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L'apposition du visa ne peut en aucun cas servir  
d'argument de publicité  
Luxembourg, le 2016-12-29  
Commission de Surveillance du Secteur Financier



## **HELIUM FUND**

Investment company with variable capital

### **PROSPECTUS**

**December 2016**

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## **IMPORTANT INFORMATION**

THE INFORMATION IN THIS PROSPECTUS IS BASED ON THE DIRECTORS' UNDERSTANDING OF CURRENT LAW AND PRACTICE (INCLUDING AS TO TAXATION) AT THE DATE HEREOF. BOTH LAW AND PRACTICE MAY BE SUBJECT TO CHANGE. IF YOU ARE IN ANY DOUBT ABOUT THE CONTENTS OF THIS PROSPECTUS, YOU SHOULD CONSULT YOUR STOCKBROKER, BANK MANAGER, SOLICITOR, ACCOUNTANT OR OTHER FINANCIAL ADVISER OR, IF YOU ARE IN THE UK, A PERSON AUTHORISED UNDER THE FINANCIAL SERVICES AND MARKETS ACT 2000 WHO SPECIALISES IN ADVISING ON THE ACQUISITION OF SHARES AND OTHER SECURITIES.

**It should be remembered that the price of shares of the Company and income from them can go down as well as up and that investors may not receive back the amount they originally invested.**

Shares are available for issue on the basis of the information and representations contained in this Prospectus. Any further information given or representations made by any person with respect to any shares must be regarded as unauthorised.

The Directors have taken all reasonable care to ensure that the facts stated herein are true and accurate in all material respects and that there are no other material facts, the omission of which would make misleading any statement herein whether of fact or opinion. All the Directors accept responsibility accordingly.

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

The shares have not been and will not be offered for sale or sold in the United States of America, its territories or possessions and all areas subject to its jurisdiction, or to United States Persons, except in a transaction which does not violate the securities laws of the United States of America. The Articles of Incorporation permit certain restrictions on the sale and transfer of shares to restricted persons and the Board of Directors has decided that United States persons shall be restricted persons and are defined as follows:

The term "United States Person" or "US Person" shall mean a citizen or resident of the United States of America, a partnership organised or existing under the laws of any state, territory or possession of the United States of America, or a corporation organised under the laws of the United States of America or of any state, territory or possession thereof, or any estate or trust, other than an estate or trust the income of which from sources outside the United States of America is not includable in gross income for purpose of computing United States income tax payable by it. If a shareholder subsequently becomes a "United States Person" and such fact comes to the attention of the Company, shares owned by that person may be compulsorily repurchased by the Company.

The distribution of this Prospectus and the offering of the shares may be restricted in certain jurisdictions. It is the responsibility of any persons in possession of this Prospectus and any persons wishing to apply for shares to inform themselves of, and to observe, all applicable laws and regulations of any relevant jurisdictions. Prospective applicants for shares should inform themselves as to legal requirements so applying and any applicable exchange control regulations and taxes in the countries of their respective citizenship, residence or domicile.

**The key investor information documents of each Class of each Sub-Fund (the "Key Investor Information Documents"), the latest annual and semi-annual reports of the Company (if any), are available at the registered office of the Company and will be sent to investors upon request. Such reports shall be deemed to form part of this Prospectus.**

Before subscribing to any Class and to the extent required by local laws and regulations each investor shall consult the relevant Key Investor Information Document(s). The Key Investor Information Documents provide information in particular on historical performance, the synthetic risk and reward indicator and charges. Investors may download the Key Investor Information Documents on the following website [www.syquant-capital.com](http://www.syquant-capital.com) or obtain them in paper form or on any other durable medium agreed between the Management Company or the intermediary and the investor.

The Board of Directors draws the investors' attention to the fact that any investor will only be able to fully exercise his/her/its investor rights directly against the Company, notably the right to participate in general meetings of shareholders if the investor is registered himself/herself/itself and in his/her/its own name in the Company's register of shareholders maintained by the Registrar and Transfer Agent. In cases where an investor invests in the Company through an intermediary investing into the Company in his/her/its own name but on behalf of the investor, it may not always be possible for the investor to exercise certain shareholder rights directly against the Company. Investors should seek advice from their salesman or intermediary on their rights in the Company.

Investors in the Company agree that data relating to them, their account and account activities may be stored, changed or used by the Company in accordance with the Luxembourg Law dated 2 August 2002 on data protection, as amended from time to time. Storage and use of this data by the Company is to develop and process the business relationship with investors and so investors may have access to their data in any jurisdiction where the data is kept. Data may be transmitted to other companies within the Syquant Capital Group, including the Management Company, intermediaries and other parties in the business relationship. Data may be available in jurisdictions other than where the Prospectus is available. The Company has taken reasonable measures to ensure confidentiality of the data transmitted within each of the entities concerned. The investor has the right to access his/her data in order to modify, correct or update them.

## **DIRECTORY**

### **Registered Office**

5, Allée Scheffer  
L-2520 Luxembourg  
Grand Duchy of Luxembourg

### **Board of Directors of the Company**

- Alain Reinhold, C.E.O., Reinhold & Partners
- Olivier Leymarie, C.E.O., Syquant Capital SAS
- Henri Jeantet, President, Syquant Capital SAS

### **Management Company**

Syquant Capital SAS  
160 Boulevard Haussmann  
F-75008 Paris  
France

### **Management of the Management Company**

- Olivier Leymarie, C.E.O
- Henri Jeantet, President

### **Depository and Paying Agent**

CACEIS Bank Luxembourg S.A. (until 31 December 2016),  
CACEIS Bank, Luxembourg Branch (as of 1 January 2017)  
5, Allée Scheffer  
L-2520 Luxembourg  
Grand Duchy of Luxembourg

### **Administration, Domiciliary and Registrar and Transfer Agent**

CACEIS Bank Luxembourg S.A. (until 31 December 2016),  
CACEIS Bank, Luxembourg Branch (as of 1 January 2017)  
5, Allée Scheffer  
L-2520 Luxembourg  
Grand Duchy of Luxembourg

### **Auditors**

Deloitte Audit S.à r.l.  
560, rue de Neudorf  
L-2220 Luxembourg  
Grand Duchy of Luxembourg

## **GENERAL PART**

### **1. STRUCTURE OF THE COMPANY**

The Company was incorporated in the Cayman Islands on 22 July 2005 as an open-ended investment company with limited liability under registration number CB-152300 and transferred its registered office to Luxembourg on 3 April 2013. The Company is an umbrella investment company with variable capital (*société d'investissement à capital variable*) taking the form of a *société anonyme* in the Grand Duchy of Luxembourg. It qualifies as an undertaking for collective investment in transferable securities ("UCITS") under Part I of the 2010 Law. As an umbrella structure, the Company may operate separate Sub-Funds, each being distinguished among others by their specific investment policy or any other specific feature as further detailed in the relevant Sub-Fund Particular. Within each Sub-Fund, different Classes the characteristics of which are further detailed in the relevant Sub-Fund Particular may be issued.

The Company constitutes a single legal entity, but the assets of each Sub-Fund are segregated from those of the other Sub-Fund(s). This means that the assets of each Sub-Fund shall be invested for the shareholders of the corresponding Sub-Fund and that the assets of a specific Sub-Fund are solely accountable for the liabilities, commitments and obligations of that Sub-Fund.

The Board of Directors may at any time resolve to set up new Sub-Fund(s) and/or create within each Sub-Fund one or more Classes. The Board of Directors may also at any time resolve to close a Sub-Fund, or one or more Classes within a Sub-Fund, to further subscriptions.

As of the time of the Prospectus, the following three Sub-Funds have been launched within the Company:

- HELIUM FUND – Helium Fund (hereafter referred to as "Helium Fund")
- HELIUM FUND – Helium Performance (hereinafter referred to as "Helium Performance")
- HELIUM FUND – Helium Selection (hereinafter referred to as "Helium Selection")

The Company was incorporated for an unlimited period. The capital of the Company shall be equal at all times to its net assets. The minimum capital of the Company shall be the minimum prescribed by the 2010 Law, which at the date of this Prospectus is the equivalent of EUR 1,250,000.

The Company is registered with the *Registre de Commerce et des Sociétés, Luxembourg* (Luxembourg register of commerce and companies) under number B 176.451. The Articles of Incorporation have been deposited with the *Registre de Commerce et des Sociétés, Luxembourg* and thereafter published in the *Mémorial* on 22 April 2013.

The reference currency of the Company is the EUR and all the financial statements of the Company will be presented in EUR.

## **2. INVESTMENT OBJECTIVES AND POLICIES OF THE COMPANY**

The Company seeks to provide a comprehensive range of Sub-Fund(s) with the purpose of spreading investment risk and satisfying the requirements of investors seeking to emphasise income, capital conservation and/or capital growth as detailed for each Sub-Fund in the relevant Sub-Fund Particular.

In carrying out the investment objectives of the Company, the Directors at all times seek to maintain an appropriate level of liquidity in the assets of the relevant Sub-Fund so that redemptions of shares under normal circumstances may be made without undue delay upon request by the shareholders.

Whilst using their best endeavours to attain the investment objectives, the Directors cannot guarantee the extent to which these objectives will be achieved. The value of the shares and the income from them can fall as well as rise and investors may not realise the value of their initial investment. Changes in the rates of exchange between currencies may also cause the value of the shares to diminish or to increase.

## **3. RISK MANAGEMENT PROCESS**

The Management Company, on behalf of the Company will employ a risk-management process which enables it to monitor and measure at any time the risk of the positions and their contribution to the overall risk profile of each Sub-Fund. The Management Company, on behalf of the Company will employ, if applicable, a process for accurate and independent assessment of the value of any OTC derivative instruments.

As part of the risk management process global exposure relating to derivative instruments – which essentially measures the additional exposure to market risk resulting from the use of derivatives – for each Sub-Fund is monitored. The Management Company uses either the commitment, the relative or the absolute value-at-risk (VaR) approach as indicated for each Sub-Fund in the relevant Sub-Fund Particular. The methodology follows the ESMA's guidelines on risk measurement and the calculation of global exposure and counterparty risk for UCITS.

Under the commitment approach each derivative position (including embedded derivatives) is in principle converted into the market value of the equivalent position in the underlying asset or by the notional value or the price of the futures contract where this is more conservative (the derivative position's commitment). If derivative positions are eligible for netting they may be excluded from the calculation. For hedge positions, only the net position is taken into account. Also excluded may be derivative positions which swap risk positions from securities held to other financial exposures under certain circumstances, as are derivative positions which are covered by cash positions and which are not considered to generate any incremental exposure and leverage or market risk.

Global exposure relating to derivative instruments is the sum of the absolute values of these net commitments and is typically expressed as a percentage of the total net assets of a Sub-Fund. Global exposure relating to derivative instruments is limited to 100% for Sub-Funds using the commitment approach.

Under the relative VaR approach a reference portfolio is assigned to each Sub-Fund. Then the following calculations are undertaken:

- (a) VaR for the Sub-Fund's current holdings
- (b) VaR for the reference portfolio

VaR is calculated using a 20 day time horizon with a 99% confidence level. Under the relative VaR approach, the VaR for the Sub-Fund's current holding will not be greater than twice the VaR for the reference portfolio. Under the absolute VaR approach, the VaR of the Sub-Fund's current holdings may not exceed a specified value.

The expected level of leverage is indicated for each Sub-Fund in the relevant Sub-Fund Particular using the VaR approach; this is however not a limit and higher levels of leverage may occur.

Pursuant to an investment restrictions and policies monitoring support services agreement signed on 3 April 2013, the Management Company has appointed CACEIS Bank Luxembourg (until 31 December 2016) and CACEIS Bank, Luxembourg Branch (as of 1 January 2017) in order to support the Management Company with certain monitoring services of the investment restrictions and policies applicable to the Company and its Sub-Funds. The services provided by CACEIS Bank Luxembourg (until 31 December 2016) and CACEIS Bank, Luxembourg Branch (as of 1 January 2017) will more particularly consist in compliance monitoring of the investments made by the Management Company and/or the Investment Manager (as the case may be) with the investment policies and restrictions contained in this Prospectus and applicable laws and regulations.

