regulations even if the Fund satisfies with its own FATCA obligations.

d) CRS related risks

Capitalized terms used in this section should have the meaning as set forth in the CRS-Law, unless provided otherwise herein.

The Fund may be subject to the Standard for Automatic Exchange of Financial Account Information in Tax matters (the “**Standard**”) and its CRS as set out in the CRS-Law.

Under the terms of the CRS-Law, the Fund is likely to be treated as a Luxembourg Reporting Financial Institution. As such, as of 30 June 2017 and without prejudice to other applicable data protection provisions, the Fund will be required to annually report to the LTA personal and financial information related, inter alia, to the identification of, holdings by and payments made to (i) certain investors qualifying as Reportable Persons and (ii) Controlling Persons of certain non-financial entities (“**NFES**”) which are themselves Reportable Persons. This information, as exhaustively set out in Annex I of the CRS-Law (the “**Information**”), will include personal data related to the Reportable Persons.

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

The investors are further informed that the Information related to Reportable Persons within the meaning of the CRS-Law will be disclosed to the LTA annually for the purposes set out in the CRS-Law. In particular, Reportable Persons are informed that certain operations performed by them will be reported to them through the issuance of statements,

and that part of this information will serve as a basis for the annual disclosure to the LTA.

Similarly, the investors undertake to inform the Fund within thirty days of receipt of these statements should any included personal data be not accurate. The investors further undertake to inform the Fund of, and provide the Fund with all supporting documentary evidence of any changes related to the Information after occurrence of such changes.

X. Risk management

The risk management procedure performed in accordance with the 2016 Law and the 2013 Law is designed to identify, quantify, address and monitor the risks associated with the assets and their effects on the portfolio’s entire risk profile.

The department of the AIFM responsible for risk management is responsible for the identification, management and control of all individual and consolidated risks. This department assumes the risk management function of the AIFM. In order to fulfil its risk management responsibilities, in the area of risk measurement the AIFM may make use of certain third-party services that specialise in the provision of such services.

The risk management process implemented for the Fund consists of two elements: first, the organisational structure of risk management in which the permanent risk management function plays a key role, and, second, the process structure, which includes all strategies, processes, procedures and arrangements connected with the management of the investment objectives of all the Subfunds as well as the procedures associated with risk measurement and risk management.

In addition, the risk management function must ensure that the risk profile of the individual Subfunds disclosed to the Unitholders in this Issuing Document is in accordance with the risk limits the risk management function has set, and that these risk limits are adhered to.

The risk management function reviews the risk management process at regular intervals, but at least once a year, and adapts it, if necessary.

XI. Conflicts of interest

Pursuant to the 2013 Law, organisational measures are in place to avoid any conflicts of interest.

The members of the Board of Directors must act solely in the best interests of the Fund and the Unitholders.

In fulfilling their duties as the AIFM, the Depositary Bank, the central administration agent and the registrar and transfer agent, the AIFM, the Depositary Bank, the central administration agent and the registrar and transfer agent are required to act solely in the best interests of the Fund and the Unitholders. They shall make and maintain effective organisational and administrative arrangements to implement all appropriate measures to identify, prevent, resolve and monitor conflicts of interest in order to prevent them from adversely affecting the interests of the Fund and the Unitholders. Within their own operations, the AIFM, the Depositary Bank, the central administration agent and the registrar and transfer agent shall segregate tasks and responsibilities which may be regarded as incompatible with each other or which could potentially cause systematic conflicts of interest. They review whether the conditions for the exercise of their activities could result in other serious conflicts of interest and disclose them to the investors of the Fund.

Should the Board of Directors gain knowledge of a possible conflict of interest in connection with a proposed transaction, the Board of Directors will make its best efforts to resolve this conflict of interest adequately before the transaction is concluded.

As part of the outsourcing of portfolio management, the AIFM has also ensured that the Investment Manager has taken all reasonable steps to identify, manage and monitor potential conflicts of interest between the Investment Manager and the AIFM, the Fund or the investors of the Fund. It is also ensured that the Investment Manager discloses to the AIFM potential conflicts of interest and the procedures and measures created to manage them.

XII. Liquidity management

In accordance with the 2013 Law, the Fund has a liquidity management system.

The liquidity management system establishes procedures that allow the AIFM to monitor the liquidity risk of the Fund and to ensure that the liquidity profile of the assets is consistent with its underlying obligations. In addition, such a liquidity management system provides for regular stress testing on the basis of both normal and exceptional liquidity conditions. These stress tests are used to evaluate the liquidity risks of the Subfunds and monitor them appropriately. Appropriate liquidity management ensures that the investment strategy, liquidity profile and the redemption policy of each Subfund do not conflict with each other. Appropriate escalation measures ensure that the Subfund can manage any expected or actual liquidity shortages or other emergencies. In the event of massive demand for redemptions, the AIFM reserves the right amongst others to redeem the units at the valid redemption price only after it has sold appropriate assets without delay, while safeguarding the interests of the Unitholders.

XIII. Issue, redemption and conversion of units

Units of the Subfunds may be issued in various unit classes. Units of the Subfunds may only be issued in registered form.

Ownership of registered units is evidenced by an entry in the Fund register.

Orders for the subscription or redemption of units and orders to convert from one unit class to another unit class of the same Subfund whose conditions are met by the Unitholder are accepted by the transfer agent up to 12 o'clock Luxembourg time on the trading day (the "**Cut-Off Time**"), unless otherwise specified in the annex relating to a particular Subfund. Earlier Cut-Off Times may apply to applications placed with distributors at home and abroad in order to ensure punctual forwarding to the transfer agent. Information on these times is available at the respective distributor.

The AIFM may set different Cut-Off Times for certain groups of investors for technical reasons. If this is the case, the Cut-Off Times in force must always precede the time when the applicable net asset value is determined. Different Cut-Off Times may be agreed separately with the relevant distribution countries or distributors.

Unless provided for otherwise in the annex of a Subfund, Unitholders of each Subfund are entitled to convert some

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or all of their units into units of another unit class issued for the same Subfund, provided they fulfil the conditions for acquiring units of that unit class.

Unless otherwise agreed for a certain Subfund in the specific appendix for the Subfund, requests from clients which usually pay after the units have been issued will also be considered when the payment is received within three Business Days of the issue date. “**Business Day**” means, in relation to each Subfund, each day other than a Saturday or Sunday on which banks in Luxembourg are open during normal business hours with the exception of individual, Non-Statutory Holidays in Luxembourg, as well as days on which the stock exchanges/regulated markets of the Subfund’s main investment countries are closed or if 50% or more of the Subfund’s investments cannot be adequately valued. “**Non-Statutory Holidays**” are days on which banks and financial institutions are closed. Information about certain subscription periods that must be observed for subscribing for Subfunds is contained in the annex for each Subfund.

The subscription order must include the exact identity and address of the investor, as well as other information and documents necessary to verify that the applicant is a well-informed investor within the meaning of the 2016 Law.

The AIFM draws Unitholders’ attention to the fact that they will only be able to fully exercise their rights directly against the Fund if they have registered themselves and in their own name in the Unitholders’ register of the Fund. In cases where an investor invests in the Fund through an intermediary which makes the investment in its own name but on behalf of the investor, it may not be possible for the investor to exercise all Unitholder rights directly against the Fund. Unitholders are advised to inform themselves of their rights.

If subscription monies are transferred in currencies other than the respective accounting currency, the investor bears both the corresponding costs and the exchange rate risk linked to the currency conversion carried out by the paying agent or the Depositary Bank.

Unit subscriptions may be sent either to one of the distributors, who will forward it to the transfer agent, or directly to the transfer agent in Luxembourg.

Subscribers or Unitholders may also directly contact RBC Investor Services Bank S.A. with registered offices at 14, Porte de France, L-4360 Esch-sur-Alzette, which effectively performs either all or part of the central administration tasks.

Additional points to note:

- a. In the case of joint subscribers, all subscribers must sign the request form.
- b. In the case of several joint subscribers, the AIFM is authorised to accept conversion or redemption instructions from the first named subscriber and in the case of distribution units to pay dividends to the first named subscriber, unless written instructions to the contrary are given.
- c. A legal entity must submit its request under its own name through a person duly authorised for this purpose, providing proof of his signatory power.
- d. If any request or confirmation is signed by a proxy, the power of attorney must accompany the request.
- e. Notwithstanding (a), (b), (c) and (d), a request signed by a bank may be accepted.

If not otherwise stipulated in a Subfund’s specific appendix, the issue, redemption and conversion price of the units will be determined no earlier than the following Business Day which follows the trading day (the “**Valuation Day**”) (forward pricing). The issue, redemption and conversion price of units is based on the net asset value at the previous day’s closing prices (see Article 7 of the Management Regulations). The calculation of the net asset value and the issue, redemption and conversion of units may be temporarily suspended by the AIFM, if and for as long as:

- a stock exchange or other regulated market on which a substantial part of the securities is traded is closed (except for weekends and ordinary holidays), or trading is severely restricted or suspended;
- owing to special circumstances, valuation of a Subfund is not economically viable in the opinion of the AIFM;
- the communication techniques used to determine the net asset values fail or have only limited usability;
- owing to special circumstances (e.g. in the case of substantial redemption or conversion orders exceeding a total volume of 10%), the liquidity of a Subfund (including the exhaustion of credit facilities) is not sufficient to fulfil orders in accordance with the provisions of the Management Regulations and the Issuing Document. If redemption/conversion orders on any one trading day

exceed 10% of the total volume, redemptions/conversions can be deferred to subsequent trading days. Such orders are then treated with priority over subsequent redemption/conversion orders at the prices applicable at the corresponding time;

- in the case of liquidation of a Subfund on or after the date of the notice to investors;
- in the event that a decision is taken to merge a Subfund or the Fund, where this is justified in order to protect the interests of the investors.

The suspension and resumption of net asset value calculation will be notified immediately to the Unitholders who have offered their units for redemption or conversion.

The AIFM will suspend the calculation of net asset value and the issue of units immediately where a situation arises that leads to the dissolution of the AIFM or of a Subfund/Fund.

The AIFM is authorised to issue new units of a Subfund on a continuous basis. However, it reserves the right to suspend the issue of units temporarily or completely or to reject subscription applications without stating reasons. In such case, any payments already made will be immediately repaid without interest.

The AIFM may at its sole discretion, provided it is reconcilable with the interests of a Subfund and its investors, at the request of a Unitholder, issue units of a Subfund against contributions in kind of securities and other assets or redeem units of a Subfund in kind against delivery of securities and other assets. In the event of the issue of units, it is assumed that these securities and other assets correspond to the investment objectives and investment policies of the Subfunds as well as the provisions of the Management Regulations. In both cases the Fund auditor shall prepare a valuation report which shall be made available to all investors at the registered office of the AIFM. The costs of a contribution in kind are borne by the investor in question. Units are issued/redeemed at the relevant issue/redemption price that corresponds to the valuation amount of the contribution in kind/payment in kind established by the auditor.

The redemption price shall be paid within three Business Days after the redemption deadline, unless otherwise specified in the annex relating to the Subfund in question.

Units of a Subfund can only be transferred to persons who are regarded as well-informed investors within the meaning of the 2016 Law and who are not US persons within the meaning of Chapter I. "General provisions" above. A transfer of units must be notified to the AIFM in writing by the transferor, indicating the identity and address of the acquirer. The AIFM is entitled to proceed to the compulsory redemption of all units held by a Unitholder if it is of the opinion that such units are held by a non-qualified or no longer-qualified investor or a US person, or if the Unitholder does not fulfil or no longer fulfils any of the conditions applicable to a unit class. If moreover at a later date any of the stipulated requirements for the acquisition of a unit class ceases to be met, the AIFM may, with the consent of the investor concerned, arrange for these units to be converted into a unit class for which the investor is eligible.

The units may also be compulsorily redeemed by the AIFM, without being responsible for any profits or losses arising from such compulsory redemptions, where

- a. the investor's participation in the Fund could be significantly detrimental to the financial interests of other investors, especially if his involvement could have adverse tax implications for the Fund in Switzerland or abroad;
- b. the investors have acquired or hold their units in violation of provisions of a law to which they are subject either in Switzerland or abroad, or of this Issuing Document;
- c. the financial interests of investors are affected, specifically in situations where, by carrying out systematic subscriptions followed immediately by redemptions, certain investors attempt to obtain price advantages by exploiting differences between the times at which the closing price is set and the Fund's net asset value is calculated (market timing practices).

XIV. Money laundering

The AIFM and the registrar and transfer agent will at all times observe the Luxembourg regulations on the prevention of money laundering and the financing of terrorism. According to these regulations, investors must prove their identity and the AIFM or the registrar and transfer agent must demand the following identity papers: for individuals, a certified copy of an identity document; for legal entities, a certified copy of the deed of incorporation and of the extract from the commercial register, a copy of the last published annual accounts and the names of the beneficial owners.

The AIFM and the registrar and transfer agent may demand additional information and documents as they see fit.

XV. Late trading and market timing

Subscriptions and redemptions should be made exclusively for investment purposes. The AIFM does not tolerate market timing, late trading or other excessive trading practices. To prevent such trading practices, the AIFM is entitled to reject subscriptions or redemptions of units which they suspect of being performed in the context of such trading practices, without the person affected being entitled to lodge any claims in this regard whatsoever.

Moreover, the AIFM may compulsorily redeem units of an investor who engages or has engaged in such trading practices, without being responsible for any profits or losses arising from such compulsory redemptions.

XVI. Rights of the Unitholders and equal treatment of Unitholders

The rights of the Unitholders of the AIFM are in principle not affected by the possible transfer of functions of the AIFM to other companies. With the exception of non-contractual claims through fault of a company appointed by the AIFM or the auditor and legal claims against the Depositary Bank under the 2013 Law, the Unitholders have no direct rights against companies appointed by the AIFM or against the auditor. Legal claims against the Depositary Bank under the 2013 Law may not be asserted by the investors until three months after the AIFM has received a notice that legal claims will be asserted and provided that the AIFM itself has not already entered into court proceedings against the Depositary Bank for the same reasons.

The Management Regulations do not grant preferential treatment to any Unitholders. The AIFM wishes to ensure that its decision-making processes and organisational structures provide fair and equal treatment of Unitholders.