Upon request of an investor, the Management Company will provide supplementary information relating to the quantitative limits that apply in the risk management of each Sub-Fund, to the methods chosen to this end and to the recent evolution of the risks and yields of the main categories of instruments.

#### **4. RISK CONSIDERATIONS**

**Investment in any Sub-Fund carries with it a degree of risk, including, but not limited to, those referred to below. Potential investors should review the Prospectus in its entirety and the relevant Key Investor Information Document and consult with their legal, tax and financial advisors prior to making a decision to invest.**

**There can be no assurance that the Sub-Fund(s) of the Company will achieve their investment objectives and past performance should not be seen as a guide to future returns. An investment may also be affected by any changes in exchange control regulation, tax laws, withholding taxes and economic or monetary policies.**

### ***Market risk***

The value of investments and the income derived therefrom may fall as well as rise and investors may not recoup the original amount invested in the Company. In particular, the value of investments may be affected by uncertainties such as international, political and economic developments or changes in government policies.

### ***Foreign exchange risk***

Because a Sub-Fund's assets and liabilities may be denominated in currencies different to the Base Currency or to the reference currency of the relevant Class, the Sub-Fund / relevant Class may be affected favourably or unfavourably by exchange control regulations or changes in the exchange rates between the Base Currency (or reference currency of the relevant Class) and other currencies. Changes in currency exchange rates may influence the value of a Sub-Fund's / Class' shares, the dividends or interest earned and the gains and losses realised. Exchange rates between currencies are determined by supply and demand in the currency exchange markets, the international balance of payments, governmental intervention, speculation and other economic and political conditions.

If the currency in which a security is denominated appreciates against the Base Currency (or the reference currency of the relevant Class) the value of the security will increase. Conversely, a decline in the exchange rate of the currency would adversely affect the value of the security.

A Sub-Fund / Class may engage in foreign currency transactions in order to hedge against currency exchange risk however there is no guarantee that hedging or protection will be achieved. This strategy may also limit the Sub-Fund / Class from benefiting from the performance of a Sub-Fund's / Class' securities if the currency in which the securities held by the Sub-Fund / Class are denominated rises against the Base Currency (or reference currency of the relevant Class). In case of a hedged Class (denominated in a currency different from the Base Currency), this risk applies systematically.

### ***Liquidity risk***

A Sub-Fund is exposed to the risk that a particular investment or position cannot be easily unwound or offset due to insufficient market depth or market disruption. This can affect the ability of a shareholder to redeem funds from that Sub-Fund, and can also have an impact on the value of the Sub-Fund.

The Management Company manages a robust risk management process effective on a daily basis in identifying, measuring, monitoring and controlling the liquidity risk for all assets classes including, but not limited to financial derivative instruments.

### ***Interest rate risk***

A Sub-Fund that has exposure to Fixed Income Securities may fall in value if interest rates change. Generally, the prices of debt securities rise when interest rates fall, whilst their prices fall when interest rates rise. Longer term debt securities are usually more sensitive to interest rate changes.

### ***Credit risk***

A Sub-Fund which has exposure to Fixed Income Securities is subject to the risk that issuers may not make payments on such securities. An issuer suffering an adverse change in its financial condition could lower the credit quality of a security, leading to greater price volatility of the security. A lowering of the credit rating of a security may also offset the security's liquidity, making it more difficult to sell. Sub-Fund(s) investing in lower quality debt securities are more susceptible to these problems and their value may be more volatile.

### ***Downgrading Risk***

Investment Grade bonds may be subject to the risk of being downgraded to Non-Investment Grade bonds. In the event of downgrading in the credit ratings of a security or an issuer relating to a security, the Sub-Fund's investment value in such security may be adversely affected. The Management Company may or may not dispose of the securities, subject to the investment objective of the Sub-Fund. If downgrading occurs, the non-Investment Grade debt risk outlined in the paragraph below will apply.

### ***Emerging Markets***

Sub-Funds may invest, in part or in whole, in emerging market securities. The price of these securities may be more volatile than those of securities in more developed markets. As a result there may be a greater risk of price fluctuation or of the suspension of redemptions in such Sub-Funds, compared to Sub-Funds investing in more mature markets. This volatility may stem from political and economic factors and be exacerbated by legal, trading liquidity, settlement, transfer of securities and currency factors. Some emerging market countries have relatively prosperous economies but may be sensitive to world commodity prices and/or volatile inflation rates. Others are especially vulnerable to economic conditions. Although care is taken to understand and manage these risks, the respective Sub-Funds and accordingly the Shareholders in those Sub-Funds will ultimately bear the risks associated with investing in these markets.

### ***Non-Investment Grade Debt***

Credit risk is greater for investments in fixed-income securities that are rated below Investment Grade or which are of comparable quality than for Investment Grade securities. It is more likely that income or capital payments may not be made when due. Thus the risk of default is greater. The amounts that may be recovered after any default may be smaller or zero and the Sub-Fund may incur additional expenses if it tries to recover its losses through bankruptcy or other similar proceedings. The market for these securities may be less active, making it more difficult to sell the securities. Valuation of these securities is more difficult and thus the Sub-Fund's price may be more volatile.

### ***Volatility of financial derivative instruments***

The price of a financial derivative instrument can be very volatile. This is because a small movement in the price of the underlying security, index, interest rate or currency may result in a substantial movement in the price of the financial derivative instrument. Investment in financial derivative instruments may result in losses in excess of the amount invested.

### ***Futures and options***

Under certain conditions, the Company may use options and futures on securities, indices and interest rates for different purposes (i.e. investment, hedging and efficient portfolio management). Also, where appropriate, the Company may hedge market and currency risks using futures, options or forward foreign exchange contracts.

Transactions in futures carry a high degree of risk. The amount of the initial margin is small relative to the value of the futures contract so that transactions are "leveraged" or "geared". A relatively small market movement will have a proportionately larger impact which may work for or against the investor. The placing of certain orders which are intended to limit losses to certain amounts may not be effective because market conditions may make it impossible to execute such orders.

Transactions in options also carry a high degree of risk. Selling ("writing" or "granting") an option generally entails considerably greater risk than purchasing options. Although the premium received by the seller is fixed, the seller may sustain a loss well in excess of that amount. The seller will also be exposed to the risk of the purchaser exercising the option and the seller will be obliged either to settle the option in cash or to acquire or deliver the underlying investment. If the option is "covered" by the seller holding a corresponding position in the underlying investment or a future on another option, the risk may be reduced.

### ***Warrants Risk***

For Sub-Funds investing in warrants, there may be a higher degree of risk so that a relatively small movement in the price of the underlying security may result in a disproportionately large movement in the price of the warrant. Although the Sub-funds' exposure to warrants may be strictly controlled, the value of shares in the Sub-funds investing in warrants may be subject to significant fluctuations.

### ***Financial Derivative Instruments***

The Company may use various financial derivative instruments to reduce risks or costs or to generate additional capital or income in order to meet the investment objectives of the Company. The Sub-Funds may use derivatives extensively and/or for more complex strategies (i.e. have extended derivative powers), as further described in the relevant Sub-Fund Particular. Throughout this section and others that refer to financial derivatives instruments, privately negotiated or non-exchange traded derivatives are referred to as being 'Over The Counter', which is abbreviated to OTC.

Investors may wish to consult their independent financial adviser about the suitability of a particular fund for their investment needs bearing in mind its powers with regard to the use of derivatives.

While the judicious use of derivative instruments by the Management Company can be beneficial, derivative instruments also involve risks different from, and, in certain cases, greater than, the risks associated with more traditional investments. The use of derivatives may give rise to a form of leverage, which may cause the Net Asset Values of these Sub-Funds to be more volatile and/or change by greater amounts than if they had not been leveraged. This is because leverage tends to exaggerate the effect of any increase or decrease in the value of the respective Sub-Funds' portfolio securities and other instruments.

The following are important risk factors and issues concerning the use of derivative instruments that investors should understand before investing in these Sub-Funds:

- Market Risk – This is the general risk applicable to all investments that the value of a particular investment may fluctuate. Where the value of the underlying asset (either security or reference benchmark) of a derivative instrument changes, the value of the instrument will become positive or negative, depending on the performance of the underlying asset. For non-option derivatives the absolute size of the fluctuation in value of a derivative will be very similar to the fluctuation in value of the underlying security or reference benchmark. In the case of options, the absolute change in value of an option will not necessarily be similar to the change in value of the underlying because, as explained further below, changes in options values are dependent on a number of other variables.
- Liquidity Risk – Liquidity risk exists when a particular instrument is difficult to purchase or sell. If a derivative instrument transaction is particularly large or if the relevant market is illiquid (as can be the case with OTC derivative instruments), it may not be possible to initiate a transaction or liquidate a position at an advantageous price.
- Counterparty Credit Risk – This is the risk that a loss may be sustained by a Sub-Fund as a result of the failure of the other party to a derivative instrument (usually referred to as a 'counterparty') to comply with the terms of the derivative instrument contract. The counterparty credit risk for exchange-traded derivative instruments is generally less than for OTC derivative instruments, since the clearing firm, which is the issuer or counterparty to each exchange-traded derivative instrument, provides a guarantee of clearing. This guarantee is supported by a daily payment system (i.e. margin requirements) operated by the clearing firm in order to reduce overall counterparty credit risk. Assets deposited as margin with the brokers and/or exchanges may not be held in segregated accounts by these counterparties and may therefore become available to the creditors of such counterparties in the event of default by them. For privately negotiated OTC derivative instruments, there is no similar clearing firm guarantee. Therefore, the Management Company adopts a counterparty risk management framework which measures, monitors and manages counterparty credit risk, taking into account both current and potential future credit exposure, through the use of internal credit assessments and external credit agency ratings. Privately negotiated OTC derivative instruments are not standardised. They are an

agreement between two parties and can therefore be tailored to the requirements of the parties involved. The documentation risk is reduced by adhering to standard ISDA documentation.

A Sub-Fund's exposure to an individual counterparty shall not exceed 10% of the relevant Sub-Fund's net assets. Counterparty credit risk may be further mitigated through the use of collateral agreements. However, collateral arrangements are still subject to the insolvency risk and credit risk of the issuers or depository of the collateral. Further, collateral thresholds exist below which collateral is not called for and timing differences between calculating the need for collateral and its receipt by the fund from the counterparty will both mean that not all the current exposure will be collateralized.

- Settlement Risk – Settlement risk exists when futures, forwards, contracts for differences options and swaps (of any type) are not settled in a timely manner, thereby increasing counterparty credit risk prior to settlement and potentially incurring funding costs that would otherwise not be experienced. If settlement never occurs the loss incurred by the fund will be the same as it is for any other such situation involving a security namely the difference between the price of the original contract and the price of the replacement contract, or, in the case where the contract is not replaced the absolute value of the contract at the time it is voided.
- Fund Management Risk – Derivative instruments are highly specialised instruments that require investment techniques and risk analyses different from those associated with stocks and bonds. The use of a derivative instrument requires an understanding not only of the underlying asset but also of the derivative instrument itself, without necessarily the benefit of observing the performance of the derivative instrument under all possible market conditions. Further the price of an OTC derivative might not move in line with the price of the underlying instrument in some market conditions.
- Other Risks – Other risks in using derivative instruments include the risk of mispricing or improper valuation. Some derivative instruments, in particular privately negotiated OTC derivative instruments, do not have prices observable on an exchange and so involve the use of formulae, with prices of underlying securities or reference benchmarks obtained from other sources of market price data. OTC options involve the use of models, with assumptions, which increases the risk of pricing errors. Improper valuations could result in increased cash payment requirements to counterparties or a loss of value to the funds. Derivative instruments do not always perfectly or even highly correlate or track the value of the assets, rates or indices they are designed to track. Consequently, the Sub-Funds' use of derivative instruments may not always be an effective means of, and sometimes could be counterproductive to, furthering the Sub-Funds' investment objective.
- Short Exposure – The Sub-Funds utilise synthetic short exposures through the use of cash settled derivatives such as swaps, futures and forwards in order to enhance the Sub-Funds' overall performance. A synthetic short sale position replicates the economic effect of a transaction in which a Sub-Fund sells a security it does not own but has borrowed, in

anticipation that the market price of that security will decline. When a Sub-Fund initiates such a synthetic short position in a security that it does not own, it enters into a derivative-based transaction with a counterparty or broker-dealer and closes that transaction on or before its expiry date through the receipt or payment of any gains or losses resulting from the transaction. A Sub-Fund may be required to pay a fee to synthetically short particular securities and is often obligated to pay over any payments received on such securities.

If the price of the security on which the synthetic short position is written increases between the time of the initiation of the synthetic short position and the time at which the position is closed, the Sub-Fund will incur a loss; conversely, if the price declines, the Sub-Fund will realise a short-term capital gain. Any gain will be decreased and any loss increased by the transactional costs described above. Although a Sub-Fund's gain is limited to the price at which it opened the synthetic short position, its potential loss is theoretically unlimited.

Leverage – A Sub-Fund's portfolio may be leveraged by using derivative instruments e.g. as a result of its transactions in the futures and options markets. A low margin deposit is required in futures trading and the low cost of carrying cash positions permit a degree of leverage, which may result in exaggerated profits or losses to an investor. A relatively small price movement in a futures position or the underlying instrument may result in substantial losses to the Sub-Fund resulting in a similar decline to the Net Asset Value per Share. The writer of an option is subject to the risk of loss resulting from the difference between the premium received for the option and the price of the futures contract or security underlying the option which the writer must purchase or deliver upon exercise of the option.

#### ***Risks in relation to specific derivative instruments***

For Sub-Funds using one or a combination of the following instruments the following risks should be considered, as applicable:

- Security Forward Contracts and Contracts for Difference – The risk to the buyer or seller of such contracts is the change in value of the underlying security. When the value of the underlying security changes, the value of the contract becomes positive or negative. Unlike futures contracts (which are settled through a clearing firm), OTC forward contracts and contracts for difference are privately negotiated between two parties and are not standardised. Further, the two parties must bear each other's credit risk, which is not the case with a futures contract and collateral is arranged to mitigate this risk. Also, since these contracts are not exchange traded, there is no marked-to-market margin requirement, which allows a buyer to avoid almost all capital outflow initially.
- Equity Index, Single Stock, Interest Rate and Bond Futures – The risk to the buyer or seller of an exchange-traded future is the change in value of the underlying reference index/security/contract/bond. Futures contracts are forward contracts, meaning they represent a pledge to make a certain economic transfer at a future date. The exchange of value occurs by the date specified in the contract; the majority of contracts have to be cash settled and where physical delivery is an option the underlying instrument is actually rarely

exchanged. Futures are distinguished from generic forward contracts in that they contain standardised terms, trade on a formal exchange, are regulated by overseeing agencies, and are guaranteed by clearing firms. Also, in order to ensure that payment will occur, futures have both an initial margin and a margin requirement which moves in line with the market value of the underlying asset that must be settled daily.

- Exchange-traded and OTC Options – Options are complex instruments whose value depends on many variables including the strike price of the underlying (versus the spot price both at the time the option is transacted and subsequently), the time to maturity of the option, the type of option (European or American or other type) and volatility among others. The most significant contributor to market risk resulting from options is the market risk associated with the underlying when the option has an intrinsic value (i.e. it is 'in-the-money'), or the strike price is near the price of the underlying ('near-the-money'). In these circumstances the change in value of the underlying will have a significant influence on the change in value of the option. The other variables will also have an influence, which will likely to be greater the further away the strike price is from the price of the underlying. Unlike exchange traded option contracts (which are settled through a clearing firm), OTC option contracts are privately negotiated between two parties and are not standardised. Further, the two parties must bear each other's credit risk and collateral is arranged to mitigate this risk. The liquidity of an OTC option can be less than an exchange traded option and this may adversely affect the ability to close out the option position, or the price at which such a close out is transacted.
- Interest Rate Swaps – An interest rate swap normally involves exchanging a fixed interest amount per payment period for a payment that is based on a floating rate benchmark. The notional principal of an interest rate swap is never exchanged, only the fixed and floating amounts. Where the payment dates of the two interest amounts coincide there is normally one net settlement. The market risk of this type of instrument is driven by the change in the reference benchmarks used for the fixed and floating legs. An interest rate swap is an OTC agreement between two parties and so can be tailored to the requirements of the parties involved. Consequently each party bears the other's credit risk and collateral is arranged to mitigate this risk.
- Foreign Exchange Contracts – These involve the exchange of an amount in one currency for an amount in a different currency on a specific date. Once a contract has been transacted the value of the contract will change depending on foreign exchange rate movements and, in the case of forwards, interest rate differentials. To the extent that such contracts are used to hedge non-base currency foreign currency exposures back to the base currency of the Sub-Fund, there is a risk that the hedge may not be perfect and movements in its value may not exactly offset the change in value of the currency exposure being hedged. Since the gross amounts of the contract are exchanged on the specified date, there is a risk that if the counterparty with whom the contract has been agreed goes into default between the time of payment by the Sub-Fund but before receipt by the Sub-Fund of the amount due from the counterparty, then the Sub-Fund will be exposed to the counterparty credit risk of the amount not received and the entire principal of a transaction could be lost.

- Credit Default Swaps (CDS) – These contracts represent a credit derivative, whose market value will change in line with the perceived credit standing of the underlying security or basket of securities. Where protection has been sold, the fund has a similar credit exposure to the underlying security or basket of securities as if they had actually been bought. Where protection has been bought, the fund will receive a payment from the counterparty to the swap if the underlying security (or one in the basket of securities) defaults, based on the difference between the notional principal of the swap and the expected recovery value, as determined by the market at the time of default. The swap contract is an agreement between two parties and therefore each party bears the other's counterparty credit risk. Collateral is arranged to mitigate this risk. The documentation risk for CDS is reduced by adhering to standard ISDA documentation. The liquidity of a CDS may be worse than the liquidity of the underlying security or securities in the basket and this may adversely affect the ability to close out a CDS position or the price at which such a close out is transacted.
- Total Return Swaps (TRS) – These contracts represent a combined market and credit default derivative and their value will change as a result of fluctuations in interest rates as well as credit events and credit outlook. A TRS which involves the Sub-Fund receiving the total return is similar in risk profile to actually owning the underlying reference security. Further, these transactions may be less liquid than interest rate swaps as there is no standardisation of the underlying reference benchmark and this may adversely affect the ability to close out a TRS position or the price at which such a close out is transacted. The swap contract is an agreement between two parties and therefore each party bears the other's counterparty credit risk and collateral is arranged to mitigate this risk. A Sub-Fund entering into a TRS is further exposed to the risk of bankruptcy, settlement default or any other type of default by the counterparty of the TRS. As mentioned above in ‘Counterparty Credit Risk’ of section 4. Risk considerations, the counterparty risk cannot exceed 10% of the relevant Sub-Fund’s net assets, per counterparty. The documentation risk for TRS is reduced by adhering to standard ISDA documentation.
- Inflation Index Swaps – The market risk of this type of instrument is driven by the change in the reference benchmarks used for the two legs of the transaction, one of which will be an inflation benchmark. This is an agreement between two parties and so can be tailored to the requirements of the parties involved. Consequently each party bears the other's credit risk and collateral is arranged to mitigate this risk. An inflation index swap normally involves exchanging a fixed final amount for a payment that is not fixed (the floating side of the swap would usually be linked to an inflation index in one of the major currencies).

### ***Effect of substantial withdrawals***

Substantial withdrawals by shareholders within a short period of time could require the liquidation of positions more rapidly than would otherwise be desirable, which could adversely affect the value of the assets of the Company. The resulting reduction in the assets of the Company could make it more difficult to generate a positive rate of return or to recoup losses due to a reduced equity base.

### ***Political risks***

The value of the Company's assets may be affected by uncertainties such as political developments, changes in government policies, taxation, currency repatriation restrictions and restrictions on foreign investment in some of the countries in which the Company may invest.

### ***General economic conditions***

The success of any investment activity is influenced by general economic conditions, which may affect the level and volatility of interest rates and the extent and timing of investor participation in the markets for both equity and interest rate sensitive securities. Unexpected volatility or illiquidity in the markets in which the Company directly or indirectly holds positions could impair the ability of the Company to carry out its business and could cause it to incur losses.

## **5. SHARES**

The Board of Directors may, within each Sub-Fund, decide to create different Classes of shares whose assets will be commonly invested pursuant to the specific investment policy of the relevant Sub-Fund, but where a specific fee structure, hedging strategy, reference currency, distribution policy or other specific features may apply to each Class. A separate Net Asset Value per share, which may differ as a consequence of these variable factors, will be calculated for each Class. The offering details of each Sub-Fund, including the name and characteristics of the different Classes created in each Sub-Fund are disclosed in the relevant Sub-Fund Particular. The Board of Directors may at any time decide to issue further Classes of shares in each Sub-Fund, in which case the relevant Sub-Fund Particular will be amended accordingly.

Within each Class, separate currency hedged Classes may be issued. Any fees relating to the hedging strategy (including any fees of the Administration Agent relating to the execution of the hedging policy) will be borne by the relevant Class. Any gains or losses from the currency hedging shall accrue to the relevant hedged Class.

Fractions of shares up to three decimal places will be issued if so decided by the Board of Directors. Such fractions shall not be entitled to vote but shall be entitled to participate in the net assets and any distributions attributable to the relevant Class on a *pro rata* basis.

All shares must be fully paid-up; they are of no par value and carry no preferential or pre-emptive rights. Each share of the Company, irrespective of its Sub-Fund, is entitled to one vote at any general meeting of shareholders, in compliance with Luxembourg law and the Articles of Incorporation. The Company will recognise only one holder in respect of each share. In the event of joint ownership, the Company may suspend the exercise of any voting right deriving from the relevant share(s) until one person shall have been designated to represent the joint owner *vis-à-vis* the Company.

Shares will in principle be freely transferable to investors complying with the eligibility criteria of the relevant Class and provided that shares are neither acquired nor held by or on behalf of any person in breach of the law or requirements of any country or governmental or regulatory authority, or which

might have adverse taxation or other pecuniary consequences for the Company, including a requirement to register under any securities or investment or similar laws or requirements of any country or authority. The Directors may in this connection require a shareholder to provide such information as they may consider necessary to establish whether he is the beneficial owner of the shares which he holds.

## **6. HOW TO BUY SHARES**

### **6.1 Application**

Investors buying shares for the first time should complete the Application Form. Investors are allocated a personal account number upon acceptance of their Application Form. Any subsequent purchase of shares can be made by letter or fax.

### **6.2 Dealing cut-off times**

The dealing cut-off times are indicated in the relevant Sub-Fund Particular.

Applications received after the relevant cut-off times will normally be dealt on the next following Subscription Day.

Investors and shareholders dealing through distributors (including those offering nominee services) shall be entitled to deal until the relevant dealing cut-off times.

### **6.3 Acceptance**

The right is reserved by the Company to reject any subscription or conversion application in whole or in part without giving the reasons thereof. If an application is rejected, the application monies or balance thereof will be returned at the risk of the applicant and without interest as soon as practicable.

### **6.4 Anti-money laundering and prevention of terrorist financing**

Pursuant to the Luxembourg Laws of 19 February 1973 (as amended), to combat drug addiction, of 5 April 1993 (as amended), relating to the financial sector and of 12 November 2004 (as amended) on the fight against money laundering and terrorist financing and to the relevant CSSF circulars, obligations have been imposed on professionals of the financial sector to prevent the use of undertakings for collective investment such as the Company for money laundering and terrorist financing purposes ("AML & KYC").

As a result of such provisions, the registrar and transfer agent of a Luxembourg undertaking for collective investment shall in principle ascertain the identity of the subscriber in accordance with Luxembourg laws and regulations. The Registrar and Transfer Agent may require applicants to provide any document it deems necessary to effect such identification.