XVII. Confidentiality, data processing and professional secrecy

The Fund, the AIFM, the registrar or any other agent used by them agree to keep all information concerning the investor(s) confidential unless required to disclose such information to third parties by applicable law or by formal instruction of the investor(s) or as further described in this

Chapter. Any information relating to it(them), including personal data such as identification data, account information, contractual and other documentation, transactional information, details of unitholding either given in the application and account opening form or otherwise held by the Fund, as well as, where relevant the AIFM or the registrar, acting independently as data controllers, on application orders or at any other time (the "**Investor Information**"), will be stored in digital form or otherwise and processed in accordance with the Luxembourg law on data protection dated 2 August 2002, as amended (the "**Data Law**"). The investor(s) acknowledge(s) that:

- i. the Fund, as well as, where relevant the AIFM and the registrar and those companies to which the Fund, the AIFM or the registrar delegate distribution or investor servicing duties, the distributors or any other service providers such as representatives or third-party agents will collect, retain, maintain and disclose Investor Information in accordance with applicable laws, including potentially to their group's worldwide offices or affiliates (the "**Data Processors**").
- ii. The Investor Information supplied will enable the Fund as well as, where relevant, the AIFM, the registrar, and any of the Data Processors, to administer the investors' account and provide it with appropriate services.
- iii. the Fund, the registrar, as well as, where relevant, the Data Processors may be required by applicable laws and regulation to provide the Investor Information to tax, supervisory or other authorities in various jurisdictions, in particular those where (i) the Fund is or is seeking to be registered for public or limited offering of its units, (ii) investors are resident, domiciled or citizens, (iii) the Fund, as well as, where relevant the AIFM, the registrar and those companies to which the Fund, the AIFM or the registrar delegate distribution or investor servicing duties, the distributors or any other service providers such as representatives or third-party agents is or is seeking to be registered, licensed or otherwise authorised to invest. The AIFM, the Fund or the registrar shall not be liable for any consequences resulting from such disclosure.
- iv. Investor Information may be transferred to or stored in a country that does not have equivalent data protection laws to those of the European Union and that Investor Information may be disclosed by the Fund, the AIFM, the registrar or any other agent used by them to external parties such as the Fund's sponsor, the

Fund's authorized distributors or as deemed necessary by the Fund, the AIFM, the registrar or their data processors for the provision of enhanced unit holders' related services and, particularly in the case of registrar, for the delegation of data processing activities as part of its transfer and registrar agent duties and therefore being potentially subject to the scrutiny of regulatory or other authorities outside Luxembourg. When Investor Information is transferred to countries which are not deemed as EU equivalent in terms of data protection regulation, it is legally required that the responsible Data Controller, such as for example the Fund, the AIFM, the registrar or any other agent takes appropriate measures.

- v. Investor Information, once disclosed by the registrar shall be processed by the recipient under the control of the registrar and is subject to professional secrecy and confidentiality standards applicable to such recipient.

The investor(s) is/are aware that, notwithstanding the foregoing, it will be able, at any time, to (i) refuse the collecting, processing and sharing, (ii) have access, (iii) require correction or (iv) deletion of such information, by contacting the Fund, the AIFM or the registrar using the contact details mentioned on the application form. As such action according to (i) to (iv) may affect the existence or continuation of the provision of services by the Fund, the AIFM, the registrar or any other agent used by them, the investor(s) acknowledge(s) that neither the Fund, the AIFM, the registrar nor any other agent used by them will be liable for any loss or damage incurred by the investor(s) in the context of such action according to (i) to (iv) by the AIFM. The Fund, the AIFM, the registrar or any other agent used by them will however reserve the right to redeem the participation of the investor(s) to ensure full compliance with the applicable laws and regulations and remain liable for the proper handling and fulfilment of its data protection duties.

XVIII. Term of the Fund/Subfunds, dissolution and merger

The Fund has been established for an indeterminate period. Subfunds and/or unit classes can be established for a defined period.

The dissolution of the Fund, a Subfund or a unit class is obligatory in the legally specified cases and at the end of their term in the case of Subfunds and unit classes established for a defined period.

The dissolution of the Fund, a Subfund or a unit class can also take place at any time upon the decision of the AIFM.

Where the Fund, a Subfund or a unit class is dissolved, the Unitholders are obliged to redeem all their units.

The Depositary Bank shall pay out the proceeds of liquidation, less the liquidation costs and fees, on the instruction of the AIFM or where applicable of the liquidators appointed by it or by the Depositary Bank in consultation with the relevant supervisory authority to the Unitholders by transfer to an account nominated by the latter.

In the event of the liquidation of the Fund or of a Subfund or of a unit class, the AIFM can either distribute the liquidation proceeds to the Unitholders after deduction of costs or, at the request of the Unitholders concerned, transfer the securities contained in the assets of the Subfund or unit class to them. In the latter case the AIFM is entitled to meet the costs arising in connection with the liquidation, and other claims against the Unitholders concerned, by selling assets of a Subfund or unit class.

The AIFM may further decide to merge the assets of a Subfund with another Subfund of the Fund or with the assets of another UCI. A decision for a merger of this nature taken by the Board of Directors will be binding on the Unitholders of the relevant Subfund upon the expiry of a 30-day period after receipt of notification. During this period Unitholders may redeem their units without a redemption charge.

XIX. Calculation of the net asset value

The net asset value per unit is calculated according to the principles described in the Management Regulations and in the annexes to this document relating to the individual Subfund.

If on any given trading day the total of subscriptions or redemptions of all of a Subfund's unit classes leads to a net capital inflow or outflow, the net asset value of the Subfund in question on this trading day can be increased or reduced (single swing pricing). The maximum adjustment amounts to 3% of the net asset value. The percentage that is applicable to the individual Subfunds is determined by a committee appointed by the Board of Directors. The adjustment leads to an increase in the net asset value if the net movements lead to an increase in the number of units of the Subfund in question. This results in a reduction of the net asset

value if the net movements lead to a reduction in the number of units. The Board of Directors may determine a threshold for each Subfund. This threshold may be derived from the net asset value on a trading day relative to the net assets of the Fund or an absolute amount in the currency of the respective Subfund. The net asset value would therefore not be adjusted unless this threshold is breached on any given trading day.

XX. Allocation of income

The AIFM is entitled to distribute the whole of the available income of the Subfunds, the (realised or as yet unrealised) gains or the capital, in so far as permitted under the 2016 Law and in conformity with the regulations of the individual Subfunds as set out in the relevant annexes.

The AIFM may at any time decide to pay interim dividends.

XXI. Description of the main legal implications of the subscription form

The Fund is a mutual fund (fonds commun de placement) organised under Luxembourg law. The Fund was established as a reserved alternative investment fund (fonds d'investissement alternatif réservé) and is not subject to the supervision of the CSSF. The subscription forms which a prospective investor may use to subscribe for units of the Fund are subject to Luxembourg law. Any dispute between the investors and the AIFM shall be subject to the exclusive jurisdiction of the competent court of the City of Luxembourg. As the AIFM has its registered office in Luxembourg, no further legal instruments for the recognition and enforcement of judgments of Luxembourg courts rendered against it are necessary. Should a judgment against the AIFM be imposed by a non-Luxembourg court on the basis of mandatory applicable local laws, the legislation of Regulation No. 44/2001 of the European Council of 22 December 2000 on jurisdiction and the recognition and enforcement of judgments in civil and commercial matters or the Lugano Convention of 30 October 2007 on jurisdiction and the recognition and enforcement of judgments in civil and commercial matters or Luxembourg international private law (for court rulings from other states not covered by the legislation mentioned above) are applied.

XXII. Taxation

The following summary is based on the law and practice applicable in the Grand Duchy of Luxembourg as at the date of this Issuing Document and is subject to changes in law

(or interpretation) later introduced, whether or not on a retroactive basis. It does not purport to be a complete analysis of all possible tax situations that may be relevant to an investment decision. It is included herein solely for preliminary information purposes. It is not intended to be, nor should it be construed to be, legal or tax advice. It is a description of the essential material Luxembourg tax consequences with respect to the units and may not include tax considerations that arise from rules of general application or that are generally assumed to be known to investors. Investors should inform themselves of, and when appropriate, consult their professional advisors with regard to the possible tax consequences of subscription for buying, holding, exchanging, redeeming or otherwise disposing of units under the laws of their country of citizenship, residence, domicile or incorporation.

It is expected that investors will be resident for tax purposes in many different countries. Consequently, no attempt is made in this Issuing Document to summarize the taxation consequences for each investor subscribing, converting, holding or redeeming or otherwise acquiring or disposing of units. These consequences will vary in accordance with the law and practice currently in force in an investor's country of citizenship, residence, domicile or incorporation and with an investor's personal circumstances. Investors should be aware that the residence concept used under the respective headings applies for Luxembourg income tax assessment purposes only. Any reference in this Chapter to a tax, duty, levy, impost or other charge or withholding of a similar nature refers to Luxembourg tax law and/or concepts only. Investors should also note that a reference to Luxembourg income tax generally encompasses corporate income tax (impôt sur le revenu des collectivités), municipal business tax (impôt commercial communal), a solidarity surcharge (contribution au fonds pour l'emploi) and personal income tax (impôt sur le revenu). Corporate investors may further be subject to net wealth tax (impôt sur la fortune) as well as other duties, levies or taxes. Corporate income tax, municipal business tax and the solidarity surcharge invariably apply to most corporate taxpayers resident in Luxembourg for tax purposes. Individual taxpayers are generally subject to personal income tax and to the solidarity surcharge. Under certain circumstances, where an individual taxpayer acts in the course of the management of a professional or business undertaking, municipal business tax may also apply.

Taxation of the Fund

Subscription tax

The Fund is liable in Luxembourg to a subscription tax ("taxe d'abonnement") of 0.01 % per annum, such tax being payable quarterly. The taxable basis of the subscription tax is the aggregate net assets of the Fund valued on the last day of each quarter of the civil year.

An exemption from subscription tax applies in the following cases:

- a. for the value of the assets represented by shares or units held in other UCIs to the extent such shares or units have already been subject to the subscription tax provided by article 46 of the 2016 Law, by article 174 of the 2010 Law or by article 68 of the amended law of 13 February 2007 on specialised investment funds (the "2007 Law");
- b. for RAIFs as well as individual compartments of RAIFs with multiple compartments:
 - i. the exclusive object of which is the collective investment in money market instruments and the placing of deposits with credit institutions;
 - ii. the weighted residual portfolio maturity of which does not exceed 90 days; and
 - iii. that have obtained the highest possible rating from a recognised rating agency;
- c. for RAIFs as well as individual compartments and classes of RAIFs, the securities or partnership interests of which are reserved for (i) institutions for occupational retirement provision, or similar investment vehicles, set up on one or several employers' initiative for the benefit of their employees and (ii) companies of one or several employers investing the funds they hold, in order to provide their employees with retirement benefits;
- d. RAIFs as well as individual compartments of RAIFs with multiple compartments whose investment policy provides that at least 50 per cent of their assets shall be invested in one or several microfinance institutions.

Withholding tax

Distributions made by the Fund to the investors are not subject to withholding tax in Luxembourg. Indeed, the Fund is deemed to be tax transparent from a Luxembourg tax perspective and distributions are performed for corporate reasons only but are disregarded from a tax perspective, as any income and loss derived at the level of the Fund is directly attributable to the investors.

Income and net wealth tax

Under current law, the Fund which has no legal personality is fiscally transparent and is not liable to any income and net wealth tax in Luxembourg.

The Fund may be subject to withholding taxes on dividends, interest and capital gains in the country of origin of its investments. As the Fund itself is exempt from income tax, withholding tax levied at source, if any, is generally not creditable / refundable in Luxembourg.

Stamp duties

No stamp duty or other tax is generally payable in Luxembourg on the issue of units by the Fund.

Value added tax ("VAT")

In Luxembourg, investment funds such as FCP-RAIFs have the status of taxable persons for VAT purposes. Accordingly, the Fund and its management company (i.e. the AIFM) are considered in Luxembourg as one single taxable person for VAT purposes without any input VAT deduction right. A VAT exemption applies in Luxembourg for services qualifying as fund management services. Other services supplied to the Fund and/or the management company could potentially trigger VAT and require the VAT registration of the management company in Luxembourg. As a result of such VAT registration, the management company / the Fund will be in a position to fulfil their duty to self-assess the VAT regarded as due in Luxembourg on taxable services (or goods to some extent) purchased from abroad.

No VAT liability arises in principle in Luxembourg in respect of any payments by the Fund to its Unitholders, as such payments are linked to their subscription to the units and do therefore not constitute the consideration received for taxable services supplied.

Taxation of the investors

Luxembourg tax residency

An investor will not become resident, nor be deemed to be resident, in Luxembourg by reason only of the holding and/or disposing of units or the execution, performance or enforcement of its rights thereunder.

Resident investors

The Fund is considered fiscally transparent from a Luxembourg tax perspective, meaning that income and gains received by the Fund should be taxed at the investor level as soon as received by the Fund. However, a strict application

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of this tax transparency is rather uncommon for practical reasons.

Corporate investors who are resident (or deemed to be resident) in Luxembourg for tax purposes or who have a Luxembourg permanent establishment or permanent representative to which or to whom the units are attributable are subject to income tax, municipal business tax as well as the solidarity surcharge on income and gains from the units.

Non-resident investors

Investors who are non-residents of Luxembourg and who have neither a permanent establishment nor a permanent representative in Luxembourg to which or to whom the units are allocated are generally not liable to any Luxembourg income, gift, inheritance, and other tax in relation to the units (including regarding income received and capital gains realised upon the sale, disposal or redemption of the units).

Net wealth tax

Luxembourg resident investors, and non-resident investors having a permanent establishment or a permanent representative in Luxembourg to which or whom the units are attributable, are subject to Luxembourg net wealth tax on such units, unless the investor is (i) a resident or non-resident individual taxpayer, (ii) a UCI governed by the 2010 Law, (iii) a securitisation company governed by the amended law of 22 March 2004 on securitisation, (iv) a RAIF governed by the 2016 Law, (v) a company governed by the amended law of 15 June 2004 on venture capital vehicles, (vi) a specialised investment fund governed by the 2007 Law, or (vii) a family wealth management company governed by the amended law of 11 May 2007.

However, (i) a Luxembourg resident securitisation company governed by the amended law of 22 March 2004 on securitisation, (ii) a professional pension institution governed by the amended law of 13 July 2005, (iii) a RAIF treated as a venture capital vehicle for Luxembourg tax purposes and governed by the 2016 Law and (iv) a Luxembourg resident company governed by the amended law of 15 June 2004 on venture capital vehicles shall be subject to the minimum net wealth tax charge according to the amended law of 16 October 1934 on net wealth tax.

Other taxes

Under Luxembourg tax law, where an individual investor is a resident of Luxembourg for tax purposes at the time of his

death, the units are included in his taxable basis for inheritance tax purposes. On the contrary, no estate or inheritance tax is levied on the transfer of units upon death of an individual investor in cases where the deceased was not a resident of Luxembourg for inheritance tax purposes at the time of his death.

Luxembourg gift tax may be levied on a gift or donation of units if embodied in a Luxembourg notarial deed or otherwise registered in Luxembourg.

XXIII. Reports and financial statements

The financial statements of the Fund will be prepared in accordance with Luxembourg generally accepted accounting principles and will contain any material changes to the information listed in article 21 of the 2013 Law during the financial year to which the financial statement refers.

The financial year of the Fund will begin on 1 January of each year and end on 31 December of the same year. Each year, an annual report will be issued as of the end of the previous financial year comprising, inter alia, the audited financial statements of the Fund and each Subfund and a report on the activities of the Fund. The first financial year will end on 31 December 2018 and the first annual report will be issued as of that date.

The reference currency of the Fund is the euro. The annual report will comprise consolidated accounts of the Fund expressed in euro as well as individual information on each Subfund expressed in the reference currency of such Subfund, provided that the AIFM may alternatively decide to issue a separate annual report for each Subfund, containing only aggregate data on the other Subfunds; in such case, each investor will only receive the annual report for the Subfund which it is invested in.

The annual reports will be made available to investors within six (6) months following the end of the reporting period. Investors may obtain, upon request, a copy of the latest annual report from the AIFM free of charge.

XXIV. Notices to Unitholders

As stated in the Management Regulations, the annual reports are available to Unitholders free of charge at the registered office of the AIFM.

The latest net asset value per unit of an individual Subfund or where applicable per unit class and any other information is obtainable on any Valuation Day from the registered office of the AIFM.