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

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

The list of identification documents to be provided by each applicant will be based on the AML & KYC requirements as stipulated in the CSSF's circulars and regulations as amended from time to time and based on the AML & KYC guidelines of the current Registrar and Transfer Agent. These requirements may be amended following any new Luxembourg regulations.

Applicants may be asked to produce additional documents for verification of their identity before acceptance of their applications. In case of refusal by the applicant to provide the documents required, the application will not be accepted.

Before redemption proceeds are released, the Registrar and Transfer Agent will require original documents or certified copies of original documents to comply with the Luxembourg regulations.

## **6.5 Settlement**

### ***In Cash***

Subscription proceeds will in principle be paid in the reference currency of the relevant Class specified in the relevant Sub-Fund Particular within the timeframe provided for in the relevant Sub-Fund Particular. The Board of Directors may also accept payment in any other freely convertible currency specified by the applicant. In that case, any currency conversion cost shall be borne by the applicant.

Settlement may be made by electronic transfer net of bank charges to the relevant correspondent bank(s) quoting the applicant's name and stating the appropriate Sub-Fund / Class into which settlement monies are paid. Details of the relevant correspondent bank(s) are given on the Application Form or may be obtained from a distributor.

### ***In Kind***

The Directors may, at their discretion, decide to accept securities as valid consideration for a subscription provided that these comply with the investment policy and restrictions of the relevant Sub-Fund. To the extent legally or regulatory required, a special report of the Company's Luxembourg Auditors will be issued. Additional costs resulting from a subscription in kind (including the costs of the Auditors' report) will be borne exclusively by the subscriber concerned, unless the Board of Directors considers that the subscription in kind is in the best interests of the Company or made to protect the interests of the Company, in which case such costs may be borne in all or in part by the Company.

## **6.6 Share allocation**

Shares are provisionally allotted but not allocated until cleared funds have been received by the Company or to its order. Cleared monies must be received by the Company or by a correspondent bank to its order, not later than the deadlines set forth in the relevant Sub-Fund Particular.

If settlement is not received by the Company or to its order in cleared funds by the due date the Company reserves the right to cancel the provisional allotment of shares without prejudice to the right of the Company to obtain compensation of any loss directly or indirectly resulting from the failure of an applicant to effect settlement.

## **6.7 Contract notes**

Contract notes are faxed and/or posted to the investor on the allotment of shares. The shareholder personal account number is included in the contract note and should be quoted on all further correspondence.

## **6.8 Form of shares**

Shares are only issued in registered form and ownership of shares will be evidenced by entry in the Register. Shareholders will receive a confirmation of their shareholding as soon as reasonably practicable after the relevant Valuation Day.

Some Class of shares may be available through clearing systems linked through Clearstream Banking S.A. ("Clearstream") or Euroclear Belgium SA/NV as operator of the Euroclear system ("Euroclear"). Clearstream and Euroclear each hold securities for their customers and facilitate the clearance and settlement of securities transactions by electronic book-entry transfer between their respective customers. Clearstream and Euroclear have established an electronic bridge between their two systems across which their respective customers may settle trades with each other. If available, such Classes held through Clearstream and Euroclear would be issued in global form and registered in the name of, and held by, the common depository of Clearstream and Euroclear.

## **6.9 Swing Pricing**

A Sub-Fund may suffer a reduction in value as a result of the transaction costs incurred in the purchase and sale of its underlying investments and the spread between the buying and selling prices of such investments caused by subscriptions, redemptions and/or conversions in and out of the Sub-Fund. This is known as "dilution". In order to counter this and to protect shareholders' interests, the Directors may apply "swing pricing" as part of its valuation policy. This will mean that in certain circumstances the Directors may make adjustments in the calculations of the Net Asset Values per share, to counter the impact of dealing and other costs on occasions when these are deemed to be significant.

If on any Valuation Day the aggregate transactions in shares of a Sub-Fund result in a net increase or decrease of shares which exceeds a threshold set by the Board of Directors from time to time for that Sub-Fund (relating to the cost of market dealing for that Sub-Fund), the Net Asset Value of the Sub-Fund will be adjusted by an amount (not exceeding 2% of that Net Asset Value) which reflects both the estimated fiscal charges and dealing costs that may be incurred by the Sub-Fund and the estimated bid/offer spread of the assets in which the Sub-Fund invests. The adjustment will be an addition when the net movement results in an increase of all shares of the Company and a deduction when it results in a decrease.

### **6.10 Dilution Levy**

The value of the property of a Sub-Fund may be reduced as a result of the costs incurred in the dealings in the Sub-Fund's investments, including stamp duty and any difference between the buying and selling price of such investments. In order to mitigate against such "dilution" and consequent potential adverse effect on remaining shareholders, the Company has the power to charge a "dilution levy" of up to 2% of the applicable Net Asset Value when shares are subscribed for or redeemed, such "dilution levy" to accrue to the affected Sub-Fund. Any dilution levy must be fair to all shareholders and potential shareholders and the Company will operate this measure in a fair and consistent manner to reduce dilution and only for that purpose and will not be applied if the swing pricing mechanism is used.

## **7. HOW TO SELL SHARES**

The terms and conditions applying to the redemption of the shares of the Company are detailed, for each Sub-Fund, in the relevant Sub-Fund Particular.

### **7.1 Request**

Redemption requests should be made to the Company, either directly to the Registrar and Transfer Agent or through an appointed distributor. Redemption requests may be made by letter or fax.

They must include the names and personal account number(s) of the shareholder(s), the number of shares to be repurchased relating to each Sub-Fund and any special instructions for despatch of the redemption proceeds.

In compliance with the forward pricing principle, redemption requests received after the applicable cut-off time (as detailed, for each Sub-Fund in the relevant Sub-Fund Particular) will be deferred to the next following Redemption Day.

### **7.2 Settlement**

#### ***In Cash***

Redemption proceeds will in principle be paid in the reference currency of the relevant Class specified in the relevant Sub-Fund Particular within the timeframe provided for in the relevant Sub-Fund

Particular. The Board of Directors may also agree to satisfy the payment of redemption proceeds in any other freely convertible currency specified by the shareholder. In that case, any currency conversion cost shall be borne by the shareholder and the payment of the redemption proceeds will be carried out at the risk of the shareholder.

#### ***In Kind***

At a shareholder's request, the Company may elect to make a redemption in kind subject to a special report from the Company's Luxembourg Auditors (to the extent this report is legally or regulatory required), having due regard to the interests of all shareholders, to the industry sector of the issuer, to the country of issue, to the liquidity and to the marketability and the markets on which the investments distributed are dealt in and to the materiality of investments. Additional costs resulting from a redemption in kind will be borne exclusively by the shareholder concerned, unless the Board of Directors considers that the redemption in kind is in the best interests of the Company or made to protect the interests of the Company, in which case such costs may be borne in all or in part by the Company.

#### **7.3 Contract notes**

Contract notes are posted to shareholders as soon as practicable after the transaction has been effected.

#### **7.4 Compulsory redemption**

If a redemption/conversion instruction would reduce the value of a shareholder's residual holding in any one Sub-Fund or Class to below the minimum holding requirement as set forth (the case being) in the relevant Sub-Fund Particular, the Company may decide to compulsorily redeem the shareholder's entire holding in respect of that Sub-Fund.

The Company may also compulsorily redeem any shares are acquired or held by or on behalf of any person in breach of the law or requirements of any country or governmental or regulatory authority, or which might have adverse taxation or other pecuniary consequences for the Company, including a requirement to register under any securities or investment or similar laws or requirements of any country or authority, as further detailed in the Articles of Incorporation.

If it appears at any time that a holder of shares of a Class or of a Sub-Fund reserved to Institutional Investors (under the meaning of Article 174 of the 2010 Law) is not an Institutional Investor, the Board of Directors will convert the relevant shares into shares of a Class or of a Sub-Fund which is not restricted to Institutional Investors (provided that there exists such a Class of Shares or of a Sub-Fund with similar characteristics) or compulsorily redeem the relevant shares in accordance with the provisions set forth in the Articles of Incorporation.

## **7.5 Deferral of redemption**

In order to ensure that shareholders who remain invested in the Company are not disadvantaged by the reduction of the liquidity of the Company's portfolio as a result of significant redemption applications received over a limited period, the Directors may apply the procedures set out below in order to permit the orderly disposal of securities to meet redemptions.

The Company, having regard to the fair and equal treatment of shareholders, on receiving requests to redeem shares amounting to 10% or more of the net asset value of any Sub-Fund shall not be bound to redeem on any Redemption Day a number of shares representing more than 10% of the net asset value of any Sub-Fund. If the Company receives requests on any Redemption Day for redemption of a greater number of shares, it may declare that such redemptions exceeding the 10% limit may be deferred for such period as the Board of Directors considers being in the best interests of the Sub-Fund. Unless otherwise decided by the Board of Directors on the basis of exceptional circumstances, the deferral period should in principle not exceed three months. Redemption requests will be met in priority to later requests.

Payment of redemption proceeds may be delayed if there are any specific statutory provisions such as foreign exchange restrictions, or any circumstances beyond the Company's control which make it impossible to transfer the redemption proceeds to the country where the redemption was requested.

## **7.6 Cancellation right**

Requests for redemption once made may in principle only be withdrawn in the event of a suspension or deferral of the right to redeem shares of the relevant Sub-Fund. In exceptional circumstances, the Management Company may however, in its sole discretion and taking due of the principle of equal treatment between shareholders and the interests of the relevant Sub-Fund, decide to accept any withdrawal of an application for redemption.

## **7.7 Prevention of market timing practices**

The Company does not knowingly allow investments which are associated with market timing practices as such practices may adversely affect the interests of all shareholders.

In general, market timing refers to the investment behaviour of an individual or company or a group of individuals or companies buying, selling or exchanging shares or other securities on the basis of predetermined market indicators by taking advantage of time differences and/or imperfections or deficiencies in the method of determination of the net asset value. Market timers may also include individuals or groups of individuals whose securities transactions seem to follow a timing pattern or are characterised by frequent or large exchanges.

The Registrar and Transfer Agent may combine shares which are under common ownership or control for the purposes of ascertaining whether an individual or a group of individuals can be deemed to be involved in market timing practices. Accordingly, the Management Company reserves the right to cause the Registrar and Transfer Agent to reject any application for conversion and/or subscription of shares from applicants whom the former considers market timers.

In addition to the fees listed elsewhere in this Prospectus, the Board of Directors may impose a charge of up to 2% of the Net Asset Value of the shares redeemed or exchanged where the Board of Directors reasonably believes that an investor has engaged in market timing activity or active trading that is to the disadvantage of other shareholders. The charge shall be credited to the relevant Sub-Fund.

### **7.8 Late trading**

The Company determines the price of its Shares on a forward basis. This means that it is not possible to know in advance the Net Asset Value per share at which Shares will be bought or sold (exclusive of any subscription or redemption commission).

Late trading is to be understood as the acceptance of a subscription, conversion or redemption order after the time limit fixed for accepting orders ("cut-off time") on the relevant day and the execution of such order at the price based on the Net Asset Value applicable to such same day.

The Company considers that the practice of late trading is not acceptable as it violates the provisions of the Prospectus which provide that an order received after the cut-off time is dealt with at a price based on the next applicable Net Asset Value. As a result, subscriptions, conversions and redemptions of Shares shall be dealt with at an unknown Net Asset Value. The cut-off time for subscriptions, conversions and redemptions is set out in the Sub-Fund Particular.

## **8. FOREIGN EXCHANGE TRANSACTIONS**

Where subscription and redemption proceeds are paid in another currency than the reference currency of the relevant Class, the necessary foreign exchange transactions will be arranged by the Registrar and Transfer Agent for the account and at the expenses of the applicant at the exchange rate prevailing on the relevant Valuation Day.

## **9. HOW TO CONVERT SHARES**

To the extent provided for in the relevant Sub-Fund Particular, shareholders will be entitled to request the conversion of the shares they hold in one Sub-Fund into shares of another Sub-Fund or to request the conversion of the shares they hold in one Class into another Class of the same Sub-Fund by making application to the Registrar and Transfer Agent in Luxembourg or through a distributor by facsimile, confirmed in writing by no later than the cut-off time (as further specified in the relevant Sub-Fund Particular).

Such application must include the following information: the name of the holder, the number of shares to be switched (if it is not the total holding) and, if possible, the reference number on any share of each Sub-Fund to be switched and the proportion of value of those shares to be allocated to each new Sub-Fund or Class (if more than one).

Conversions will be subject to the condition that all conditions to subscribe in shares relating to the new Class are met.

Unless otherwise provided for in the relevant Sub-Fund Particular, conversions (when authorised) may be accepted on each Valuation Day which is both a Subscription Day for the new Sub-Fund / Class and a Redemption Day for the original Sub-Fund / Class (or any other day fixed by the Board of Directors on a discretionary basis) (the "Conversion Day").

It should be noted that conversion of Shares cannot be made until the Company is in receipt of the relevant share certificate (if any).

If compliance with conversion instructions would result in a residual holding in any one Sub-Fund or Class of less than the minimum holding, the Company may compulsorily redeem the residual shares at the redemption price ruling on the relevant Conversion Day and make payment of the proceeds to the shareholder.

The basis of conversion is related to the respective Net Asset Value per share of the Sub-Fund or Class concerned. The Company will determine the number of shares into which a shareholder wishes to convert his existing shares in accordance with the following formula:

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

The meanings are as follows:

- A: the number of shares to be issued in the new Sub-Fund/Class
- B: the number of shares in the original Sub-Fund/Class
- C: Net Asset Value per share to be converted
- D: currency conversion factor
- E: Net Asset Value per share to be issued
- F: Conversion charge (as detailed in the relevant Sub-Fund Particular)

The Company will provide a confirmation including the details of the conversion to the shareholder concerned.

Any conversion request shall in principle be irrevocable, except in the event of a suspension of the calculation of the Net Asset Value of the Class or of the Sub-Fund concerned or deferral. The Management Company may however, in its sole discretion and taking due of the principle of equal treatment between shareholders and the interests of the relevant Sub-Fund, decide to accept any withdrawal of an application for conversion.

In compliance with the forward pricing principle, requests for conversions received after the cut-off time will be deferred to the next following Conversion Day.

The rules applicable to the deferral of redemptions will apply *mutatis mutandis* to conversion requests.

## **10. NET ASSET VALUE AND DEALING PRICES**

### ***Calculation of Net Asset Value***

#### ***Valuation Principles***

The Net Asset Value of each Class within each Sub-Fund (expressed in the currency of denomination of the Sub-Fund) is determined by aggregating the value of securities and other permitted assets of the Company allocated to that Class and deducting the liabilities of the Company allocated to that Class.

The assets of each Class within each Sub-Fund are valued as of the Valuation Day, as defined in the relevant Sub-Fund Particular, as follows:

1. the value of securities (including a share or unit in a closed-ended undertaking for collective investment and in an exchange traded fund) and/or financial derivative instruments which are listed and with a price quoted on any official stock exchange or traded on any other organised market at the last closing stock price. Where such securities or other assets are quoted or dealt in or on more than one stock exchange or other organised markets, the Board of Directors shall select the principal of such stock exchanges or markets for such purposes;
2. shares or units in open-ended undertakings for collective investment, which do not have a price quotation on a Regulated Market, will be valued at the actual net asset value for such shares or units as of the relevant Valuation Day, failing which they shall be valued at the last available net asset value which is calculated prior to such Valuation Day. In the case where events have occurred which have resulted in a material change in the net asset value of such shares or units since the last net asset value was calculated, the value of such shares or units may be adjusted at their fair value in order to reflect, in the reasonable opinion of the Board of Directors, such change;
3. shares or units in undertakings for collective investment the issue or redemption of which is restricted and in respect of which a secondary market is maintained by dealers who, as principal market-makers, offer prices in response to market conditions may be valued by the Board of Directors in line with such prices;
4. the value of any cash on hand or on deposit, bills and demand notes and accounts receivable, prepaid expenses, cash dividends and interest declared or accrued as aforesaid and not yet received shall be deemed to be the full amount thereof, unless in any case the same is unlikely to be paid or received in full, in which case the value thereof shall be arrived at after making such discount as the Board of Directors may consider appropriate in such case to reflect the true value thereof;

5. the financial derivative instruments which are not listed on any official stock exchange or traded on any other organised market will be valued in a reliable and verifiable manner on a daily basis and verified by a competent professional appointed by the Company;
6. swap contracts will be valued according to generally accepted valuation rules that can be verified by auditors. Asset based swap contracts will be valued by reference to the market value of the underlying assets. Cash flow based swap contracts will be valued by reference to the net present value of the underlying future cash flows;
7. the value of any security or other asset which is dealt principally on a market made among professional dealers and institutional investors shall be determined by reference to the last available price;
8. any assets or liabilities in currencies other than the relevant currency of the Sub-Fund concerned will be converted using the relevant spot rate quoted by a bank or other responsible financial institution;
9. in the event that any of the securities held in the Company portfolio on the relevant day are not listed on any stock exchange or traded on any organised market or if with respect to securities listed on any stock exchange or traded on any other organised market, the price as determined pursuant to sub-paragraph (2) is not, in the opinion of the Board of Directors, representative of the fair market value of the relevant securities, the value of such securities will be determined prudently and in good faith based on the reasonably foreseeable sales price or any other appropriate valuation principles;
10. in the event that the above mentioned calculation methods are inappropriate or misleading, the Board of Directors may adopt to the extent such valuation principles are in the best interests of the shareholders any other appropriate valuation principles for the assets of the Company; and
11. in circumstances where the interests of the Company or its shareholders so justify (avoidance of market timing practices, for example), the Board of Directors may take any appropriate measures, such as applying a fair value pricing methodology to adjust the value of the Company's assets.

The consolidated accounts of the Company for the purpose of its financial reports shall be expressed in EUR.

#### ***Temporary suspension***

The Company may suspend the issue, allocation and the redemption of shares relating to any Sub-Fund as well as the right to convert shares and the calculation of the Net Asset Value per share relating to any Class:

- a) during any period when any market or stock exchange, which is the principal market or stock exchange on which a material part of the investments of the relevant Sub-Fund for the time being are quoted, is closed, or during which dealings are substantially restricted or suspended;
- b) during the existence of any state of affairs which constitutes an emergency as a result of which disposal of investments of the relevant Sub-Fund by the Company is not possible;
- c) during any period when the publication of an index, underlying of a financial derivative instrument representing a material part of the assets of the relevant Sub-Fund is suspended;
- d) during any period when the determination of the net asset value per share of the underlying fund of funds or the dealing of their shares/units in which a Sub-Fund is a materially invested is suspended or restricted;
- e) during any breakdown in the means of communication normally employed in determining the price of any of the relevant Sub-Fund's investments or the current prices on any market or stock exchange;
- f) during any period when remittance of monies which will or may be involved in the realisation of, or in the repayment for any of the relevant Sub-Fund's investments is not possible;
- g) while the value of the investments held through any subsidiary of the Company, if any, may not be determined accurately;
- h) during any period when in the opinion of the Board of Directors there exists unusual circumstances where it would be impractical or unfair towards the shareholders to continue dealing in the shares of the Company or of any Sub-Fund or any other circumstances, or circumstances where a failure to do so might result in the Shareholders of the Company, a Sub-Fund incurring any liability to taxation or suffering other pecuniary disadvantage or other detriment which the shareholders of the Company, or a Sub-Fund might not otherwise have suffered;
- i) if the Company, or a Sub-Fund is being or may be wound-up, on or following the date on which such decision is taken by the Board of Directors or notice is given to shareholders of a general meeting of shareholders at which a resolution to wind-up the Company, or a Sub-Fund is to be proposed;
- j) in the case of a merger, if the Board of Directors deems this to be justified for the protection of the shareholders; or
- k) in the case of a suspension of the calculation of the net asset value of one or several underlying investment funds in which a Sub-Fund has invested a substantial portion of assets.

The Company may cease the issue, allocation, conversion and redemption of the shares forthwith upon the occurrence of an event causing it to enter into liquidation or upon the order of the Luxembourg supervisory authority.

To the extent legally or regulatory required or decided by the Company, shareholders who have requested conversion or redemption of their shares will be promptly notified in writing of any such suspension and of the termination thereof.

#### ***Offer price***

During the initial offer period specified in the relevant Sub-Fund Particular (the "Initial Offer Period"), shares will be issued at an initial price, increased, as the case may be, by a sales charge. The initial price and applicable sales charge will be disclosed in the relevant Sub-Fund Particulars. Subscription proceeds shall be paid within the timeframe disclosed in the relevant Sub-Fund Particular.

After the initial offer period, shares will be issued at a price based on the Net Asset Value determined as at the relevant Valuation Day, increased as the case may be, by a sales charge disclosed in the relevant Sub-Fund Particular. Subscription proceeds shall be paid within the timeframe disclosed in the relevant Sub-Fund Particular.

The sales charge will be payable to the Management Company, which is entitled to waive them in whole or in part.

#### ***Redemption price***

Shares will be redeemed at a price based on the Net Asset Value determined at the relevant Valuation Day less any applicable redemption charge disclosed in the relevant Sub-Fund Particular. The redemption price will be payable within the timeframe disclosed in the relevant Sub-Fund Particular.

#### ***Information on prices***

The Net Asset Value per share in each Sub-Fund is available at the registered office of the Company and at the Management Company's offices.

## **11. DIVIDENDS**

The Directors may issue distribution and capital-accumulation shares, as further specified in the relevant Sub-Fund Particular.

- i) Capital-accumulation shares do not pay any dividends.
- ii) The distribution policy of the distribution shares can be summarised as follows:

Dividends will be declared by the relevant shareholders at the Annual General Meeting or any other shareholder meeting. The Board of Directors may declare interim dividends in respect of certain Sub-Fund(s) or distribution shares.

Registered shareholders will be informed of the decision to pay dividends and of their payment date by way of a notice that will be sent by mail.

In the absence of any instruction to the contrary, dividends will be paid out. Holders of registered shares may however, by written request to the Registrar and Transfer Agent or by completion of the relevant section of the Application Form, elect to have dividends relating to any distribution Class of any Sub-Fund reinvested automatically in the acquisition of further shares relating to that Sub-Fund. Such shares will be purchased no later than on the next Valuation Day after the date of payment of the dividend. Shares allocated as a result of such reinvestment will not be subject to any sales charge.

## **12. CHARGES AND EXPENSES**

### ***Management Fee***

In consideration for the management company services, including but not limited to investment management, investment advisory and distribution services provided to the Company, the Management Company is entitled to receive an aggregate management fee of a percentage of the net assets of the relevant Class, as further detailed in the relevant Sub-Fund Particular (the "Management Fee"). Unless otherwise provided for in the relevant Sub-Fund Particular, this fee will be accrued on each Valuation Day and payable monthly in arrears out of the assets of the relevant Sub-Fund.

For all Sub-Fund(s), in certain circumstances, the Management Company may instruct the Company to pay a portion of the above fees and expenses directly out of the assets of the Company to any such service providers. In such case, the fees and expenses due to the Management Company are reduced accordingly.

### ***Performance Fee***

To the extent provided for in the relevant Sub-Fund Particular, the Management Company will also be entitled to receive a performance fee (the "Performance Fee") as described below, the details of which will (where applicable) be disclosed in the relevant Sub-Fund Particular.

The Performance Fee is calculated in respect of each Performance Period as described hereafter. Unless otherwise provided in the relevant Sub-Fund Particular, a Performance Period is the period from the last Net Asset Value of the prior fiscal year to the last Net Asset Value of the current fiscal year. The first Performance Period for a Sub-Fund or Class begins on the date as specified in the relevant Sub-Fund Particular and ends the last Net Asset Value of the current fiscal year. The Performance Fee will be calculated separately per Class of shares within a Sub-Fund.

Unless otherwise provided in the relevant Sub-Fund Particular for a specific Sub-Fund and subject to the provision below concerning the event where an Investor redeems Shares prior to the end of the

financial year, the Performance Fee is payable annually in arrears as at the end of a Performance Period.