Furthermore, Unitholders shall be informed in an appropriate manner during the year upon each change as to: (i) the percentage of the Fund's assets that are subject to special regulations due to their illiquid nature, (ii) any new regulations on the management of the Fund's liquidity, and (iii) the current risk profiles of the Subfunds and the risk management process the AIFM uses to manage these risk profiles. The AIFM shall ensure that the information to be provided to the Unitholders in accordance with Article 21 of the 2013 Law are published or communicated to the Unitholders in an appropriate manner.

Notices to Unitholders will be made in accordance with legal provisions.

Unitholders should be aware that the Issuing Document does not have to be updated after launch, unless new units are issued to new investors at the same time.

The following documents can be inspected during normal business hours at the registered office of the AIFM:

- the Issuing Document including the Management Regulations
- the most recent annual reports (if available).

AIFM

J. Safra Sarasin Fund Management (Luxembourg) S.A.
11-13, Boulevard de la Foire
L-1528 Luxembourg
Grand Duchy of Luxembourg

Board of Directors of the AIFM

Chairman:

Jules Moor, Luxembourg, Grand Duchy of Luxembourg,
Managing Director, Banque J. Safra Sarasin (Luxembourg) S.A.

Members of the Board of Directors:

Michaela Imwinkelried, Basel, Switzerland, Managing Director, J. Safra Sarasin Investmentfonds AG

Oliver Cartade, London, United Kingdom, Head of Asset Management, Bank J. Safra Sarasin AG, Basel

Jan Stig Rasmussen, Luxembourg, Grand Duchy of Luxembourg, independent director

Leonardo Mattos, Luxembourg, Grand Duchy of Luxembourg, J. Safra Sarasin Fund Management (Luxembourg) S.A.

Management of the AIFM:

Leonardo Mattos, Luxembourg, Grand Duchy of Luxembourg

Ronnie Neefs, Luxembourg, Grand Duchy of Luxembourg
Valter Rinaldi, Basel, Switzerland

Depositary Bank and principal paying agent, registrar and transfer agent, and central administration agent in Luxembourg:

RBC Investor Services Bank S.A.
14, Porte de France
L-4360 Esch-sur-Alzette
Grand Duchy of Luxembourg

Legal advisor in Luxembourg:

Arendt & Medernach SA
41A, avenue J.F. Kennedy
L-2082 Luxembourg
Grand Duchy of Luxembourg

Auditor in Luxembourg:

Deloitte Audit, Société à responsabilité limitée
20 Boulevard de Kockelscheuer
L-1821 Luxembourg
Grand Duchy of Luxembourg

Annex 1

Annex 1

to the Issuing Document of JSS Alternative Investments FCP-RAIF

in respect of the Subfund

JSS Senior Loan – Leveraged

General information

Units of JSS Senior Loan – Leveraged were issued for the first time on 6 September 2017.

Investment policy

The main investment objective of the Subfund is to provide a leveraged exposure to JSS Special Investments FCP (SIF) – JSS Senior Loan Fund (the “Target Fund”) and thereby to achieve high current income and principal preservation. To this end the Subfund invests via subscriptions in unit classes with the suffix “F” at least 80% of its net assets into units of the Target Fund². The Subfund strives to provide an exposure to the Target Fund of 1.8 to 2.2 times its net asset value.

The Target Fund will focus on investing in U.S. dollar denominated senior secured corporate loans³ of U.S., Canadian, U.K. and continental European companies in the primary and secondary markets that offer attractive risk-adjusted returns. The Target Fund may also hold any quantity of money market instruments and liquidity.

For the purposes of hedging and efficient management of the Subfund’s assets, the Subfund may use derivative financial instruments that are traded on a stock exchange or other regulated market open to the public or over the counter (OTC). These include, amongst others, futures, forwards, swaps, credit default swaps and credit linked notes for the management of currency, interest-rate and credit risks. However, the derivative financial instruments used by the Subfund will not include any transactions subject to SFTR. Furthermore, the Subfund may hold ancillary liquid assets.

The Subfund is actively managed without replicating any benchmark. The Subfund is managed without reference to any benchmark.

The reference currency of the Subfund is the USD.

Investment restrictions

In addition to the investment guidelines set out in Chapter II. “Investment principles” of the Issuing Document, the following restrictions also apply to the Subfund:

The Subfund does not invest directly or indirectly in physical real estate, commodities or precious metals.

Short-selling of securities or money market instruments is not permitted.

Securities lending and repurchase agreements

The Subfund does not engage in securities lending and does not enter into repurchase agreements.

Borrowing and lending

The AIFM is not permitted to grant loans for the account of the Subfund.

In order to achieve its investment objective the Subfund may permanently borrow money in an amount up to 120% of the Subfund’s net assets.

Leverage

In accordance with the AIFMD, leverage is defined as any method by which the AIFM increases the degree of investment of the Subfund by borrowing, securities lending, using derivatives or by any other means. The leverage also increases the risk for the Subfund. Leverage represents the ratio between the risk of the Subfund and its net asset value.

The AIFM calculates this risk, in accordance with the statutory provisions (in particular the AIFMD), using the gross method and the commitment method. The risk of the Subfund calculated using the gross method is the sum of the absolute values of all positions (excluding cash and cash equivalent positions in Subfund currency). For securities,

² The unit classes with the suffix “F” of the Target Fund are reserved for collective investment schemes that are managed directly or indirectly by the AIFM itself or a company to which it is related by virtue of common management or control or by a significant direct or indirect interest. Subscriptions of unit classes with the suffix “F” of the Target Fund are not subject to any sales or redemption fee. The Target Fund pays to the AIFM a reduced management fee of max. 0.85% p.a. based on the net asset value of the Target Fund. The Subfund will not subscribe other unit classes of the Target Fund

³ A senior secured loan is defined as a debt obligation assumed by a company or individual (a borrower) which contractually ranks ahead of some or all other debt obligations of that borrower and is secured by some or all of the borrower’s assets. The loan is considered senior to all other contractual claims against the borrower, which means that in the event of a bankruptcy the senior secured loan should be the first to be repaid, before all other interested parties (other than those preferred by law) receive repayment.

the risk of a position is its absolute market value and for derivatives it is the absolute market value of the equivalent position in the underlying securities. The risk calculated using the commitment method takes into account hedging and netting agreements entered into by the AIFM.

The leverage of the Subfund using the gross method shall not exceed 400%.

The leverage of the Subfund using the commitment method shall not exceed 320%.

Risk factors

In addition to the risk warnings stated in Chapter IX. "Risk warnings and risk control" of the Issuing Document, the following applies to the Subfund:

Market risk:

Investments in the Subfund can fluctuate in value, and there is no guarantee that the units can be sold for the original capital amount invested. Through the use of borrowing or derivatives a leverage effect can be achieved, which can trigger a corresponding increase in price fluctuations, i.e. gains and losses are magnified. As leverage is an integral part of the investment policy investors have to be aware of the consequences of investments financed by credit.

Currency risk:

If the investor's reference currency is not the same as the investment currency of the unit class, there is also an exchange rate risk.

Risks related to currency hedging:

For unit classes with 'hedged' in the name which are denominated in a currency other than the accounting currency of the Subfund, currency transactions and currency futures contracts are entered into in order to largely hedge the net asset value of the Subfund calculated in the accounting currency against the net asset value of the other unit classes denominated in other currencies. If the reference currency of a unit class corresponds to the accounting currency of the Subfund, the addition of 'hedged' means that the currency risks of the investments are largely hedged against the reference currency. However, the possibility of currency fluctuations working to the disadvantage of the corresponding unit classes of the individual Subfund cannot be ruled out.

Credit risk:

One of the fundamental risks associated with the Target Fund's investments is credit risk, which is the risk that a borrower will be unable to make principal and interest payments on its outstanding debt obligations when due or otherwise will default on its obligations to the Target Fund and/or that the guarantors or other sources of credit support for such persons will not satisfy their obligations. Further, loans may become non-performing for a variety of reasons. Non-performing debt obligations may require substantial workout negotiations, restructuring or bankruptcy filings, all of which may entail a substantial reduction in the interest rate, deferral of payments and/or a substantial write-down of the principal of a loan or conversion of some or all of the debt to equity. The assets of the Target Fund's portfolio may include first lien senior secured debt, and may also include selected second lien senior secured debt, which involves a higher degree of risk of a loss of capital.

Counterparty/concentration risk:

Some of the markets in which the Target Fund may effect transactions are "over-the-counter" or "inter-dealer" markets. The participants in such markets are typically not subject to credit evaluation and regulatory oversight as are members of "exchange-based" markets. The Subfund is mainly exposed to JSS Special Investments FCP (SIF) - JSS Senior Loan Fund which represents the Subfund's largest concentration.

Liquidity risk:

Loans and interests in loans have significant liquidity and market value risks since they are not generally traded in organized exchange markets but are traded by banks and other institutional investors engaged in loan syndications. Historically the trading volume in the loan market has been small relative to the high-yield debt securities market. The Subfund's liquidity management tools in place as well as its dealing frequency arrangements are appropriate with regards to its investment strategy and underlying assets.

Pricing and valuation risk:

If market conditions make it difficult to value some investments, the Target Fund may value these investments using more subjective methods, such as fair value pricing. In such cases the value determined for an investment could be different than the value realised upon such investment's sale. Secondary markets may be subject to irregular trading activity, wide bid/ask spreads and extended trade settlement

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periods, which may prevent the Target Fund from being able to realise full value and thus sell a security for its full valuation. This could cause a material decline in the Target Fund's net asset value.

Volatility:

Prices of the exposures may be volatile, and will generally fluctuate due to a variety of factors that are inherently difficult to predict, including but not limited to changes in interest rates, prevailing credit spreads, general economic conditions, financial market conditions, domestic and international economic or political events, developments or trends in any particular industry, and the financial condition of the obligors.

This Subfund is highly diversified. Therefore, it is expected that the Subfund will be exposed to a broad range of Sustainability Risks, which will differ from company to company. Some markets and sectors will have greater exposure to Sustainability Risks than others. For instance, the energy sector is known as a major Greenhouse Gas (GHG) producer and may be subject to greater regulatory or public pressure than other sectors and thus, greater risk. However, it is not anticipated that any single Sustainability Risk will drive a material negative financial impact on the value of the Subfund.

Risks related to

- **Sustainability Risks**

are described in section IX. "**Risk warnings and risk control**".

For the specific categorisation of the Subfund under the Taxonomy Regulation and the relevant Subfund's statement thereunder investors are referred to section II. above.

Investment Manager

J. Safra Sarasin Asset Management (Europe) Ltd.
47 Berkeley Square, 4th Floor
London, W1J 5AU
UNITED KINGDOM

Unit classes

The Subfund is divided into the following unit classes:

- "P USD acc", "P CHF acc hedged", "P EUR acc hedged"
- "P USD dist", "P CHF dist hedged", "P EUR dist hedged"
- "I USD acc", "I CHF acc hedged", "I EUR acc hedged"
- "I USD dist", "I CHF dist hedged", "I EUR dist hedged"

The AIFM can also approve individual unit classes or all of the above-mentioned unit classes for subscription at any

time. Upon request the AIFM will provide information on active unit classes.

The unit classes with the suffix "P" are reserved for "other well-informed investors" within the meaning of Article 2 of the 2016 Law. These are investors who declare themselves to be well-informed investors and furthermore either have invested a minimum of EUR 125,000 in the Subfund or present confirmation of their expertise issued by a credit institution, an investment firm, a UCITS fund management company or an authorised alternative investment fund manager.

The unit classes with the suffix "I" are available for institutional investors, professional investors and other well-informed investors within the meaning of Article 2 of the 2016 Law.

Issue, redemption and conversion of units

Fund units are issued, converted and redeemed on the first and third Wednesday of each month (the "**Trading Day**") that is a Business Day in Luxembourg. If such day is not a Business Day the Trading Day is postponed to the immediate subsequent Business Day.

Subscription, conversion and redemption orders must be received by the transfer agent in Luxembourg at the latest 6 Business Days before 12:00 (noon) CET on the Trading Day. Subscription, conversion and redemption orders which are not received by this time are settled on the next Trading Day.

Subscription payments have to be made in the currency of the relevant unit classes within 3 Business Days from the relevant Valuation Day.

Redemption payments are ordinarily made in the currency of the relevant unit classes within 20 Business Days from the relevant Valuation Day, under exceptional circumstances it may even take longer.

In the event that on any Trading Day more than 10% (ten per cent) of the total outstanding Units of the Subfund are tendered for redemption, the AIFM may refuse to effect all of the redemption request concerned in full. In such circumstances all of the relevant redemption requests may be effected on a pro-rata basis, if necessary, on each successive Valuation Day, until the outstanding redemption requests are discharged in full. Such deferred redemption requests will have priority over subsequent redemption requests. The same principle applies if the Target Fund has suspended or limited redemptions.

Calculation of the net asset value

The subscription and redemption price of the units will be determined no earlier than the Valuation Day, two Business Days after the Trading Day (forward pricing). The issue and redemption price of units is based on the net asset value calculated on the Valuation Day at the Trading Day's closing prices.

In addition, the net asset value for the last Business Day of the month is calculated. This is not a Trading Day.

Furthermore the net asset value will not be calculated on specific national holidays of countries, where the investment manager is located and services are being provided.

Trading Day

Each day banks are open for business in Luxembourg, the United Kingdom and the United States of America.

Distributions to Unitholders

The net income received (particularly distributions made by the Target Fund) shall be distributed to Unitholders of the unit classes with the suffix "dist" at least once per year after deduction of fees, charges and taxes, pro rata to their interest in the unit class of the Subfund. Capital gains realised on the sale of assets and rights shall normally be retained for reinvestment. However, the AIFM may also decide to distribute these.

No distributions shall be made to Unitholders of unit classes with the suffix "acc". The income shall instead be continually reinvested (accumulated).

Minimum initial investment

EUR 125,000 (or equivalent in CHF or USD) for unit classes with the suffix "P"

USD/CHF/EUR 1,000,000 for unit classes with the suffix "I"

Initial issue price

EUR/CHF/USD 1,000 per unit

Sales fee

Upon subscription of units of class "P", the AIFM may charge a sales fee in its own favour of up to 3% of the subscribed capital amount.

Redemption fee

Upon redemption of units of class "P", the AIFM may charge a redemption fee in its own favour of up to 1% of the net asset value.

Fees

Fees payable to the AIFM

Management Fee

The Subfund pays the AIFM a Management Fee in the following amount:

- unit class "P": max. 1.00% p.a.
- unit class "I": max. 0.75% p.a.

The Management Fee is based on the net asset value calculated on every valuation date and is payable quarterly in arrears⁴.

Fees payable to the Depositary Bank

The Depositary Bank's fee is agreed between the AIFM and the Depositary Bank from time to time in accordance with Luxembourg market practice. It is subject to a maximum of 0.10% p.a. and is charged directly to the Subfund. The fee actually paid is stated in the annual reports of the Fund.

Central administrator's commission

The fee of the central administration agent is agreed between the AIFM and the central administration agent from time to time in accordance with Luxembourg market practice. It is subject to a maximum of 0.12% p.a. and is charged directly to the Subfund. The fee paid is stated in the annual reports of the Fund.

The charges and fees mentioned above are net amounts excluding any value added tax that may be due.

Taxe d'abonnement

0.01% p.a. on all unit classes.

In addition the Subfund is charged for the costs of its launch which are amortised over 5 years.