Unless otherwise provided for in the relevant Sub-Fund Particular, the Performance Fee in respect of any Class within a Sub-Fund will be paid if (i) the Net Asset Value per share as at the end of the Performance Period exceeds the historically highest Net Asset Value per share that was recorded at the end of any prior Performance Period since the launch of the Sub-Fund; and (ii) the difference between the performance of the Net Asset Value per share over the Performance Period and the performance of the benchmark in the case it is an index or a composition of indices or the daily compounded accrued income of the benchmark in the case it is a money market rate, is positive. If these conditions set out above are met, the Performance Fee payable will be calculated in accordance with the details set out in the relevant Sub-Fund Particular in relation to the Class of Shares within the relevant Sub-Fund. These details may vary between Sub-Funds and Classes and are expressly set out in the relevant Sub-Fund Particular.

Unless otherwise provided for in the relevant Sub-Fund Particular, an accrual in respect of the Performance Fee will be made weekly if conditions (i) and (ii) referred to in the previous paragraph are met. For this purpose, those conditions will be assessed by reference to the performance of the Net Asset Value per share of the Class within the relevant Sub-Fund in question over the part of the Performance Period up to the Valuation Day. If either of these conditions is not met, no accrual will be made in respect of the relevant Valuation Day.

The Performance Fee is calculated on the basis of the Net Asset Value per share after deducting all expenses, fees (but not the performance fee) and adjusting for subscriptions, redemptions and distributions during the relevant Performance Period so that these will not affect the Performance Fee payable.

In the event that an investor redeems shares prior to the end of the financial year, any accrued but unpaid Performance Fee relating to those shares shall be paid to the Management Company at the last Valuation Day of the relevant year.

If the Investment Management Agreement with an Investment Manager entitled to a performance fee is terminated before the end of any performance period, the performance fee in respect of such performance period will be calculated and paid as if the date of termination was the end of the relevant performance period.

#### ***Central administration fee***

In consideration of its services, the Administration Agent, Registrar and Transfer Agent and Domiciliary agent will be entitled to receive from the Company customary fees of maximum 0.25% per annum (Luxembourg tax not included). The central administration fees will be calculated by reference to the monthly average Net Asset Value of each Sub-Fund. They will accrue on each Valuation Day and will be payable monthly in arrears.

### ***Depository fees***

In consideration of its services, the Depositary will be entitled to receive from the Company customary fees of maximum 0.06% per annum (Luxembourg tax not included). The depositary fees will be calculated by reference to the monthly average Net Asset Value of each Sub-Fund. They will accrue on each Valuation Day and will be payable monthly in arrears.

In addition, the Depositary will be entitled to be reimbursed by the Company for its reasonable out-of-pocket expenses and to receive reimbursement for the fees charged to it by any correspondent bank or other agent (including any clearing system).

### ***Other charges and expenses***

The Company pays all brokerage, clearing, taxes and governmental duties and charges payable by the Company, and fees and expenses involved in registering and maintaining the authorisation in Luxembourg and elsewhere and the Luxembourg Stock Exchange listing of the Company's shares (where applicable), the cost of publication of prices, the remuneration of the Directors, if any, and their reasonable out-of-pocket expenses and its other operating expenses such as accounting and pricing costs, litigation and other recurring or non-recurring expenses.

The Company bears the costs linked to the valuation of OTC instruments and investment restrictions and policies monitoring support services, provided by CACEIS Bank Luxembourg (until 31 December 2016) and CACEIS Bank, Luxembourg Branch (as of 1 January 2017) under the investment restrictions and policies monitoring support services agreement.

The Company bears any extraordinary expenses including, without limitation, litigation expenses and the full amount of any tax, levy, duty or similar charge and any unforeseen charges imposed on the Company or its assets.

The expenses incurred by the Company in relation to the launch of new Sub-Funds will be borne by, and payable out of the assets of, those Sub-Funds and may be amortized over a period not exceeding five years.

## **13. MANAGEMENT COMPANY**

The Directors are responsible for the overall investment policy, objectives and management of the Company, and for its Sub-Fund(s).

The Directors have appointed Syquant Capital SAS as the Management Company to be responsible on a day to day basis, under the supervision of the Directors, for providing administration, marketing, investment management and advice services in respect of all Sub-Fund(s). The Management Company has delegated the administration functions to the Administration Agent and registrar and transfer functions to the Registrar and Transfer Agent.

The Management Company was incorporated on 9 June 2005 as a *société par actions simplifiée* under the laws of France and corporate register n° 482 781 580 RCS PARIS. It has been registered with the *Autorité des Marchés Financiers* as of 27 September 2005 under number GP-05000030. It is specialised in producing superior absolute returns by adhering to quantitative methods and focusing exclusively on ultra liquid markets.

As of date of the Prospectus, the share capital of the Management Company is EUR 356,590.

As of the date of the Prospectus, the Management Company has also been appointed to act as the management company for other investments funds, the list of which is available at the registered office of the Management Company.

The Management Company shall ensure compliance of the Company with the investment instructions and is responsible for the implementation of the Company's strategies and investment policy. The Management Company shall send reports to the Directors on a quarterly basis and inform each Director without delay of any non-compliance of the Company with the investment restrictions.

In accordance with the Directive 2009/65/EC and the UCITS Rules, the Management Company has established and applies a remuneration policy and practices that are consistent with, and promote, sound and effective risk management and that does not encourage risk taking which is inconsistent with the risk profile and the Articles of Incorporation.

The Management Company's remuneration policy is in line with the business strategy, objectives, values and interests of the Management Company and the Company and its investors and includes measures to avoid conflicts of interest.

Fixed and variable components of total remuneration are appropriately balanced and the fixed remuneration component represents a sufficiently high proportion of the total remuneration to allow the operation of a fully flexible policy on variable remuneration components, including the possibility to pay no variable remuneration component.

If and to the extent applicable, the assessment of performance is set in a multi-year framework appropriate to the holding period recommended to the investors of the Company managed by the Management Company in order to ensure that the assessment process is based on the longer-term performance of the Company and its investment risks and that the actual payment of performance-based components of remuneration is spread over the same period.

The details of the Management Company's remuneration policy are available on the following website <http://www.syquant-capital.fr/mentions-reglementaires.php#a7>. A paper copy of the remuneration policy will be made available free of charge to the investors of the Company upon request to the Management Company.

## **14. INVESTMENT MANAGER / ADVISER**

The Management Company may, at its own costs, delegate all or part of its management duties to one or more investment managers (each an "Investment Manager") whose identity will be disclosed in the relevant Sub-Fund Particular.

The Management Company may also, at its own costs, appoint one or more investment advisers (each an "Investment Adviser") to advise it on the management of one or more Sub-Fund(s).

## **15. DEPOSITORY AND PAYING AGENT**

CACEIS Bank Luxembourg (until 31 December 2016) and CACEIS Bank, Luxembourg Branch (as of 1 January 2017) is acting as Depositary of the Company in accordance with a depositary agreement dated 15 November 2016 with effect from 13 October 2016 as amended from time to time (the "Depositary Agreement") and the relevant provisions of the 2010 Law and UCITS Rules.

CACEIS Bank Luxembourg (until 31 December 2016) and CACEIS Bank, Luxembourg Branch (as of 1 January 2017), appointed by the Company as Depositary, Paying Agent Administration, Domiciliary and Registrar and Transfer Agent through an agreement as of 13 October 2016 has through a cross-border merger by way of absorption by CACEIS Bank France, a public limited liability company (*société anonyme*) incorporated under the laws of France with a share capital of 440,000,000 Euros, having its registered office located at 1-3, place Valhubert, 75013 Paris, France, identified under number 692 024 722 RCS Paris, turned into the Luxembourg branch of the CACEIS Bank France with effect as of 31 December 2016. The name of the Luxembourg Branch is CACEIS Bank, Luxembourg Branch. The transaction was approved by the responsible French and Luxembourg authorities. As a consequence the Depositary will continue to provide services to the Company under the Depositary Agreement.

Investors may consult upon request at the registered office of the Company, the Depositary Agreement to have a better understanding and knowledge of the limited duties and liabilities of the Depositary.

The Depositary is a *société anonyme* incorporated under the laws of Luxembourg, registered with the RCS under number B-91.985, whose registered office is at 5, allée Scheffer, L-2520 Luxembourg, Grand Duchy of Luxembourg. The Depositary is authorised to exercise any banking activities in the Grand Duchy of Luxembourg.

The Depositary has been entrusted with the custody and/or, as the case may be, recordkeeping of the Sub-Funds' assets, and it shall fulfil the obligations and duties provided for by Part I of the 2010 Law. In particular, the Depositary shall ensure an effective and proper monitoring of the Company's cash flows.

In due compliance with the UCITS Rules, the Depositary shall:

- (i) ensure that the sale, issue, re-purchase, redemption and cancellation of the Shares are carried out in accordance with the 2010 Law, and the UCITS Rules or the Articles of Incorporation;
- (ii) (ii) ensure that the value of the Shares is calculated in accordance with the UCITS Rules, the Articles of Incorporation and the procedures laid down in the Directive;
- (iii) carry out the instructions of the Company or of the Management Company acting on behalf of the Company, unless they conflict with the UCITS Rules, or the Articles of Incorporation;
- (iv) ensure that in transactions involving the Company's assets any consideration is remitted to the Company within the usual time limits; and
- (v) ensure that an Company's income is applied in accordance with the UCITS Rules and the Articles of Incorporation.

The Depositary may not delegate any of the obligations and duties set out in (i) to (v) of this clause.

In compliance with the provisions of the Directive, the Depositary may, under certain conditions, entrust part or all of the assets which are placed under its custody and/or recordkeeping to correspondents or third party custodians as appointed from time to time. The Depositary's liability shall not be affected by any such delegation, unless otherwise specified, but only within the limits as permitted by the 2010 Law.

A list of these correspondents/third party custodians is available on the website of the Depositary ([www.caceis.com](http://www.caceis.com), section "*veille réglementaire*"). Such list may be updated from time to time. A complete list of all correspondents / third party custodians may be obtained, free of charge and upon request, from the Depositary. Up-to-date information regarding the identity of the Depositary, the description of its duties and of conflicts of interest that may arise, the safekeeping functions delegated by the Depositary and any conflicts of interest that may arise from such a delegation are also made available to investors upon request. There are many situations in which a conflict of interest may arise, notably when the Depositary delegates its safekeeping functions or when the Depositary also performs other tasks on behalf of the Company, such as administrative agency and registrar agency services. These situations and the conflicts of interest thereto related have been identified by the Depositary. In order to protect the Company's and its shareholders' interests and comply with applicable regulations, a policy and procedures designed to prevent situations of conflicts of interest and monitor them when they arise have been set in place within the Depositary, aiming namely at:

- (a) identifying and analysing potential situations of conflicts of interest;
- (b) recording, managing and monitoring the conflict of interest situations either in:
  - relying on the permanent measures in place to address conflicts of interest such as maintaining separate legal entities, segregation of duties, separation of reporting lines, insider lists for staff members; or

- implementing a case-by-case management to (i) take the appropriate preventive measures such as drawing up a new watch list, implementing new Chinese walls, making sure that operations are carried out at arm's length and/or informing the concerned Shareholders of the Company, or (ii) refuse to carry out the activity giving rise to the conflict of interest.

The Depositary has established a functional, hierarchical and/or contractual separation between the performance of its UCITS depositary functions and the performance of other tasks on behalf of the Company, notably, administrative agency and registrar agency services.

The Company and the Depositary may terminate the Depositary Agreement at any time by giving ninety (90) days' notice in writing. The Company may, however, dismiss the Depositary only if a new depositary bank is appointed within two months to take over the functions and responsibilities of the Depositary. After its dismissal, the Depositary must continue to carry out its functions and responsibilities until such time as the entire assets of the Compartments have been transferred to the new depositary bank.

The Depositary has no decision-making discretion nor any advice duty relating to the Company's investments. The Depositary is a service provider to the Company and is not responsible for the preparation of this Prospectus and therefore accepts no responsibility for the accuracy of any information contained in this Prospectus or the validity of the structure and investments of the Company.

## **16. ADMINISTRATION**

### ***Administration Agent***

CACEIS Bank Luxembourg (until 31 December 2016) and CACEIS Bank, Luxembourg Branch (as of 1 January 2017) has also been appointed to act, as Administration Agent for the Company pursuant to an agreement with the Management Company which may be terminated by either party in writing, giving not less than three months' prior notice to the other party. In such capacity the Administration Agent provides the Company with certain administrative and clerical services.

### ***Registrar and Transfer Agent***

CACEIS Bank Luxembourg (until 31 December 2016) and CACEIS Bank, Luxembourg Branch (as of 1 January 2017) has been appointed as Registrar and Transfer Agent of the Company pursuant to an agreement with the Management Company, which may be terminated by a written prior notice given three months in advance by either party to the other.

### ***Domiciliary Agent***

CACEIS Bank Luxembourg (until 31 December 2016) and CACEIS Bank, Luxembourg Branch (as of 1 January 2017) has been appointed by the Company as Domiciliary Agent.

## **17. CONFLICTS OF INTEREST**

The Management Company, the Investment Manager (if any), the sales agents, the Administration Agent, the Registrar and Transfer Agent and the Depositary may from time to time act as management company, investment manager or adviser, sales agent, administrator, registrar and transfer agent or depositary in relation to, or be otherwise involved in, other funds which have similar investment objectives to those of the Company or any Sub-Fund. It is therefore possible that any of them may, in the due course of their business, have potential conflicts of interest with the Company or any Sub-Fund. In such event, each will at all times have regard to its obligations under any agreements to which it is party or by which it is bound in relation to the Company or any Sub-Fund. In particular, but without limitation to its obligations to act in the best interests of the shareholders when undertaking any dealings or investments where conflicts of interest may arise, each will respectively endeavour to ensure that such conflicts are resolved fairly.

There is no prohibition on the Company entering into any transactions with the Management Company, the sales agents, the Administration Agent, the Registrar and Transfer Agent or the Depositary or with any of their affiliates, provided that such transactions are carried out as if effected on normal commercial terms negotiated at arm's length.

## **18. DISTRIBUTION OF SHARES**

The Management Company may, at its own cost, delegate all or part of its distribution functions to one or more distributors.

## **19. MEETINGS AND REPORTS**

The annual general meeting of shareholders of the Company (the "Annual General Meeting") is held at the registered office of the Company or such other place as may be specified in the notice of meeting in Luxembourg at 11 a.m. (Luxembourg time) on the first Friday of the month of June each year (or, if such day is not a Business Day, on the next following Business Day in Luxembourg).

If permitted by and under the conditions set forth in Luxembourg laws and regulations, the Annual General Meeting may be held at a date, time or place other than those set forth in the preceding paragraph, that date, time or place to be decided by the Board of Directors.

Other general meetings of shareholders will be held at such time and place as are indicated in the notices of such meetings.

Notices of general meetings are given in accordance with Luxembourg Law. Notices will specify the place and time of the meetings, the conditions of admission, the agenda, the quorum and the voting requirements. The requirements as to attendance, quorum and majorities at all general meetings will be those laid down in the Articles of Incorporation.

Under the conditions set forth in Luxembourg laws and regulations, the notice of any general meeting of shareholders may provide that the quorum and the majority at this general meeting shall be

determined according to shares issued and outstanding at a certain date and time preceding the general meeting (the "Record Date"), whereas the right of a shareholder to attend a general meeting of shareholders and to exercise the voting rights attaching to his/its/her shares shall be determined by reference to the shares held by this shareholder as at the Record Date.

Financial periods of the Company end on 31 December in each year. The annual report containing the audited consolidated financial accounts of the Company expressed in EUR in respect of the preceding financial period and with details of each Sub-Fund in the relevant Base Currency is made available at the Company's registered office, at least 15 days before the Annual General Meeting.

Copies of all reports are available at the registered offices of the Company and/or of the Management Company.

## **20. TAXATION**

The following information is based on the laws, regulations, decisions and practice currently in force in Luxembourg and is subject to changes therein, possibly with retrospective effect. This summary does not purport to be a comprehensive description of all Luxembourg tax laws and Luxembourg tax considerations that may be relevant to a decision to invest in, own, hold, or dispose of shares and is not intended as tax advice to any particular investor or potential investor. Prospective investors should consult their own professional advisers as to the implications of buying, holding or disposing of shares and to the provisions of the laws of the jurisdiction in which they are subject to tax. This summary does not describe any tax consequences arising under the laws of any state, locality or other taxing jurisdiction other than Luxembourg.

### ***Taxation of the Company***

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

No stamp duty, capital duty or other tax will be payable in Luxembourg upon the issue of the shares of the Company.

The Company is however subject to a subscription tax (*taxe d'abonnement*) levied at the rate of 0.05% *per annum* based on its net asset value at the end of the relevant quarter, calculated and paid quarterly. A reduced subscription tax of 0.01% *per annum* is applicable to Luxembourg UCIs whose exclusive object is the collective investment in money market instruments, the placing of deposits with credit institutions, or both. A reduced subscription tax of 0.01% *per annum* is applicable to individual compartments of UCIs with multiple compartments referred to in the 2010 Law, as well as for individual classes of securities issued within a UCI or within a compartment of a UCI with multiple compartments, provided that the securities of such compartments or classes are reserved to one or more institutional investors.

Subscription tax exemption applies to (i) investments in a Luxembourg UCI subject itself to the subscription tax, (ii) UCI, compartments thereof or dedicated classes reserved to retirement pension schemes, (iii) money market UCIs, and, (iv) UCITS and UCIs subject to the part II of the 2010 Law

qualifying as exchange traded funds.

#### ***Withholding tax***

Interest and dividend income received by the Company may be subject to non-recoverable withholding tax in the source countries. The Company may further be subject to tax on the realised or unrealised capital appreciation of its assets in the countries of origin.

Distributions made by the Company are not subject to withholding tax in Luxembourg.

The Company is not subject to net wealth tax.

#### ***Taxation of the Shareholders***

##### ***Luxembourg resident individuals***

Capital gains realised on the sale of the shares by Luxembourg resident individual investors who hold the shares in their personal portfolios (and not as business assets) are generally not subject to Luxembourg income tax except if:

- (i) the shares are sold before or within 6 months from their subscription or purchase; or
- (ii) if the shares held in the private portfolio constitute a substantial shareholding. A shareholding is considered as substantial when the seller, alone or with his/her spouse and underage children, has participated either directly or indirectly at any time during the five years preceding the date of the disposal in the ownership of more than 10% of the capital or assets of the company.

Distributions made by the Company will be subject to income tax. Luxembourg personal income tax is levied following a progressive income tax scale, and increased by the solidarity surcharge (*contribution au fonds pour l'emploi*) giving an effective maximum marginal tax rate of 43.6%. An additional temporary income tax of 0,5% (*impôt d'équilibrage budgétaire temporaire*) will be due by Luxembourg resident individuals subject to Luxembourg State social security scheme in relation to their professional and capital income.

##### ***Luxembourg resident corporate***

Luxembourg resident corporate investors will be subject to corporate taxation at the rate of 29.22% (in 2015 for entities having their registered office in Luxembourg-City) on the distribution received from the Company and the gains received upon disposal of the shares.

Luxembourg resident corporate investors who benefit from a special tax regime, such as, for example, (i) an undertaking for collective investment subject to the 2010 Law, (ii) specialized investment funds subject to the law of 13 February 2007 on specialised investment funds, or (iii) family wealth management companies subject to the law of 11 May 2007 on family wealth management companies, are exempt from income tax in Luxembourg, but instead subject to an annual subscription tax (*taxe*

*d'abonnement)* and thus income derived from the shares, as well as gains realized thereon, are not subject to Luxembourg income taxes.

The shares shall be part of the taxable net wealth of the Luxembourg resident corporate investors except if the holder of the shares is (i) a UCI subject to the 2010 Law, (ii) a vehicle governed by the law of 22 March 2004 on securitization, (iii) a company governed by the law of 15 June 2004 relating to the investment company in risk capital, (iv) a specialized investment fund subject to the law of 13 February 2007 on specialised investment funds or (v) a family wealth management company subject to the law of 11 May 2007 on family wealth management companies. The taxable net wealth is subject to tax on a yearly basis at the rate of 0.5%.

#### ***Non Luxembourg residents***

Non-resident individuals or collective entities who do not have a permanent establishment in Luxembourg to which the shares are attributable, are not subject to Luxembourg taxation on capital gains realized upon disposal of the shares nor on the distribution received from the Company and the shares will not be subject to net wealth tax.

#### ***European Savings Directive***

On 10 November 2015, the European Council adopted Council Directive (EU) 2015/2060 repealing Council Directive 2003/48/EC on the taxation of savings income in the form of interest payments of 3 June 2003 (the "Savings Directive", from 1 January 2017 for Austria and from 1 January 2016 for all other EU Member States (i.e. the Savings Directive will no longer apply once all the reporting obligations concerning the calendar year 2015 will have been complied with). Under the Savings Directive, Member States are required to provide the tax authorities of another Member State with information on payments of interest or other similar income (within the meaning of the Savings Directive) paid by a paying agent (within the meaning of the Savings Directive) to an individual beneficial owner who is a resident, or to certain residual entities (within the meaning of the Savings Directive) established, in that other Member State.

Under the Luxembourg law dated 21 June 2005 (the "2005 Law"), implementing the Savings Directive, as amended by the Law of 25 November 2014, and several agreements concluded between Luxembourg and certain dependent or associated territories of the EU ("Territories"), a Luxembourg-based paying agent is required since 1 January 2015 to report to the Luxembourg tax authorities the payment of interest and other similar income paid by it to (or under certain circumstances, to the benefit of) an individual or certain residual entities resident or established in another Member State or in the Territories, and certain personal details on the beneficial owner. Such details are provided by the Luxembourg tax authorities to the competent foreign tax authorities of the state of residence of the beneficial owner (within the meaning of the Savings Directive).

The OECD has developed a common reporting standard ("CRS") to achieve a comprehensive and multilateral automatic exchange of information AEOI on a global basis. On 9 December 2014, Council Directive 2014/107/EU amending Directive 2011/16/EU as regards mandatory automatic exchange of information in the field of taxation (the "Euro-CRS Directive") was adopted in order to

implement the CRS among the Member States. For Austria, the Euro-CRS Directive applies the first time by 30 September 2018 for the calendar year 2017, i.e. the Savings Directive will apply one year longer.

The Euro-CRS Directive was implemented into Luxembourg law by the law of 18 December 2015 on the automatic exchange of financial account information in the field of taxation ("CRS Law").

The CRS Law requires Luxembourg financial institutions to identify financial assets holders and establish if they are tax resident in countries with which Luxembourg has a tax information sharing agreement. Luxembourg financial institutions will then report financial account information of the assets holder to the Luxembourg tax authorities, which will thereafter automatically transfer this information to the competent foreign tax authorities on a yearly basis. Accordingly, the Company may require its investors to provide information in relation to the identity and tax residence of financial account holders (including certain entities and their controlling persons) in order to ascertain their CRS status and report information regarding a shareholder and his/her/its account to the Luxembourg tax authorities (Administration des Contributions Directes), if such account is deemed a CRS reportable account under the CRS Law.

Under the CRS Law, the first exchange of information will be applied by 30 September 2017 for information related to the calendar year 2016. Under the Euro-CRS Directive, the first AEOI must be applied by 30 September 2017 to the local tax authorities of the Member States for the data relating to the calendar year.

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

The Company reserves the right to refuse any application for Shares if the information provided or not provided does not satisfy the requirements under the CRS Law.