⁴ The AIFM is also entitled to receive from the Target Fund a management fee of max. 0.85% p.a. based on the net asset value of the Target Fund. The Management Fee paid by the Subfund reflects the remuneration for the additional efforts of the AIFM in connection with the management of the Subfund, i.e. in particular the management of the leverage through credit lines, the requests or repayment of credits in compliance with sub-

scription and redemption flows and activities with regard to credit requests and liquidity management of the Subfund. The Subfund will invest at least 80% of its net assets into units of the Target Fund via subscriptions in unit classes with the suffix "F" which are not subject to a subscription or redemption fee. The Subfund will not subscribe other unit classes of the Target Fund.

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For further information about the charges applicable to the Subfund, please refer to Article 9 of the Management Regulations.

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to the Issuing Document of JSS Alternative Investments FCP-RAIF

in respect of the Subfund

JSS Alternative Lending Fund

General information

Units of JSS Alternative Lending Fund will be issued for the first time at a date to be set by resolution of the Board of Directors. Following the Board of Directors' resolution, confirmation of the Subfund's date of issue will be available at the registered office of the AIFM. All conditions in the Issuing Document that relate specifically to this Subfund will only become effective as of the Subfund's date of issue.

Investment objective

The Subfund's main investment objective is to provide exposure to the AIP Alternative Lending Fund A (the "**Target Fund**"), and thereby seek to provide total return with an emphasis on current income.

Investment policy

The Subfund invests substantially all of its net assets via subscriptions in shares of the Target Fund. Notwithstanding the above the Subfund may hold prepaid subscription amounts in cash (including money market instruments and treasury bills) without any limit until such funds can be invested in the Target Fund.

The Target Fund seeks to achieve its investment objective by investing in alternative lending securities that generate interest or other income streams that Morgan Stanley AIP GP LP, the Target Fund's investment adviser, believes offer access to credit risk premium (as defined herein). Alternative lending securities are loans originated through non-traditional, or alternative, lending platforms ("**Platforms**") or securities that provide the Target Fund with exposure to such instruments. The "credit risk premium" is the difference in return between obligations viewed as low risk, such as high-quality, short-term government debt securities or bonds of a similar duration and risk profile, and securities issued by private entities or other entities which are subject to credit risk. The credit risk premium is positive when interest payments or other income streams received in connection with a pool of alternative lending securities, minus the principal losses experienced by the pool, exceed the

rate of return for risk-free obligations. By investing in alternative lending securities, the Target Fund is accepting the risk that some borrowers will not repay their loans in exchange for the expected returns associated with the receipt of interest payments and repayment of principal by those that do. There is no assurance that the credit risk premium will be positive for the Target Fund's investments at any time or on average and over time. However, the Fund seeks to benefit over the long-term from the difference between the amount of interest and principal received and losses experienced.

The Target Fund is permitted to obtain leverage using any form or combination of financial leverage instruments, including through funds borrowed from banks or other financial institutions (i.e., a credit facility), margin facilities, the issuance of preferred shares and/or notes and leverage attributable to reverse repurchase agreements, dollar rolls or similar transactions.

For the purposes of currency hedging of the Subfund's assets, the Subfund may use derivative financial instruments that are traded on a stock exchange or other regulated market open to the public or over the counter (OTC). These include, amongst others, currency futures, forwards and swaps. However, the derivative financial instruments used by the Subfund will not include any transactions subject to SFTR. The Subfund is managed without reference to any benchmark.

The reference currency of the Subfund is the USD.

Investment restrictions

Notwithstanding the investment guidelines set out in Chapter II, "Investment principles" of the Issuing Document, the following restrictions also apply to the Subfund:

The Subfund does not invest directly or indirectly in physical real estate, commodities or precious metals.

Short-selling of securities or money market instruments is not permitted.

Securities lending and repurchase agreements

The Subfund does not engage in securities lending and does not enter into repurchase agreements.

Borrowing and lending

The AIFM is not permitted to grant loans for the account of the Subfund.

In order to achieve its investment objective the Subfund may permanently borrow money in an amount up to 10% of the Subfund's net assets.

Leverage

In accordance with the AIFMD, leverage is defined as any method by which the AIFM increases the degree of investment of the Subfund by borrowing, securities lending, using derivatives or by any other means. The leverage also increases the risk for the Subfund. Leverage represents the ratio between the risk of the Subfund and its net asset value.

The AIFM calculates this risk, in accordance with the statutory provisions (in particular the AIFMD), using the gross method and the commitment method. The risk of the Subfund calculated using the gross method is the sum of the absolute values of all positions (excluding cash and cash equivalent positions in Subfund currency). For securities, the risk of a position is its absolute market value and for derivatives it is the absolute market value of the equivalent position in the underlying securities. The risk calculated using the commitment method takes into account hedging and netting agreements entered into by the AIFM.

The leverage of the Subfund using the gross method shall not exceed 200%.

The leverage of the Subfund using the net method shall not exceed 150%.

Risk factors

In addition to the risk warnings stated in Chapter IX. "Risk warnings and risk control" of the Issuing Document, the following applies to the Subfund:

Market risk: Investments in the Subfund can fluctuate in value, and there is no guarantee that the units can be sold for the original capital amount invested. Through the use of borrowing or derivatives a leverage effect can be achieved, which can trigger a corresponding increase in price fluctuations, i.e. gains and losses are magnified.

Currency risk: If the investor's reference currency is not the same as the investment currency of the unit class, there is also an ex-change rate risk.

Risks related to currency hedging: For unit classes with 'hedged' in the name which are denominated in a currency other than the accounting currency of the Subfund, currency transactions and currency futures contracts are entered into in order to largely hedge the net asset value of the Subfund calculated in the accounting currency against the net asset value of the other unit classes denominated in other currencies. If the reference currency of a unit class

corresponds to the accounting currency of the Subfund, the addition of 'hedged' means that the currency risks of the investments are largely hedged against the reference currency. However, the possibility of currency fluctuations working to the disadvantage of the corresponding unit classes of the Subfund cannot be ruled out.

Interest rate risk: Interest rate risk is the risk that investments will decline in value because of changes in market interest rates. When interest rates rise the market value of a loan or other debt securities generally will fall, and when interest rates fall the market value of such securities generally rise.

Default risk: Loans have substantial vulnerability to default in payment of interest and/or repayment of principal. In addition, at times the repayment of principal or interest may be delayed. Certain of the loans in which the Target Fund may invest have large uncertainties or major risk exposures to adverse conditions, and should be considered to be predominantly speculative. Loan default rates may be significantly affected by economic downturns or general economic conditions

Credit risk: Credit risk is the risk that a borrower or an issuer of a debt security or preferred stock, or the counterparty to a derivatives contract, will be unable to make interest, principal, dividend, or other payments when due. In general, lower rated securities carry a greater degree of credit risk. If rating agencies lower their ratings of securities in the Target Fund's portfolio or if the credit standing of borrowers of loans in the Target Fund's portfolio decline, the value of those obligations could decline.

Risk of unsecured loans: Many of the Target Fund's investments are associated with loans that are unsecured obligations of borrowers. This means that they are not secured by any collateral, not insured by any third party, not backed by any governmental authority in any way and typically not guaranteed by any third party. When a borrower defaults on an unsecured loan, the holder's only recourse is generally to sell the holder's rights to principal or interest recovered at a discount to face value, or to accelerate the loan and enter into litigation to recover the outstanding principal and interest. There is no assurance that such litigation would result in full repayment of the loan and the costs of such measures may frequently exceed the outstanding unpaid amount of the borrowing.

Prepayment risk: Borrowers may have the option to prepay all or a portion of the remaining principal amount due under a borrower loan at any time without penalty. In the event of a prepayment of the entire remaining unpaid principal amount of a borrower loan in which the Target Fund invests, the Target Fund will receive such prepayment but further interest will not accrue on such loan after the date of the prepayment. If the borrower prepays a portion of the remaining unpaid principal balance, interest will cease to accrue on the prepaid portion, and the Target Fund will not receive all of the interest payments that it expected to receive.

Alternative Lending Platform risk: The Target Fund is highly dependent on the Platforms for loan data, origination, sourcing and servicing. Alternative lending is a relatively new lending method, and the Platforms themselves have limited operating histories. The interest rates on loans are generally fixed by the Platforms on the basis of an analysis of the borrower's credit. The analysis is done through credit decisions and scoring models that may prove to be inaccurate, be based on false, misleading or inaccurate information, be subject to programming or other errors and/or be ineffective entirely. Further, the Target Fund's Investment Adviser may not be able to perform any independent follow-up verification on borrowers. As a general matter, borrowers assessed as having a higher risk of default are assigned higher rates.

Servicer risk: The Target Fund expects that all of its direct and indirect investments in loans originated by alternative lending Platforms will be serviced by a Platform or a third-party servicer. In the event that the servicer is unable to service the loan, there can be no guarantee that a backup servicer will be able to assume responsibility for servicing the loans in a timely or cost-effective manner; any resulting disruption or delay could jeopardize payments due to the Target Fund in respect of its investments or increase the costs associated with the Target Fund's investments.

Potential inaccuracy of information supplied by prospective borrowers: The Target Fund is dependent on the Platforms to collect and verify certain information about each loan and prospective borrower. Prospective borrowers supply a variety of information regarding the purpose of the loan, income, occupation and employment status that is included in the Platforms' underwriting. As a general matter, the Platforms may not verify the majority of this information, which may be incomplete, inaccurate, false or misleading. Pro-

spective borrowers may misrepresent any of the information they provide to the Platforms, including their intentions for the use of loan proceeds.

Risk associated with Platforms' credit scoring models: A prospective borrower is assessed by a Platform based on a number of factors, such as the borrower's credit score and credit history. Credit scores are produced by third-party credit reporting agencies based on a borrower's credit profile, including credit balances, available credit, timeliness of payments, average payments, delinquencies and account duration. This data is furnished to the credit reporting agencies by the creditors. A credit score or loan grade assigned to a borrower member by a Platform may not reflect that borrower's actual creditworthiness because the credit score may be based on outdated, incomplete or inaccurate reporting data. Furthermore, the Platforms' credit decisions and scoring models are based on algorithms that could potentially contain programming or other errors, prove to be ineffective, or the data provided by borrowers or third parties may be incorrect or stale.

Limited secondary market and liquidity of alternative lending securities: Alternative lending securities generally have a maturity of up to seven years. Investors acquiring alternative lending securities directly through Platforms and hoping to recoup their entire principal must generally hold their loans through maturity. There is also currently no active secondary trading market for many of the loans in which the Target Fund invests, and there can be no assurance that such a market will develop in the future. The Target Fund is dependent on the Platforms to sell the Target Fund loans that meet its investment criteria. There is currently very limited liquidity in the secondary trading of these investments. Alternative lending securities are not at present listed on any national or international securities exchange. Until an active secondary market develops, the Target Fund may often hold investments to maturity and may not necessarily be able to access significant liquidity.

Leverage risk: The Target Fund may obtain financing to make investments in alternative lending securities and may obtain leverage through derivative instruments or asset-backed securities that afford the Target Fund economic leverage. Leverage magnifies the Target Fund's exposure to declines in the value of one or more underlying reference assets or creates investment risk with respect to a larger pool of assets than the Target Fund would otherwise have

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and may be considered a speculative technique. The value of an investment in the Target Fund will be more volatile, and other risks tend to be compounded if and to the extent the Target Fund borrows or uses derivatives or other investments that have embedded leverage.

Valuation risk: The Target Fund is subject to valuation risk, which is the risk that one or more of the securities in which the Target Fund invests are priced incorrectly, due to factors such as incomplete data, market instability or human error. The alternative lending securities in which the Target Fund invests are investments for which market quotations are not readily available. Accordingly, the Target Fund values its investments at fair value as determined in good faith pursuant to policies and procedures developed and implemented by its Investment Adviser and approved by its Board of Trustees. Fair value pricing will require subjective determinations about the value of an investment or other asset. The Target Fund will utilize the services of one or more independent valuation firms to aid in determining the fair value of these investments. There is no assurance that the Target Fund could sell a portfolio security for the value established for it at any time, and it is possible that the Target Fund would incur a loss because a portfolio security is sold at a discount to its established value.

This Subfund is highly diversified. Therefore, it is expected that the Subfund will be exposed to a broad range of Sustainability Risks, which will differ from company to company. Some markets and sectors will have greater exposure to Sustainability Risks than others. For instance, the energy sector is known as a major Greenhouse Gas (GHG) producer and may be subject to greater regulatory or public pressure than other sectors and thus, greater risk. However, it is not anticipated that any single Sustainability Risk will drive a material negative financial impact on the value of the Subfund.

Risks related to

- **Sustainability Risks**

are described in section IX. “**Risk warnings and risk control**”.

For the specific categorisation of the Subfund under the Taxonomy Regulation and the relevant Subfund’s statement thereunder investors are referred to section II. above.

Investment Manager

J. Safra Sarasin Asset Management (Europe) Ltd.
47 Berkeley Square, 4th Floor

London, W1J 5AU
UNITED KINGDOM

Sub-Investment Manager

The Investment Manager appoints a Sub-Investment Manager to support him in managing the Subfund:

Morgan Stanley AIP GP LP
West Conshohocken
Pennsylvania
USA

Unit classes

The Subfund is divided into the following unit classes:

“P USD acc”, “P CHF acc hedged”, “P EUR acc hedged”

“P USD dist”, “P CHF dist hedged”, “P EUR dist hedged”

The AIFM can also approve individual unit classes or all of the above-mentioned unit classes for subscription at any time. Upon request the AIFM will provide information on active unit classes.

The unit classes with the suffix “P” are reserved for “other well-informed investors” within the meaning of Article 2 of the 2016 Law. These are investors who declare themselves to be well-informed investors and furthermore either have invested a minimum of EUR 125,000 in the Subfund or present confirmation of their expertise issued by a credit institution, an investment firm, a UCITS fund management company or an authorised alternative investment fund manager.

Issue, redemption and conversion of units

Subfund units are issued and converted on the last Business Day of each month (“**Purchase Date**”).

Subscription and conversion orders must be received by the transfer agent in Luxembourg at the latest 10 Business Days before the Purchase Date before 12:00 (noon) CET (subject to the Target Fund being open for new investments). Subscription, conversion and redemption orders which are not received by this time are processed on the next Purchase Date.

Subscription payments have to be made in the currency of the relevant unit classes within 7 Business Days prior to the applicable Purchase Date.

Redemption requests can only be made quarterly by the last business day of each calendar quarter. Redemption requests must be received by the transfer agent in Luxembourg at the latest 3 Business Days before the last Business Day of the first month of each calendar quarter before 12:00 (noon) CET (i.e. January, April, July and October).

Redemption payments are ordinarily made in the currency of the relevant unit classes within 35 calendar days from the last Business Day of the relevant Calendar Quarter, under exceptional circumstances it may even take longer.

The processing of redemption requests is dependent upon the Target Fund's redemption capabilities. The Target Fund provides for the following:

- Quarterly tender offer (at the sole discretion of the Board of Trustees of the Target Fund);
- Tender period of Target Fund: Begins 90 calendar days prior to the repurchase date and ends 60 calendar days prior to the repurchase date;
- Repurchase dates: 31 March, 30 June, 30 September, 31 December;
- Tender offer of approximately 5% to 25% of the Target Fund's NAV;
- If a tender offer is oversubscribed, the Target Fund may repurchase a pro rata portion of the shares tendered by each of its shareholders.

In the event that on any Repurchase Date the repurchase offer by the Target Fund is oversubscribed, the Subfund may redeem a pro rata portion of the units tendered by each unitholder. Any deferred redemption requests are then processed for the next Repurchase Date until discharged in full. The same applies if the Target Fund has suspended redemptions. This means that the Subfund will only accept redemption requests to the extent repurchase requests are accepted by the Target Fund. If, in any given quarter, the tender from the Subfund alongside tenders from all other Target Fund shareholders would put the Target Fund's tender offer over the designated maximum percentage, the Subfund will reduce its tender to a maximum of 10% of the Subfund's net assets or \$20m (whichever is greater).

Calculation of the net asset value

The subscription and redemption price of the units will be determined monthly as per the last Business Day of each month. The issue and redemption price of units is based on the net asset value calculated on the Valuation Day at the Trading Day's closing prices.

Furthermore the net asset value will not be calculated on specific national holidays of countries where the investment manager is located and services are being provided.

Trading Day

for subscriptions: monthly on last Business Day of a calendar month

for redemptions: 31 March, 30 June, 30 September, 31 December or the last business day of a calendar quarter, respectively.

Aforementioned Trading Days must be bank business days in Luxembourg, the United Kingdom and the United States of America, i.e. business days during which banks are open in Luxembourg, the United Kingdom and the United States of America.

Distributions to Unitholders

The net income received (particularly distributions made by the Target Fund) shall be distributed to Unitholders of the unit classes with the suffix "dist" quarterly (subject to sufficient income) after deduction of fees, charges and taxes, pro rata to their interest in the unit class of the Subfund. Capital gains realised on the sale of assets and rights shall normally be retained for reinvestment. However, the AIFM may also decide to distribute these.

No distributions shall be made to Unitholders of unit classes with the suffix "acc". The income shall instead be continually reinvested (accumulated).

Additional investors' requirement

Accredited investors

Investors must qualify as an "accredited investor" within the meaning of Rule 501 of Regulation D under the Securities Act of 1933, as amended at the time of the investment into the Subfund. The "accredited investor" is defined as follows:

Natural persons:

a) A natural person whose individual net worth (or joint net worth with spouse) exceeds \$1,000,000.

b) A natural person who had an individual income in excess of \$200,000 in each of the two most recent years or joint annual income with spouse in excess of \$300,000 in each of those years and has a reasonable expectation of reaching the same income level in the current year.

Legal entities:

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c) The entity has total assets in excess of \$5,000,000, was not formed for the purpose of investing in the Subfund, and is one of the following: a corporation, partnership, limited liability company, or a tax-exempt organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

d) The entity is a personal (non-business) trust, other than an employee benefit trust, with total assets in excess of \$5,000,000 which was not formed for the purpose of investing in the Subfund and whose decision to invest in the Subfund has been directed by a person who has such knowledge and experience in financial and business matters that he or she is capable of evaluating the merits and risks of the investment.

e) The entity is a revocable trust which may be amended or revoked at any time by the grantors thereof and all of the grantors are accredited investors.

f) The entity is licensed, or subject to supervision, by U.S. federal or state examining authorities as a “bank,” “savings and loan association,” “insurance company,” or “small business investment company” (as such terms are used and defined in 17 CFR §230.501(a)), or is an account for which a bank or savings and loan association is subscribing in a fiduciary capacity.

g) The entity is registered with the SEC as a broker or dealer or an investment company, or has elected to be treated or qualifies as a “business development company” (within the meaning of Section 2(a)(48) of the Investment Company Act of 1940, as amended or Section 202(a)(22) of the Investment Advisers Act of 1940), as amended.

h) The entity is an entity (other than a trust) in which all of the equity owners are either (a) natural persons or grantor trusts having a net worth (individually or jointly with spouse) exceeding \$1,000,000; (b) natural persons with (i) annual income in each of the two most recent years in excess of \$200,000 (or \$300,000 jointly with spouse) and (ii) a reasonable expectation of exceeding the same income level in the current year; or (c) non-natural persons described above.

Minimum initial investment

EUR 125,000 (or equivalent in CHF or USD) for unit classes with the suffix “P”

Monthly maximum subscription amount

The AIFM may limit the monthly maximum subscription amount per Unitholder. The limit may be applied to initial subscriptions and subsequent subscriptions.

Initial issue price

EUR/CHF/USD 1,000 per unit

Sales fee

Upon subscription of units of class “P”, the AIFM may charge a sales fee in its own favour of up to 3% of the subscribed capital amount.

Redemption fee

Upon redemption of units of class “P”, the AIFM will not charge a redemption fee.

Fees

Fees payable to the AIFM

Management Fee

The Subfund pays the AIFM a Management Fee in the following amount:

unit class “P”: 0.50 % p.a. based on the Managed Assets of the Target Fund (i.e. 0.50 % x leverage factor, whereas leverage = 1.0-1.5x NAV).

Managed Assets means the total assets of the Target Fund (including any assets attributable to borrowings for investment purposes) minus the sum of the Target Fund’s accrued liabilities (other than liabilities representing borrowings for investment purposes) that are attributable to the Subfund.

The Management Fee is calculated on every Valuation Day and is payable quarterly in arrears.

Fees payable to the Depositary Bank

The Depositary Bank’s fee is agreed between the AIFM and the Depositary Bank from time to time in accordance with Luxembourg market practice. It is subject to a maximum of 0.10% p.a. and is charged directly to the Subfund. The fee actually paid is stated in the annual reports of the Fund.

Central administrator’s commission

The fee of the central administration agent is agreed between the AIFM and the central administration agent from

time to time in accordance with Luxembourg market practice. It is subject to a maximum of 0.12% p.a. and is charged directly to the Subfund. The fee paid is stated in the annual reports of the Fund.

The charges and fees mentioned above are net amounts excluding any value added tax that may be due.

Taxe d'abonnement

0.01% p.a. on all unit classes.

In addition the Subfund is charged for the costs of its launch which are amortised over 5 years.

For further information about the charges applicable to the Subfund, please refer to Article 9 of the Management Regulations.

Annex 3

Annex 3

to the Issuing Document of JSS Alternative Investments FCP-RAIF

in respect of the Subfund

JSS Alternative Opportunities Fund

General information

Units of JSS Alternative Opportunities Fund will be issued for the first time at a date to be set by resolution of the Board of Directors. Following the Board of Directors' resolution, confirmation of the Subfund's date of issue will be available at the registered office of the Management Company. All conditions in the prospectus that relate specifically to this Subfund will only become effective as of the Subfund's date of issue.

Investment Objective

The investment objective of the Subfund is to achieve stable, long-term capital appreciation by investing in hedge funds employing alternative investment strategies. Such strategies may include short positions and leverage across all asset classes.

Investment policy

JSS Alternative Opportunities Fund invests worldwide in off-shore, UCI and UCITS hedge funds ("Target Funds") in order to achieve the investment objective.

In addition, depending on market fluctuations, the Subfund may in accordance with the general investment guidelines, invest up to 100% of its assets in fixed or floating rate income securities, short term debt instruments, money market instruments, term deposits and other liquid assets. The Subfund may, within the investment restrictions, use derivatives to increase, protect and hedge the value of the Subfund's net assets. These derivatives may be acquired provided that the underlying assets are securities, money market instruments, financial indices, interest rates, exchange rates, inflation rates, credit spreads or currencies. In making use of derivatives, the Subfund will attempt to exploit fluctuations on the respective markets in order to maximise returns. The Subfund may also trade in options, financial futures, currency futures and instruments to manage credit risks in order to increase the value of its net assets. The Subfund may also enter into those transactions for hedging purposes.

The Subfund is actively managed without replicating any benchmark. However, the Subfund is managed with reference to the HFRX Global Hedge Fund Index ("the Benchmark").

The reference currency of the Subfund is the USD.

Investment restrictions

In addition to the investment guidelines set out in Chapter II. "Investment principles" of the Issuing Document, the following restrictions also apply to the Subfund:

The Subfund does not invest directly or indirectly in physical real estate, commodities or precious metals.

Short-selling of securities or money market instruments is not permitted.

Securities lending and repurchase agreements

The Subfund does not engage in securities lending and does not enter into repurchase agreements.

Borrowing and lending

The AIFM is not permitted to grant loans for the account of the Subfund.

In order to achieve its investment objective the Subfund may permanently borrow money in an amount up to 50% of the Subfund's net assets.

Leverage

In accordance with the AIFMD, leverage is defined as any method by which the AIFM increases the degree of investment of the Subfund by borrowing, securities lending, using derivatives or by any other means. The leverage also increases the risk for the Subfund. Leverage represents the ratio between the risk of the Subfund and its net asset value.

The AIFM calculates this risk, in accordance with the statutory provisions (in particular the AIFMD), using the gross method and the commitment method. The risk of the Subfund calculated using the gross method is the sum of the absolute values of all positions (excluding cash and cash equivalent positions in Subfund currency). For securities, the risk of a position is its absolute market value and for derivatives it is the absolute market value of the equivalent position in the underlying securities. The risk calculated using the commitment method takes into account hedging and netting agreements entered into by the AIFM.

The leverage of the Subfund using the gross method shall not exceed 250%.

The leverage of the Subfund using the commitment method shall not exceed 200%.

Risk factors and special considerations

In addition to the risk warnings stated in Chapter IX. "Risk warnings and risk control" of the Issuing Document, the following applies to the Subfund:

Market risk: Investments in the Subfund can fluctuate in value, and there is no guarantee that the units can be sold for the original capital amount invested. Through the use of borrowing or derivatives a leverage effect can be achieved, which can trigger a corresponding increase in price fluctuations, i.e. gains and losses are magnified. As leverage is an integral part of the investment policy investors have to be aware of the consequences of investments financed by credit.

Currency risk: If the investor's reference currency is not the same as the investment currency of the unit class, there is also an exchange rate risk.

Risks related to currency hedging: For unit classes with 'hedged' in the name which are denominated in a currency other than the accounting currency of the Subfund, currency transactions and currency futures contracts are entered into in order to largely hedge the net asset value of the Subfund calculated in the accounting currency against the net asset value of the other unit classes denominated in other currencies. However, the possibility of currency fluctuations working to the disadvantage of the corresponding unit classes of the individual Subfund cannot be ruled out.

Volatility: Prices of the exposures may be volatile, and will generally fluctuate due to a variety of factors that are inherently difficult to predict, including but not limited to changes in interest rates, prevailing credit spreads, general economic conditions, financial market conditions, domestic and international economic or political events, developments or trends in any particular industry, and the financial condition of the obligors.

Leverage: Through the use of borrowing or derivatives (both on the level of the Subfund and the Target Funds) a leverage effect can be achieved which can trigger a corresponding increase in price fluctuations.

Fund of funds structure: Funds that have invested at least half of their assets in other Target Funds

in accordance with their particular investment policies have the structure of a fund of funds.

The general advantage of funds of funds relative to funds that carry out direct investments is that of broader diversification i.e. risk spreading. A fund of funds enables the investor to invest in a product which spreads its risks on two levels and thereby minimizes the risks inherent in the individual investment objects, the investment policy of the Target Funds in which most investments are made being required to accord as far as possible with the Company's investment policy.

Certain commission payments and expenses may occur more than once when investing in existing funds (for example, commission for the Custodian Bank and the central Administrative Agency, management/advisory fees and issuing/redemption commission of the Target Funds 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 fund of funds.

The Subfund may also invests in units of Target Funds managed directly or indirectly by the same management company or AIFM or by any other company with which the management company or AIFM is linked by common management or control, or by a substantial direct or indirect holding, the associated issue and redemption commissions incurred in respect of the Target Fund may not be charged to the Subfund making the investment. The twofold charging of commission and expenses referred to above does however remain.

In case the net asset value per share is calculated on the basis of the estimated net asset value of different Target Funds available prior to the time of calculation of the net asset value of the Subfund, the net asset value per share will not be adjusted in case of discrepancies between the estimated net asset value and the official net asset value of these Target Funds only available after the time of calculation of the net asset value of the Subfund

Lack of regulatory supervision: Hedge funds are primarily domiciled in countries in which the legal framework and in particular supervision are not comparable to those in the European Union (no or no equivalent supervision). To minimise the risks of a lack of legal guidelines or supervisory criteria,

a comprehensive due diligence process is used to select appropriate Target Funds.

Illiquidity of underlying investments: The Target Funds may invest in illiquid instruments. Further, the implementation of activist strategies may require long holding periods before investments yield positive or profitable results. Illiquidity increases risk and may make it impossible for an investment manager to close out positions against which the market is moving, as well as cause the Target Funds to delay the payment of redemption/withdrawal proceeds. Furthermore, the periodic determination of the value of certain investments may not accurately reflect the amount that is ultimately realized when such investments are liquidated.

Concentration risks: The Target Funds may not be required to follow any additional concentration restrictions in addition to the investment restrictions set out in Chapter II. "Investment principles" of the Issuing Document and may at times accumulate substantial positions in one or more securities, thereby exposing the Target Funds (and therefore the Subfund) to the possibility of substantial losses. This risk is accentuated by the fact that the Target Funds may implement shareholder activist strategies and there may be limited opportunities in which conditions give rise to the effective implementation of such strategies. Because information regarding current investments made by the Target Funds may be unavailable, the Investment Manager may be unable to determine whether such concentration has taken place.

Emerging markets: The Target Funds may invest in emerging markets securities and other instruments. Those markets are at an early stage in their development and subject to an increased risk of expropriations, nationalisations and social, political and economic uncertainty. Compared with developed markets investments in emerging markets entail increased risks in the form of liquidity squeezes, sharp currency and price fluctuations, currency export restrictions, custody and settlement risks, buying and selling restrictions, and a weak regime of financial market regulation, for example. It is therefore important that investments are viewed as a medium to long-term investment.

Short sales: The Target Funds may routinely sell securities short in implementing their respective investment strategies. Since the borrowed securities sold short must later be replaced by market purchases, any appreciation in the market price of these securities results in a loss. Purchasing securities to close out the short position can itself cause their market price to rise further, increasing losses. Furthermore, the Target Funds may be prematurely forced to close out a short position if a counterparty from which the Target Funds has borrowed such security demands its return.

Sustainability: This Subfund is diversified over various Target Funds investing globally. Therefore, it is expected that the Subfund will be exposed to a broad range of Sustainability Risks, which will differ from company to company. Some markets and sectors will have greater exposure to Sustainability Risks than others. For instance, the energy sector is known as a major Greenhouse Gas (GHG) producer and may be subject to greater regulatory or public pressure than other sectors and thus, greater risk. However, it is not anticipated that any single Sustainability Risk will drive a material negative financial impact on the value of the Subfund. Risks related to **Sustainability Risks** are described in section IX. "**Risk warnings and risk control**".

For the specific categorisation of the Subfund under the Taxonomy Regulation and the relevant Subfund's statement thereunder investors are referred to section II. above.

Investment Manager

J. Safra Sarasin Asset Management (Europe) Ltd.
47 Berkeley Square, 4th Floor
London, W1J 5AU
UNITED KINGDOM

Unit classes

The Subfund is divided into the following unit classes:
"P USD acc", "P CHF acc hedged", "P EUR acc hedged", "P GBP acc hedged",
"P2 USD acc", "P2 CHF acc hedged", "P2 EUR acc hedged",
"P2 GBP acc hedged"

The AIFM can also approve individual unit classes or all of the above-mentioned unit classes for subscription at any time. Upon request the AIFM will provide information on active unit classes.

The unit classes with the suffix “P” are reserved for “other well-informed investors” within the meaning of Article 2 of the 2016 Law. These are investors who declare themselves to be well-informed investors and furthermore either have invested a minimum of EUR 125,000 in the Subfund or present confirmation of their expertise issued by a credit institution, an investment firm, a UCITS fund management company or an authorised alternative investment fund manager.

The unit classes with the suffix “P2” are reserved for “other well-informed investors” within the meaning of Article 2 of the 2016 Law. These are investors who declare themselves to be well-informed investors. The minimum investment for P2 unit classes is 2 million in the respective currency of the unit class.

Issue, redemption and conversion of units

Fund units are issued and converted on the last day of each month and redeemed on the last day of each calendar quarter (the “Trading Day”) that is a Business Day in Luxembourg, the UK and the United States of America.

Subscription and conversion orders must be received by the transfer agent in Luxembourg at the latest 10 Business Days and redemption orders 95 Business Days before 12:00 (noon) CET on the applicable Trading Day. Subscription, conversion and redemption orders which are not received by this time are settled on the next applicable Valuation Day.

Subscription payments have to be made in the currency of the relevant unit classes and received by the transfer agent 7 Business Days prior to the relevant Trading Day.

Redemption payments are ordinarily made in the currency of the relevant unit classes within 30 Business Days from the relevant Trading Day, under exceptional circumstances it may even take longer.

Calculation of the net asset value

The subscription and redemption price of the units will be determined monthly as per the last Business Day of each month. The issue and redemption price of units is based on the net asset value calculated on the Valuation Day at the Trading Day's closing prices.

Furthermore the net asset value will not be calculated on specific national holidays of countries where the investment manager is located and services are being provided.

Trading Day

Each day banks are open for business in Luxembourg, the United Kingdom and the United States of America.

Distributions to Unitholders

The net income received (particularly distributions made by the Target Fund) shall be distributed to Unitholders of the unit classes with the suffix “dist” at least once per year after deduction of fees, charges and taxes, pro rata to their interest in the unit class of the Subfund. Capital gains realised on the sale of assets and rights shall normally be retained for reinvestment. However, the AIFM may also decide to distribute these.

No distributions shall be made to Unitholders of unit classes with the suffix “acc”. The income shall instead be continually reinvested (accumulated).

Minimum initial investment

EUR 125,000 (or equivalent in CHF, USD or GBP) for unit classes with the suffix “P”

USD/CHF/EUR/GBP 2,000,000 for unit classes with the suffix “P2”

Initial issue price

EUR/CHF/USD/GBP 1,000 per unit

Sales fee

Upon subscription of units of class “P”, the AIFM may charge a sales fee in its own favour of up to 3% of the subscribed capital amount.

Redemption fee

None

Fees

Fees payable to the AIFM

Management Fee

The Subfund pays the AIFM a Management Fee in the following amount:

- Unit class “P”: max. 1.00% p.a.
- Unit class “P2”: max. 0.75%

p.a.

The Management Fee is based on the net asset value calculated on every valuation date and is payable quarterly in arrears.

Performance Fee

In addition to the management fee, the AIFM is entitled to a performance-based fee (“Performance

Fee”) which is calculated, net of all costs and liabilities and before deduction of any Performance Fee, on the basis of the Net Asset Value of each Unit Class.

The Performance Fee may only be levied and deferred where, the Net Asset Value per Unit of the relevant Unit Class at the end of a Performance Period is in excess of both the Reference Asset per Unit and the High Watermark and additionally the appreciation of the Net Asset Value per Unit exceeds 5% (“Hurdle Rate”).

The calculation of the Performance Fee is adjusted, through the Reference Asset mechanism, to take into account the effect of new subscriptions, redemptions or distributions during the Performance Period to ensure that performance fees are always proportionate to the actual investment performance of the Unit Class. Artificial increases resulting from new subscriptions will not be taken into account when calculating fund performance as described below (“Reference Asset”).

The calculation of the Performance Fee and the required provisions is carried out on each valuation day on the basis of the Units of each Class currently outstanding and is payable in arrears on an annual basis for the Performance Period in question.

The amount due in respect of the Performance Fee is the sum of the provisions made on each valuation day over a Performance Period. In case of outperformance, the Unit class is regularly debited with the provisions and if performance falls, the Unit class is credited with the appropriate amount. Amounts accrued for the Performance Fee are paid after the end of the Performance Period for all the Unit Classes that levy Performance fee.

Provided that the Net Asset Value per Unit Class exceeds the Hurdle Rate Index Value the Performance Fee will be equal to 10% of the appreciation of the Net Asset Value per Unit of the relevant Unit Class during each Performance Period in excess of the higher of (i) the Reference Asset per Unit, (ii) the High Watermark.

If (i) Units are redeemed or converted into other Units of any unit class of a Subfund or of another existing Subfund or of another fund during the financial year and a Performance Fee has accrued

for those Units, (ii) the assets of a Subfund or of a unit class are transferred to or merged with those of another Subfund, or unit class of another Subfund within the Fund or within another fund, (iii) a Subfund or of a unit class are terminated, and a Performance Fee has accrued for those Units, such Performance Fee will be crystallised respectively at the date of redemption or conversion, at the effective date of the merger or at the effective date of termination and it will be considered as payable.

However, no Performance Fee shall crystallise where this Subfund or a Unit Class of this Subfund is merged with a newly established receiving fund or Subfund with no performance history and with an investment policy not substantially different from that of this Subfund. In that case, the Performance Period of this Subfund shall continue applying in the receiving fund or Subfund.

Definitions:

Performance Period: one calendar year (or period since inception until the end of the subsequent calendar year for Unit classes launched within the calendar year).

Performance reference period: a period corresponding to the life of the Subfund, over which performance fees cannot be accrued or paid more than once for the same level of performance.

Performance vs. Reference Asset per Unit: the arithmetic difference between the Net Asset Value per Unit at the end of the current Performance Period and the Reference Asset per Unit, expressed as a percentage in relation to the Reference Asset per Unit.

Performance vs. High Watermark: the arithmetic difference between the net asset value per Unit at the end of the current Performance Period and the High Watermark, expressed as a percentage in relation to the High Watermark.

Hurdle Rate: the predefined minimum fixed rate of return, which is 5% p.a.

Hurdle Rate Index Value: Net Asset Value per Unit at the start of the Performance Period increased by the Hurdle Rate. The Hurdle Rate Index Value shall be reset annually to equal the Net Asset Value per Unit at the start of the Performance Period.

Reference Asset: is the initial offer price per Unit (multiplied by the number of Units issued in the Unit Class at the end of the initial offer period) increased on each valuation day by the value of any subscriptions and reduced pro rata by the value of any redemptions over the course of the Performance Period. Following any Performance Period in which a Performance Fee was earned other than Performance Fees crystallised on redemption, the Reference Asset shall be reset to equal the Net Asset Value of the Unit Class at the end of the immediately prior Performance Period and will continue to be increased on each valuation day by the value of any subscriptions and reduced pro rata by the value of any redemptions over the course of the Performance Period.

Reference Asset per Unit: is the Reference Asset on a given valuation day divided by the total number of outstanding Units of the relevant Unit Class on that given valuation day.

High Watermark: the highest Net Asset Value per Unit at the end of a Performance Period in respect of which a Performance Fee was last payable, or if no Performance Fee has yet been paid since the launch of the Unit Class, the Initial Offer Price per Unit of the respective Unit Class

Performance Fee examples:

If at the end of a Performance Period the Net Asset Value per Unit exceeds both the Reference Asset per Unit, the High Watermark and the Hurdle Rate Index Value, then a Performance Fee will be payable based upon the amount by which the Net Asset Value per Unit has exceeded the higher of (i) the Reference Asset per Unit and (ii) the High Watermark.

The Performance Fee will be 10% of the amount by which the Net Asset Value per Unit achieved on the last Business Day of a Performance Period exceeds the higher of (i) the Reference Asset per Unit and (ii) the High Watermark, multiplied by the number of Units in issue in the respective Unit Class.

In this scenario, the Net Asset Value per Unit at which a Performance Fee has been paid out will become the new Reference Asset per Unit and the new High Watermark for the start of the next Performance Period.

If at the end of a Performance Period the Net Asset Value per Unit is lower than the Reference Asset per Unit, then no Performance Fee is paid and the Reference Asset per Unit and the High Watermark remain unchanged for the start of the next Performance Period.

If at the end of a Performance Period, the Net Asset Value per Unit is higher than the Reference Asset per Unit but lower than the High Watermark, then no Performance Fee is paid and the Reference Asset per Unit and the High Watermark remain unchanged for the start of the next Performance Period.

If at the end of a Performance Period, the Net Asset Value per Unit is higher than the High Watermark but lower than the Reference Asset per Unit, then no Performance Fee is paid and the High Watermark and the Reference Asset per Unit remain unchanged for the start of the next Performance Period.

If at the end of a Performance Period, the Net Asset Value per Unit is higher than both the Reference Asset per Unit and the High Watermark but lower than Hurdle Rate Index Value, then no Performance Fee is paid and the Reference Asset per Unit and the High Watermark remain unchanged for the start of the next Performance Period.

No Performance Fee is accrued or paid until the Net Asset Value per Unit exceeds the Reference Asset per Unit, the High Watermark and the Hurdle Rate Index Value. A simple illustrative example of the Performance Fee is set out in the table below:

Annex 3

Performance Fee ("PF") Period	Reference Asset per Unit ("RAPS")	High Water-mark ("HWM")***	Hurdle Rate Index Value ("HRIV")	Net Asset Value per Unit ("NAVPS")	Performance Fee per Unit ("PFPS")	RAPS at start / end of PF Period	HWM at start/end of PF Period	NAVPS (after PFPS)
PF Period 1 Start	100.00	100.00	100.00	100.00	PFPS = 0	100.00	100.00	100.00
PF Period 1 End	102.00	100.00	105.00	107.00	*PFPS = 0.50 The NAVPS exceeds the HWM, the RAPS and the HRI therefore a PFPS of $10\% \times 102 \times (107/102-1) = 0.50$ is payable	106.50	106.50	106.50
PF Period 2 Start	106.50	106.50	106.50	106.50	PFPS = 0	106.50	106.50	106.50
PF Period 2 End	99.00	102.90	111.83	108.00	PFPS = 0 The NAV exceeds the RAPS and the HWM, but does not exceed the HRI therefore there is no PFPS payable	99.00	102.90	108.00
PF Period 3 Start	99.00	102.90	108.00	101.00	PFPS = 0	99.00	102.90	101.00
PF Period 3 End	104.00	102.90	113.40	103.00	PFPS = 0 The NAVPS exceeds the HWM, but does not exceed the RAPS and the HRI therefore there is no PFPS payable	104.00	102.90	103.00
PF Period 4 Start	104.00	102.90	103.00	103.00	PFPS = 0	104.00	102.90	103.00
PF Period 4 End	102.00	102.90	108.15	109.00	**PFPS = 0.61 The NAVPS exceeds the HWM, the RAPS and the HRI therefore a PFPS of $10\% \times 102.90 \times (109/102.90-1) = 0.61$ is payable	108.39	108.39	108.39

*The Performance Fee is calculated as follows: $10\% \times \text{RAPS} \times (\text{NAVPS}/\text{RAPS}-1)$

**The Performance Fee is calculated as follows $10\% \times \text{HWM} \times (\text{NAVPS}/\text{HWM}-1)$, where the NAVPS is greater than the HWM, the RAPS and the HRIV

***HRIV at end of PF Period = NAVPS at start of PF Period $\times 1.05$

Fees payable to the Depositary Bank

The Depositary Bank's fee is agreed between the AIFM and the Depositary Bank from time to time in accordance with Luxembourg market practice. It is subject to a maximum of 0.10% p.a. and is charged directly to the Subfund. The fee actually paid is stated in the annual reports of the Fund.

Central administrator's commission

The fee of the central administration agent is agreed between the AIFM and the central administration agent from time to time in accordance with Luxembourg market practice. It is subject to a maximum of 0.12% p.a. and is charged directly to the Subfund. The fee paid is stated in the annual reports of the Fund.

The charges and fees mentioned above are net amounts excluding any value added tax that may be due.

Taxe d'abonnement

0.01% p.a. on all unit classes.

In addition the Subfund is charged for the costs of its launch which are amortised over 5 years.

For further information about the charges applicable to the Subfund, please refer to Article 9 of the Management Regulations.

Schedule I: Benchmark Inventory

Schedule I: Benchmark Inventory

Legend

n.a. not applicable
n.d.a. no data available

Name of the Subfund	Name of Benchmark	Benchmark Administrator	Being an EU-Administrator			Being a Non EU-Administrator				Third-country Benchmark
			listed in the ESMA administrator register referred to in article 36 (i.e. ESMA public register)	not listed in the ESMA administrator register - in the process of obtaining registration pursuant to Article 34	not listed in the ESMA administrator register - has not yet applied for authorisation or registration pursuant to Article 34	listed in the ESMA administrator register referred to in article 36 as an administrator, who complies with the conditions laid down in article 30(1)	listed in the register referred to in articles 36 as an administrator, who has acquired recognition in accordance with article 32	listed in the ESMA administrator register referred to endorsement under article 33	does not comply with the conditions laid down in article 30(1) nor has it acquired recognition in accordance with article 32	
JSS Senior Loan - Leveraged	none	none	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.
JSS Alternative Lending Fund	none	none	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.
JSS Alternative Opportunities Fund	HFRX Global Hedge Fund Index USD	Hedge Fund Research, Inc. (HFR)	n.a.	n.a.	n.a.	n.a.	yes	n.a.	n.a.	yes

Schedule II: Benchmark Disclaimer

Hedge Fund Research, Inc. (HFR):

Source: Hedge Fund Research, Inc. www.hedgefundresearch.com. The HFRX Global Hedge Fund Index is being used under license from Hedge Fund Research, Inc., which does not approve of or endorse any of the Subfunds discussed in this material

Management Regulations

Management Regulations

Article 1: The Fund

JSS Alternative Investments FCP (RAIF) (the “**Fund**”) was established on 16 August 2017 as a reserved alternative investment fund (fonds d’investissement alternatif réservé) in the form of a mutual fund (fonds commun de placement) and is governed by the law of 23 July 2016 relating to reserved alternative investment funds, as amended from time to time (the “**2016 Law**”) and is managed by J. Safra Sarasin Fund Management (Luxembourg) S.A. with its registered office at 11-13, Boulevard de la Foire, L-1528 Luxembourg, Grand Duchy of Luxembourg (the “**AIFM**”). The Fund qualifies as an alternative investment fund within the meaning of the Luxembourg law of 12 July 2013 on alternative investment fund managers, as amended from time to time (the “**2013 Law**”) and Directive 2011/61/EU on alternative investment fund managers (“**AIFMD**”).

The Fund is intended exclusively for well-informed investors within the 2016 Law.

The units of the Fund have not been and will not be registered under the United States Securities Act of 1933, as amended from time to time (the “**Securities Act**”). They may not be offered or sold in the USA, its territories or any area subject to its jurisdiction, or to US persons or persons who (would) purchase the units for the account of, or benefit of, US persons. Any re-offer or resale of units in the USA or to US persons may constitute a violation of the laws of the United States of America. Units of the Fund may not be subscribed by US persons.

The AIFM can at any time proceed with the compulsory redemption of the units of an investor on behalf and for the account of the Fund should these units be held by/for the account of/or on behalf of:

- US persons,
- a person who does not provide the Fund, represented by the AIFM, with the requested information and documentation that is necessary for the latter to meet its legal or supervisory requirements pursuant to (but not limited to) the FATCA and CRS regulations, or
- a person who is deemed by the Fund, represented by the AIFM, to constitute a potential financial risk to the Fund.

The Fund must comply with the provisions of the Foreign Account Tax Compliance Act, the law of the United States of America of March 2010 that came into force in the context of the US Hiring Incentives to Restore Employment Act (the “**FATCA**”). FATCA rules require a reporting to the Internal Revenue Service (the federal tax authority of the United States) with information on financial institutions that do not comply with FATCA and on direct and indirect ownership or control by a US person (within the meaning of FATCA) of non-US entities and of accounts held outside the USA. Failure to provide the required information can result in a withholding tax amounting to 30% on US source income (including dividends and interest) and gross income from the sale of or other dispositions concerning assets that may give rise to US source income.

The Fund must also comply with the Common Reporting Standard (the “**CRS**”) as set out in the Luxembourg law dated 18 December 2015 implementing Council Directive 2014/107/EU of 9 December 2014 as regards mandatory automatic exchange of information in the field of taxation (the “**CRS-Law**”). Under the terms of the CRS-Law, the Fund may be required to annually report to the Luxembourg tax authorities, the name, address, state(s) of residence, TIN(s), as well as the date and place of birth of i) each Reportable Person that is an Account Holder, ii) and, in the case of a Passive NFE within the meaning of the CRS-Law, of each Controlling Person(s) that is a Reportable Person. Any investor that fails to comply with the Fund’s information (i.e., information, as exhaustively set out in Annex I of the CRS-Law) or documentation requests may be held liable for penalties imposed on the Fund and attributable to such investor’s failure to provide such information.

The assets of the Subfunds, which are held in safekeeping by RBC Investor Services Bank S.A., Luxembourg (the “**Depository Bank**”), as depository bank of the Fund, are kept separately from the assets of the AIFM.

The Fund has an “umbrella” structure, therefore the AIFM may decide at any time to create new subfunds (“**Subfunds**”) and issue different unit classes, as described in the issuing document of the Fund (the “Issuing Document”) if applicable.

The contractual rights and obligations of the unitholders of the Fund (the “**Unitholders**”), the AIFM and the Depository Bank are defined in these Management Regulations.

In acquiring units in a Subfund, each Unitholder acknowledges the Management Regulations.

The AIFM will issue a confidential Issuing Document for the Fund containing the information required under the 2016 Law. The AIFM must manage the Fund in accordance with the Issuing Document, as may be amended and restated from time to time. The AIFM may decide to issue a separate Issuing Document for each Subfund; in such case, each investor will only receive the Issuing Document for the Subfund which it is invested in. Before they invest, investors must read and accept the provisions of the Issuing Document, as well as the information required to be provided by the AIFM under article 21 of the 2013 Law.

These Management Regulations shall govern the legal relationship between the AIFM and the Unitholders. By purchasing Units of one or more Subfunds each Unitholder fully approves and accepts these Management Regulations. The AIFM may decide to issue separate Management Regulations setting out the characteristics and rules applicable to each Subfund; in such case, each investor will be bound by these general Management Regulations as supplemented, and subject to, the provisions of the specific Management Regulations issued for the Subfund which it is invested in.

Article 2: The AIFM

The AIFM of the Fund is J. Safra Sarasin Fund Management (Luxembourg) S.A., a public limited company (société anonyme) incorporated under Luxembourg law, with registered office at 11-13, Boulevard de la Foire, L-1528 Luxembourg, Grand Duchy of Luxembourg. The AIFM was established on 2 May 2011. The articles of association of the AIFM have been filed with the Commercial Register of the District Court of Luxembourg and were published on 19 May 2011 in the Mémorial C, Recueil des sociétés et associations, the former Official Gazette of the Grand Duchy of Luxembourg.

The AIFM is registered with the Luxembourg Trade and Companies Register (the “RCS”) under number B 160.811.

The AIFM manages the Fund’s assets in its own name, though exclusively in the interest and for the account of the Unitholders. As an AIFM within the meaning of the 2013 Law, the AIFM is responsible in particular for managing the

assets (including portfolio management and risk management) of the Fund, but also for other tasks concerning the management and distribution of units of the Fund.

It is authorised to take any action as part of the administration and management and to exercise all rights directly or indirectly related to the assets of the Fund or a Subfund and in particular to delegate tasks to qualified third parties in whole or in part.

The AIFM may, as described in detail in the Issuing Document, enter into an asset management agreement with one or more companies (“**Investment Managers**”), which make investment decisions with regard to the investment policy of the Fund and for the purpose of portfolio management are authorized or registered, and are subject to supervision by a public authority, and/or an investment advisory agreement with one or more companies (“**Investment Advisors**”), which make recommendations with respect to the investment policy of the Fund and advise the Fund.

The tasks of the Investment Manager(s), carried out within the framework of day-to-day business and under the general control and supervision of the AIFM, extend primarily, though not exclusively, to the purchase, sale, subscription and transfer of securities and other assets permitted according to the Management Regulations, and to the exercise of all rights directly or indirectly connected with the Fund’s assets. The Investment Manager has the right, at its own cost and under its own responsibility, to consult with third parties.

The delegation of tasks shall not prevent the effectiveness of supervision by the AIFM in any way; in particular, they may not prevent the AIFM from acting in the interests of investors, nor prevent the Fund from being managed in the interests of the investors.

The AIFM is entitled to receive a fee paid out of the Fund assets for performing the management tasks (the “**Management Fee**”), in accordance with the details relating to the individual Subfunds as set out in the relevant annexes to the Issuing Document. The Management Fee is calculated on every valuation day on the basis of the Fund’s net assets determined by the AIFM, segregated and paid quarterly in arrears.

Article 3: The Depositary Bank

The AIFM appoints the depositary bank of the Fund.

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The AIFM has appointed RBC Investor Services Bank S.A. with its registered office at 14, Porte de France, L-4360 Esch-sur-Alzette, Grand Duchy of Luxembourg as the Depositary Bank. The Depositary Bank is authorised to transact all kinds of banking business in Luxembourg.

The Depositary Bank acts independently of the AIFM.

The function of the Depositary Bank is governed by the 2016 Law, the 2013 Law, and the Depositary Bank and Principal Paying Agent Agreement, which was concluded between the AIFM and the Depositary Bank with effect from 16 August 2017.

The Depositary Bank maintains all securities and other assets of each Subfund in safe custody in blocked accounts or securities custody accounts, with any disposals exclusively in accordance with the provisions of these Management Regulations.

The liability of the Depositary Bank shall, in principle, not be affected in the event that the custodial duties are transferred to a sub-depositary bank.

The Depositary Bank may, under certain circumstances and in accordance with Article 19 (13) of the 2013 Law, be exempted from its liability. In the event that foreign local law or legislation prescribes that certain financial instruments are to be held in custody by a local entity, and none of the local entities satisfies the requirements for delegation in accordance with Article 19 (11) d (ii) of the 2013 Law, the Depositary Bank may nevertheless be exempt from liability, provided that certain conditions in accordance with Article 19 (14) of the 2013 Law, the Management Regulations of the Fund and the Depositary Bank and Principal Paying Agent Agreement are met.

Article 4: Investment policy, investment restrictions

The assets of the Subfunds are to be invested in admissible assets according to the principle of risk diversification, taking into account the investment objectives and investment limits of the Subfunds, as described in the Issuing Document and these Management Regulations, and in compliance with the provisions of the 2016 Law, as described in the Issuing Document.

In particular, Subfunds (the "**Investing Subfunds**") may invest in other Subfunds (the "**Target Subfunds**") of this umbrella fund under the conditions stipulated by the 2016 Law and indicated below. The amount of these investments, expressed as percentage of the net asset value, is set out in the relevant annex of the Investing Subfund.

The Target Subfund may itself not invest in the Investing Subfund.

As long as these units are held by the Investing Subfund, their value may not be taken into consideration in the calculation of the Fund's net asset value, whose purpose is to check whether the legally required minimum capital is being adhered to.

Article 5: The units

Units of the Subfunds may only be issued in registered form.

As joint owners, Unitholders have an interest in the assets of the individual Subfunds in proportion to the number of units they hold. Their rights are represented by unit certificates. Unitholders have no claim on issue of physical units.

Units of the Subfunds may be issued in various unit classes.

The unit certificates are transferable within the limits of the 2016 Law. The rights vested in a unit certificate are transferred when the unit certificate is transferred. As far as the AIFM and/or Depositary Bank are concerned, the Unitholder entered in the register is always regarded as the party entitled to exercise the rights associated with the units.

All units of a Subfund have equal rights unless otherwise provided for in any issue of different unit classes.

Article 6: Issue and redemption of units

6.1 Limited investor group

The purchase of units is exclusively for well-informed investors within the meaning of Article 2 of the 2016 Law.

Well-informed investors within the meaning of Article 2 of the 2016 Law are:

- i. institutional investors,
- ii. professional investors and

iii. all other investors who meet the following requirements:

- 1) the investor has stated in writing that he adheres to the status of well-informed investor; and
- 2) (a) the investor invests at least EUR 125,000 in the Fund; or
 - (b) the investor has been subject of an assessment made by a credit institution within the meaning of Regulation (EU) No 575/2013, by an investment firm within the meaning of Directive 2004/39/EC or by a management company within the meaning of Directive 2009/65/EC or by an authorised alternative investment fund manager within the meaning of the AIFMD, which confirms that the investor has the expertise, the experience and the knowledge to be able to adequately assess an investment in the reserved alternative investment fund.

The AIFM will neither issue units to (i) persons or companies that are not well-informed investors within the meaning of Article 2 of the 2016 Law or to (ii) US persons pursuant to Article 1 of the Management Regulations, nor will the AIFM perform transfers of units that could lead to a situation where non-well-informed investors or US persons become Unitholders of the Fund.

Where units are transferred, the investor and the acquirer must confirm and, at the request of the AIFM or the registrar and transfer agent, present proof that the transfer will not lead to direct or beneficial ownership by a non-qualified person or a US person. The AIFM may demand the compulsory redemption of units if it is of the opinion that such units have been transferred to a non-qualified investor or a US person. In such case the AIFM reserves the right to require the relevant investor to indemnify the AIFM and/or the Fund against any losses, costs or expenses arising as a result of any compulsory redemption of units.

When verifying the status of a subscriber or recipient of units as a qualified investor, the AIFM or the registrar and transfer agent shall follow the interpretation of the competent Luxembourg authorities (if any).

The AIFM may, at its sole discretion, at the request of the Unitholder, issue units of a Subfund against contributions in kind of securities and other assets or redeem units of a

Subfund in kind against delivery of securities and other assets. In the event of the issue of units, it is assumed that these securities and other assets correspond to the investment objectives and investment policies of the Subfunds as well as the provisions of the Management Regulations. The Fund auditor shall prepare a valuation report which shall be made available to all investors at the registered office of the AIFM. The costs of such contribution in kind are borne by the investor in question. Units are issued/redeemed at the relevant issue/redemption price that corresponds to the valuation amount of the contribution in kind/payment in kind established by the auditor.

The AIFM may at any time buy back units from Unitholders who are excluded from acquiring units according to the conditions stated above.

The above provisions apply equally to the beneficial owner.

6.2 Subscription and issue of units

Applications for the subscription of units of a Subfund are accepted on the trading day up to the time stated in the Issuing Document.

There is no restriction regarding the number of units issued per Subfund. However, the AIFM reserves the right to suspend the issue of units temporarily or completely or to reject subscription applications, or to buy back units against payment of the redemption price, if this appears to be necessary in the interest of the Unitholders or in the public interest or to protect the Fund/Subfund or the Unitholders. In such cases, any payments already made will be immediately repaid without interest.

The units of the Subfunds can be subscribed to, subject where applicable to the minimum subscription amount specified in the Issuing Document, by application to the transfer agent as described in the Issuing Document, at the net asset value plus any average incidental costs (standard brokerage fees, commissions, taxes, etc.) arising for the Subfund as a result of the investment of the subscription amount, as well as any front-end load (see the corresponding annex to the Issuing Document).

The issue price must be paid within the period specified in the Issuing Document. The issue price is payable to the transfer agent, as specified in the Issuing Document.

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6.3 Redemption of units

Applications for the redemption of units of an open Subfund are accepted on the trading day up to the time stated in the Issuing Document. The AIFM may decide at any time to accept redemption applications more frequently and at shorter notice.

The redemption price of units is based on the net asset value at the previous day's closing prices (see Article 7 of the Management Regulations). In the case of unit redemptions, the average incidental costs arising for the Subfund as a result of the sale of a redeemed portion of the investments, plus a redemption fee, may be deducted from the net asset value (see the corresponding annex to the Issuing Document).

The redemption price shall be paid within the period specified in the Issuing Document. The redemption price is paid in the currency of the unit class of the Subfund.

The AIFM may demand the compulsory redemption of units if it is of the opinion that such units are held by a non-qualified or no-longer-qualified investor or a US person, or if the Unitholder does not fulfil or no longer fulfils any of the conditions applicable to a unit class. If moreover at a later date any of the stipulated requirements for the acquisition of a unit class ceases to be met, the AIFM may, with the consent of the investor concerned, arrange for these investors to be transferred to a unit class for which they are eligible.

The units may also be compulsorily redeemed by the AIFM, without being responsible for any profits or losses arising from such compulsory redemptions, where

- a. the investor's participation in the Fund could be significantly detrimental to the financial interests of other investors, especially if his involvement could have adverse tax implications for the Fund in Switzerland or abroad;
- b. the investors have acquired or hold their units in violation of provisions of a law to which they are subject either in Switzerland or abroad, or of these Management Regulations;
- c. the financial interests of investors are affected, specifically in situations where, by carrying out systematic subscriptions followed immediately by redemptions, certain investors attempt to obtain price advantages by exploiting differences between the times at which

the closing price is set and the Fund's net asset value is calculated (market timing practices).

The AIFM shall have the right to satisfy in kind the payment of the redemption price to any Unitholder who agrees by allocating to the Unitholder investments from the portfolio of assets of the relevant Subfund(s) equal to the value of the units to be redeemed. The assets to be transferred in such case shall be determined on a fair and reasonable basis and without prejudicing the interests of the other Unitholder of the relevant Subfund(s) and the valuation used shall be confirmed by a special report of an independent auditor (réviseur d'entreprises agréé) save as otherwise provided for under applicable laws and regulations. All costs associated with a redemption in kind shall be borne, by the Unitholder requesting the redemption or by such other party as agreed by the AIFM or in any other way which the AIFM considers fair to all Unitholder.

6.4 Conversion of units

Unless provided for otherwise in the annex of a Subfund, holders of units of each Subfund are entitled to convert some or all of their units into units of another unit class issued for the same Subfund, provided they fulfil the conditions for acquiring units of that unit class. Units may be converted on each valuation day at the issue price valid on that day. The same cut-off time applies to conversion orders as it does to subscription and redemption orders of the corresponding Subfund. Conversion orders received after the cut-off time shall be executed on the second following valuation day but one. The basis for conversion is related to the respective net asset value per unit of the Subfunds concerned. The number of units into which a Unitholder intends to convert his existing units is calculated in accordance with the following formula:

$$A = (B \times C) \times F / D$$

A = the number of units to be issued in the new unit class;

B = the number of units in the originally held unit class;

C = the redemption price per unit in the originally held unit class;

D = the net asset value per unit of the new unit class;

F = exchange rate

Conversion orders from one Subfund to another are not permitted.

6.5 General information

Subscription, redemption and conversion orders which are received at the transfer agent after the time stated in 6.2, 6.3 and 6.4 or in the corresponding annex to the Issuing Document shall be settled at the issue price/redemption price of the next valuation day.

The issue and redemption price of the units of a Subfund is based on the net asset value at the previous day's closing prices (see Article 7 of the Management Regulations), which is determined by the AIFM under the supervision of the Depositary Bank in Luxembourg. Information on this subject is available at the registered office of the AIFM.

A subscription order may only be accepted upon a complete and proper full identification of the subscribing investors as well as the ultimate beneficial owner in accordance with the applicable anti-money laundering laws and regulations.

Pursuant to Article 3 (2) (d) of the law of 12 November 2004 on the fight against money laundering and terrorist financing the AIFM is obliged to conduct an ongoing monitoring of the business relationship with its Unitholders. Ongoing monitoring includes, inter alia, the obligation to verify and, where appropriate, to update, within an appropriate timeframe, the documents, data or information gathered while fulfilling the Unitholder's due diligence obligations. The AIFM may only be in a position to fulfil its legal obligation to conduct an ongoing monitoring of the business relationship with its Unitholders if the Unitholders will provide the AIFM with the relevant information and documents in order to verify and, where appropriate update collected data. In case of any lack of cooperation of a Unitholder, the AIFM would be obliged to block such Unitholder's account until the receipt of the information and documents required by the AIFM. Any costs, including in particular account maintenance costs, which are related to non-cooperation of such Unitholder will be borne by the respective Unitholder.

Article 7: Net asset value

The currency of the Fund for accounting purposes is the euro. The net asset value per Subfund or unit class of a Subfund is expressed in the reference currency of the Subfund/unit class (see the corresponding annex to the Issuing Document) and calculated to three decimal places.

The net asset value per unit is calculated for each Subfund on the day defined in the corresponding annex to the Issuing Document and forms the basis for calculation of the issue and redemption price (see Article 6.2. and 6.3 of the Management Regulations). The value of the assets of the individual Subfund less the liabilities (i.e. the net asset value) is divided by the number of units outstanding per unit class.

If on any given trading day (as defined in the relevant Subfund's annex to the Issuing Document) the total of subscriptions or redemptions of all of a Subfund's unit classes leads to a net capital inflow or outflow, the net asset value of the Subfund in question on this trading day can be increased or reduced (single swing pricing). The maximum adjustment amounts to a certain percentage of the net asset value that is determined by the Board of Directors in the Issuing Document. The adjustment leads to an increase in the net asset value if the net movements lead to an increase in the number of units of the Subfund in question. This results in a reduction of the net asset value if the net movements lead to a reduction in the number of units. The Board of Directors may determine a threshold for each Subfund. This threshold may be derived from the net asset value on a trading day relative to the net assets of the Subfund or an absolute amount in the currency of the respective Subfund. The net asset value would therefore not be adjusted unless this threshold is breached on any given trading day.

The total net asset value represents the market value of all the assets, less liabilities. The net asset value per unit of each class of a Subfund is calculated on each valuation day in the currency of the relevant class, by dividing the total net asset value of the relevant class by the number of units outstanding in each category. An income equalisation is performed for each Subfund.

The net asset value is calculated according to the following principles, it being up to the AIFM to decide whether bid prices or mid-prices should be used:

- a. The value of all securities that are listed on an official exchange shall be determined on the basis of the closing prices on the valuation day. If the securities are listed on more than one exchange, the value of such securities shall be determined on the basis of the closing prices on the exchange on which the Subfund acquired them.

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- In the case of securities with negligible stock exchange trading volumes and for which the last available closing prices are not representative of fair value and for which there is a secondary market among securities brokers with fair market prices, the AIFM may value such securities on the basis of prices set in this way.
- b. Securities traded on a regulated market are valued in the same manner as listed securities.
 - c. Securities that are not listed on an official stock exchange or traded on a regulated market are valued at their last known market prices. If such prices are not available, the AIFM shall use other principles to determine the value of these securities on the basis of prices that it deems to be the probable realisable value of the securities (bid or mid-prices).
 - d. Term deposits shall be valued at their nominal value increased by accrued interest.
 - e. Units issued by open-ended investment funds shall be valued at their most recent available net asset value or, in accordance with (a) above, at their price at their place of listing.
 - f. The sale price of forward, futures and options contracts that are not traded on an exchange or other organised market (forwards) will be valued according to guidelines laid down by the AIFM, with the same method being used for all contracts. The sale value of forward, futures and options contracts that are traded on an exchange or other organised market (futures) will be determined on the basis of the last available settlement price for these contracts on exchanges or organised markets on which forward, futures or options contracts of this kind are traded; however, the sale value of such contracts that are not sold on a business day for which a net asset value is calculated will be determined on the basis of the value regarded by the AIFM as appropriate and adequate.
 - g. Liquid assets and money market instruments can be valued at their nominal value plus accrued interest or in consideration of scheduled amortisation of historical costs. The latter method can lead to temporary discrepancies between values and the prices that the Subfund in question would receive on selling the investment. The AIFM will check this valuation method in each case and make any necessary changes so as to ensure that these assets are valued as appropriate. If the AIFM believes that a divergence from the regularly amortised historical costs per unit would lead to substantial dilution or other consequences that would be unfair to Unitholders, it must if necessary make any corrections it considers appropriate to prevent or restrict such dilution or negative consequences, subject to appropriate limits.
 - h. Swap transactions shall be regularly valued on the basis of the valuations received from the swap counterparties. The values may refer to the bid or offer price, or the mid-price, as determined in good faith by the method stipulated by the AIFM. If, in the opinion of the AIFM, these values do not reflect the fair market value of the swap transactions in question, their value is determined by the AIFM in good faith or using another method that the AIFM considers to be suitable.
 - i. All other securities and admissible assets as well as the assets mentioned above for which a valuation according to the stated principles was either impossible or impracticable or for which such a valuation would not reflect their true value are valued at their fair market value as determined in good faith by the method stipulated by the AIFM.
 - j. The valuations arrived at in this way shall be converted into the accounting currency at the appropriate mid-price. Forward and futures contracts concluded to hedge against currency risk shall be included in the conversion.
- The AIFM may, at its sole discretion, allow other valuation methods if it considers this to be in the interest of a fair valuation of the asset value of the Subfund. This applies in particular to bonds acquired by the Subfund, whose stock market price is not expected to differ from the actual value. In any event the AIFM ensures the proper independent valuation of the assets of each Subfund. Where the nature of the assets of a Subfund requires expert valuation, an external valuer will be appointed by the AIFM. The external valuer shall perform its functions impartially and with the requested due skill, care and diligence, and shall not delegate the valuation function to a third party. The external valuer will value the assets using a formal set of guidelines on the basis of widely accepted valuation standards, adapted as necessary to respect individual market considerations and practices.
- If the AIFM believes that the calculated net asset value on a particular valuation date does not reflect the actual value of the units of a Subfund, or if significant movements have occurred on the exchanges and/or markets concerned

since the net asset value was calculated, the AIFM may decide to update the net asset value on the same day. In these circumstances, all requests for subscription and redemption received for this valuation date will be fulfilled on the basis of the net asset value that has been updated in good faith.

Where different unit classes have been established for the Subfund, the following special points should be noted regarding the net asset calculation:

The net asset value is calculated for each class separately according to the criteria mentioned in this Article.

The inflow of funds resulting from the issue of units increases the proportional contribution of the unit class concerned to the overall value of the Fund's net assets.

The outflow of funds resulting from the redemption of units reduces the proportional contribution of the unit class concerned to the overall value of the Fund's net assets.

When a dividend is paid, the net asset value of the distribution units of the relevant unit class is reduced by the amount of the distribution. Therefore the proportional contribution of the distribution unit class to the overall value of the net assets of the Fund diminishes, while the proportional contribution of one or more non-distributing unit classes to the overall net assets of the Fund increases.

Income equalisation is carried out in relation to the ordinary net income.

If, owing to special circumstances, the application of the aforementioned principles is impossible or inappropriate, the AIFM is entitled to use other generally accepted valuation principles that can be verified by auditors to ensure an appropriate valuation of the Subfund's assets.

In the event of large redemption orders that cannot be met out of the liquid assets and permitted borrowings of the Subfund concerned, the AIFM may, after obtaining the prior consent of the Depositary Bank, determine the net asset value on the basis of the prices on the valuation day on which it performs the necessary sales of securities for the Subfund.

In such event, the same basis for calculation is applied to subscription and redemption orders of the corresponding Subfund.

Article 8: Suspension of the calculation of the net asset value and of the issue, redemption and conversion of units

The calculation of the net asset value and the issue, redemption and conversion of units may be temporarily suspended by the AIFM, if and for as long as:

- a stock exchange or other regulated market on which a substantial part of the securities is traded is closed (except for weekends and ordinary holidays), or trading is severely restricted or suspended;
- owing to special circumstances, valuation of a Subfund is not economically viable in the opinion of the AIFM;
- the communication techniques used to determine the net asset values fail or have only limited usability;
- owing to special circumstances (e.g. in the case of substantial redemption or conversion orders exceeding a total volume of 10%), the liquidity of a Subfund (including the exhaustion of credit facilities) is not sufficient to fulfil orders in accordance with the provisions of the Management Regulations and the Issuing Document. If redemption/conversion orders on any one trading day exceed 10% of the total volume, redemptions/conversions can be deferred to subsequent trading days. Such orders are then treated with priority over subsequent redemption/conversion orders at the prices applicable at the corresponding time;
- in the case of liquidation of a Subfund on or after the date of the notice to investors;
- in the event that a decision is taken to merge a Subfund or the Fund, where this is justified in order to protect the interests of the investors.

The suspension and resumption of net asset value calculation will be notified immediately to the Unitholders who have offered their units for redemption or conversion.

The AIFM will suspend the calculation of net asset value and the issue of units immediately where a situation arises that leads to the dissolution of the AIFM or of a Subfund/Fund.

Article 9: Expenses of the Subfunds

The Subfunds bear the following expenses:

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- all taxes charged to the Subfund on the assets, income and expenses of the Subfund;
- the fees of the AIFM (according to Article 2 of the Management Regulations);
- the respective fees of the Depositary Bank and the registrar and transfer agent, which correspond to the usual rates in Luxembourg and will be paid quarterly in arrears;
- the fee of the Investment Manager(s);
- costs of legal and tax advice, including those incurred by the AIFM or the Depositary Bank, where they act in the interest of Unitholders;
- costs of establishing the Fund/Subfund and the initial issue of units;
- the fees of the Fund's auditor;
- all costs in connection with the purchase and sale of assets of the Subfunds, the issue and redemption of units, including costs to be paid to ensure sufficient liquidity in order to meet redemption requests, and expenses incurred for the payment of dividends;
- all costs incurred by the AIFM due to its activities (e.g. the preparation of documentation and the annual report, printing costs, publication costs, costs in connection with sales promotion and marketing activities/publications, registration fees, costs associated with reporting to supervisory authorities, interest, listing and brokerage costs, out-of-pocket disbursements of the Depositary Bank and of all other agents of the AIFM, costs of calculating and publishing the net asset value and issue/redemption prices, etc.);
- any other costs mentioned in the respective annexes of the Issuing Document.

All expenses and fees are first charged against income, then against capital gains, and only then to the assets of the individual Subfunds.

Article 10: Accounting year and auditing

The accounting year of the Fund and the Subfunds ends on 31 December of each year. The books of the AIFM and the assets of the Subfund are audited by an auditor certified in Luxembourg who is appointed by the AIFM. The first financial year shall begin on the date of the formation of the Fund and end on 31 December 2018.

The financial statements of the Fund will be prepared in accordance with Luxembourg GAAP. Each year, an annual report will be issued as of the end of the previous financial year comprising, inter alia, the audited financial statements of the Fund and each Subfund and a report on the activities of the Fund.

The reference currency of the Fund is the euro. The annual report will comprise consolidated accounts of the Fund expressed in euro as well as individual information on each Subfund expressed in the reference currency of such Subfund, provided that the AIFM may alternatively decide to issue a separate annual report for each Subfund, containing only aggregate data on the other Subfunds; in such case, each investor will only receive the annual report for the Subfund which it is invested in.

The annual reports will be made available to investors within six (6) months following the end of the reporting period.

Article 11: Distributions

The AIFM is entitled to distribute the whole of the available income of the Subfunds, the (realised or as yet unrealised) gains or the capital, in so far as permitted under the 2016 Law and in conformity with the regulations of the individual Subfunds.

The AIFM may at any time decide to pay interim dividends.

Article 12: Amendments to the Management Regulations

The AIFM may amend all or part of these Management Regulations with the consent of the Depositary Bank.

All amendments to the Management Regulations are lodged with the RCS, and a notice of such lodging is published in the Recueil électronique des sociétés et associations (the "RESA"). Unless provided for otherwise, they come into force on the day they are signed.

Unitholders will be informed in advance of any amendment to the Management Regulations; in the case of amendments that are potentially disadvantageous for them, if they have not previously agreed to such amendment, a reasonable period of time will be granted to allow them to sell or redeem their units before the amendment comes into force.

Article 13: Publications

The issue price and redemption price are available from the transfer agent of the Fund. The net asset value of a Subfund can also be obtained on request from the transfer agent.

The annual report is available to Unitholders at the registered office of the AIFM and the Depositary Bank within six months from the end of accounting year to which it relates.

Upon request, investors may obtain a copy of the Management Regulations from the AIFM free of charge.

Article 14: Term of the Fund/Subfunds, dissolution and merger

The Fund has been established for an indeterminate period. Subfunds and/or unit classes can be established for a defined period.

The dissolution of the Fund, a Subfund or a unit class is obligatory in the legally specified cases and at the end of their term in the case of Subfunds and unit classes established for a defined period.

The dissolution of the Fund, a Subfund or a unit class can also take place at any time upon the decision of the AIFM.

Where the Fund, a Subfund or a unit class is dissolved, the Unitholders are obliged to redeem all their units.

The Depositary Bank shall pay out the proceeds of liquidation, less the liquidation costs and fees, on the instruction of the AIFM or where applicable of the liquidators appointed by it or by the Depositary Bank in consultation with the relevant supervisory authority to the Unitholders by transfer to an account nominated by the latter.

In the event of the liquidation of the Fund or of a Subfund or of a unit class, the AIFM can either distribute the liquidation proceeds to the Unitholders after deduction of costs or, at the request of the Unitholders concerned, transfer the securities contained in the assets of the Subfund or unit class to them. In the latter case the AIFM is entitled to meet the costs arising in connection with the liquidation, and other claims against the Unitholders concerned, by selling assets of a Subfund or unit class.

The AIFM may further decide to merge the assets of a Subfund with another Subfund of the Fund or with the assets of another UCI. A decision for a merger of this nature taken by the Board of Directors will be binding on the Unitholders of the relevant Subfund upon the expiry of a 30-day period after receipt of notification. During this period Unitholders may redeem their units without a redemption charge.

Article 15: Limitation period

Claims of Unitholders against the AIFM or the Depositary Bank lapse if they are not enforced within five years. By subscribing units, investors declare their explicit agreement with this article.

Article 16: Applicable law, place of jurisdiction and contract language

The Management Regulations are subject to Luxembourg law. Any dispute between the Unitholders, the AIFM and the Depositary Bank shall be subject to the jurisdiction of the relevant competent court of the city of Luxembourg.

The contract language is English.

The Management Regulations will come into effect on 16 August 2017.