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

### **FATCA**

The Foreign Account Tax Compliance Act ("FATCA"), a portion of the 2010 Hiring Incentives to Restore Employment Act, became law in the United States in 2010. It requires financial institutions outside the US ("foreign financial institutions" or "FFIs") to pass information about "Financial Accounts" held by "Specified US Persons", directly or indirectly, to the US tax authorities, the Internal Revenue Service ("IRS") on an annual basis. A 30% withholding tax is imposed on certain US source income of any FFI that fails to comply with this requirement. On 28 March 2014, the Grand-Duchy of Luxembourg entered into a Model 1 Intergovernmental Agreement ("IGA") with the United States of America and a memorandum of understanding in respect thereof. The Company would hence have to comply with such Luxembourg IGA as, implemented into Luxembourg law by

the Law of 24 July 2015 relating to FATCA (the "FATCA Law") in order to comply with the provisions of FATCA rather than directly complying with the US Treasury Regulations implementing FATCA. Under the FATCA Law and the Luxembourg IGA, the Company may be required to collect information aiming to identify its direct and indirect shareholders that are Specified US Persons for FATCA purposes ("reportable accounts"). Any such information on reportable accounts provided to the Company will be shared with the Luxembourg tax authorities which will exchange that information on an automatic basis with the Government of the United States of America pursuant to Article 28 of the convention between the Government of the United States of America and the Government of the Grand-Duchy of Luxembourg for the Avoidance of Double Taxation and the Prevention of Fiscal Evasion with respect to Taxes in Income and Capital, entered into in Luxembourg on 3 April 1996. The Company intends to comply with the provisions of the FATCA Law and the Luxembourg IGA to be deemed compliant with FATCA and will thus not be subject to the 30% withholding tax with respect to its share of any such payments attributable to actual and deemed U.S. investments of the Company. The Company will continually assess the extent of the requirements that FATCA and notably the FATCA Law place upon it.

To ensure the Company's compliance with FATCA, the FATCA Law and the Luxembourg IGA in accordance with the foregoing, the Management Company, in its capacity as the Company's Management Company, may:

- a) request information or documentation, including W-8 tax forms, a Global Intermediary Identification Number, if applicable, or any other valid evidence of a shareholder's FATCA registration with the IRS or a corresponding exemption, in order to ascertain such shareholder's FATCA status;
- b) report information concerning a shareholder and his account holding in the Company to the Luxembourg tax authorities if such account is deemed a US reportable account under the FATCA Law and the Luxembourg IGA; and
- c) deduct applicable US withholding taxes from certain payments made to a shareholder by or on behalf of the Company in accordance with FATCA and the FATCA Law and the Luxembourg IGA;
- d) divulge any such personal information to any immediate payor of certain U.S. source income as may be required for withholding and reporting to occur with respect to the payment of such income.

#### ***Applicable law***

The Luxembourg District Court is the place of performance for all legal disputes between the shareholders and the Company. Luxembourg law applies. The English version of this Prospectus is the authoritative version and shall prevail in the event of any inconsistency with any translation hereof.

Statements made in this Prospectus are based on the laws and practice in force at the date of this Prospectus in the Grand Duchy of Luxembourg, and are subject to changes in those laws and practice.

## **21. LIQUIDATION OF THE COMPANY / TERMINATION AND AMALGAMATION OF SUB-FUNDS**

### ***Liquidation of the Company***

With the consent of the shareholders expressed in the manner provided for by articles 67-1 and 142 of the 1915 Law, the Company may be liquidated. Upon a decision taken by the shareholders of the Company or by the liquidator duly authorised and subject to a one month's prior notice to the shareholders, all assets and liabilities of the Company may be transferred to another UCI having substantially the same characteristics as the Company in exchange for the issue to shareholders in the Company of shares of such corporation or fund proportionate to their shareholdings in the Company.

If at any time the value at their respective Net Asset Values of all outstanding shares falls below two thirds of the minimum capital for the time being prescribed by Luxembourg Law, the Board of Directors must submit the question of dissolution of the Company to a general meeting of shareholders acting, without minimum quorum requirements, by a simple majority decision of the shares represented at the meeting.

If at any time the value at their respective Net Asset Values of all outstanding shares is less than one quarter of the minimum capital for the time being required by Luxembourg Law, the Directors must submit the question of dissolution of the Company to a general meeting, acting without minimum quorum requirements and a decision to dissolve the Company may be taken by the shareholders owning one quarter of the shares represented at the meeting.

Any voluntary liquidation will be carried out in accordance with the provisions of the 2010 Law and the 1915 Law which specify the steps to be taken to enable shareholders to participate in the liquidation distribution(s) and in that connection provides for deposit in escrow at the *Caisse de Consignation* of any such amounts to the close of liquidation. Amounts not claimed from escrow within the prescription period would be liable to be forfeited in accordance with the provisions of Luxembourg laws.

### ***Liquidation, merger, split or consolidation of Sub-Fund(s)/Classes***

The Directors may decide to liquidate one Sub-Fund if the net assets of such Sub-Fund fall below EUR 10,000,000 or its equivalent in another currency or one Sub-Fund/Class of shares if a change in the economical or political situation relating to the Sub-Fund or Class concerned would justify such liquidation or if the interests of the shareholders would justify it. The decision of the liquidation will be published or notified to the shareholders by the Company as decided from time to time by the Directors, prior to the effective date of the liquidation and the publication/notification will indicate the reasons for, and the procedures of, the liquidation operations. Unless the Board of Directors otherwise decides in the interests of, or to keep equal treatment between the shareholders, the shareholders of the Sub-Fund or Class concerned may continue to request redemption or conversion of their shares. Assets which could not be distributed to their beneficiaries upon the close of the liquidation of the Sub-Fund or Class concerned will be deposited with the *Caisse de Consignation* on behalf of their beneficiaries.

Where the Board of Directors does not have the authority to do so or where the Board of Directors determines that the decision should be put for shareholders' approval, the decision to liquidate a Sub-Fund or Class may be taken at a meeting of shareholders of the Sub-Fund or Class to be liquidated instead of being taken by the Board of Directors. At such Class/Sub-Fund meeting, no quorum shall be required and the decision to liquidate must be approved by shareholders with a simple majority of the votes cast. The decision of the meeting will be notified to the shareholders and/or published by the Company.

Any merger or split of a Sub-Fund shall be decided by the Board of Directors unless the Board of Directors decides to submit the decision for a merger/split to a meeting of shareholders of the Sub-Fund concerned. No quorum is required for this meeting and decisions are taken by the simple majority of the votes cast. In case of a merger of one or more Sub-Fund(s) where, as a result, the Company ceases to exist, the merger shall be decided by a meeting of shareholders for which no quorum is required and that may decide with a simple majority of votes cast. In addition the provisions on mergers of UCITS set forth in the 2010 Law and any implementing regulation (relating in particular to the notification to the shareholders concerned) shall apply.

## **22. DOCUMENTS AVAILABLE FOR INSPECTION, QUERIES AND COMPLAINS**

### *Documents available for inspection*

The following documents are available for inspection during usual business hours on any Business Day at the registered office of the Company.

- i) The Articles of Incorporation;
- ii) The most recent Prospectus;
- iii) The Key Investors Information Documents;
- iv) The latest annual and semi-annual reports; and
- v) The material contracts.

In addition, copies of the Articles of Incorporation, the most recent Prospectus, the Key Investor Information Documents and the latest financial reports may be obtained free of charge, on request at the registered office of the Company.

In addition, the Key Investor Information Documents will be available on [www.syquant-capital.com](http://www.syquant-capital.com). When issued, Investors may download the Key Investor Information Document(s) from the above website or obtain it in paper form or on any other durable medium agreed between the Management Company or the intermediary and the investor.

Additional information is made available by the Management Company at its registered office, upon request, in accordance with the provisions of Luxembourg laws and regulations. This additional information includes the procedures relating to complaints handling, the strategy followed for the exercise of voting rights of the Company, the policy for placing orders to deal on behalf of the Company with other entities, the best execution policy as well as the arrangements relating to the fee,

commission or non-monetary benefit in relation with the investment management and administration of the Company.

***Queries and complains***

Any person who would like to receive further information regarding the Company or who wishes to make a complaint about the operation of the Company should contact the Company or the Management Company.

## **SUB-FUND PARTICULARS**

### **I. Helium Fund**

#### **1. Name of the Sub-Fund**

Helium Fund (the "**Sub-Fund**")

#### **2. Base Currency**

EUR

#### **3. Investment objective, policy and strategy**

##### *Investment objective and policy*

The investment objective of the Sub-Fund is to achieve absolute return by exploiting opportunities in the pricing of securities, financial derivative instruments and debt obligations.

The Management Company believes that there are attractive absolute returns to be generated in exploiting opportunities in the pricing of securities, financial derivative instruments and debt obligations and will seek to obtain absolute returns and to ensure that the performance of the Sub-Fund exhibits a low degree of correlation with that of the debt and equity markets.

The Sub-Fund will not be limited to a single arbitrage strategy, but will use a multi-strategy approach. The strategies will be implemented on the basis of essentially quantitative criteria; in this regard the technology employed by the Management Company is a key factor and the Sub-Fund will rely on a proprietary asset management platform able to evolve rapidly in order to identify and implement new kinds of strategies. Capital is allocated on a discretionary basis within the various strategies, depending on the assessment made by the Management Company of their risk/reward.

The Management Company will at all times seek to maintain a balanced investment portfolio for the Sub-Fund avoiding excessive concentration in any single industry sector or geography.

Sub-Fund will mainly be invested in underlying instruments of issuers located in Europe and North America, but also potentially and more selectively in Asia and Americas.

Subject to the investment restrictions laid down in Appendix 2 "General Investment Restrictions" of this Prospectus, the Sub-Fund will mainly invest in equities, rights, warrants, bonds, convertible bonds, contracts for difference, Equity swap, currencies, and other equity, Fixed Income and credit related instruments. The Sub-Fund will not invest in asset-backed securities ("ABS") nor in mortgage-backed securities ("MBS").

In addition, the Sub-Fund may also invest in financial derivative instruments (listed and over-the-counter) such as but not limited to swaps, futures, forward currency exchange contracts, options, for investment and for efficient portfolio management.

With due consideration given to the restrictions on investments required by applicable law and regulations, the Sub-Fund may further hold cash and cash equivalents (including Money Market Instruments and time deposits).

The Sub-Fund may make investments denominated in one or more currencies other than EUR, and the Sub-Fund reserves the right to enter into currency hedging transactions in connection with any non-EUR investments to seek to mitigate currency fluctuations.

### ***Investment strategy***

More generally, the Sub-Fund will not be limited to a single arbitrage strategy, but will use a multi strategy approach.

The Sub-Fund will predominantly implement the following strategies: Merger Arbitrage, Corporate Action Arbitrage, Dividend Arbitrage, Long/Short systematic, Equity Volatility Arbitrage and Credit and Equity Strategy.

Capital is allocated on a discretionary basis within the various strategies, depending on the assessment made by the Management Company of their risk/reward.

Therefore it is not contemplated that the Sub-Fund be invested permanently in all of the aforementioned strategies, but the Management Company will seek to select instead the strategies that at a given time deliver the best risk-reward and will act on an opportunity basis.

Though the arbitrage strategies referred to above will not all be simultaneously implemented by the Sub-Fund, the indicators and parameters of those strategies will be followed and analyzed permanently in order to allow, if need be, the rapid identification and investment in operations with attractive risk / return ratios.

### ***Merger Arbitrage***

The Merger Arbitrage strategy concentrates on merger and takeover operations. The Management Company assesses various scenarios to determine the probability of the deal's completion, and its expected return. Based on this assessment, the Management Company seeks to capture the merger spread. The merger book is constrained to have very limited market sensitivity and will not have any macro-overlay. It tends to be highly diversified to avoid any trade concentration. The geographic scope is mainly Europe and North America, with a primary focus on announced deals.

### ***Corporate Action Arbitrage***

The Corporate Action Arbitrage strategy seeks to exploit various discretionary opportunities linked to corporate events such as but not limited to, rights issues, IPOs, Spin-off, Stock splits, Book-building, Bought deals, Index related events, Special event on shares classes or convertible bonds. The Management Company seeks to capture the opportunities created by those events maintaining market neutral exposure. The geographic scope is mainly Europe and North America.

### ***Dividend Arbitrage***

The dividend arbitrage strategy seeks to exploit implied dividend discrepancies on indexes or stocks through various types of derivatives instruments: options, futures, swaps, and other derivatives. Following a detailed stock by stock analysis to estimate future dividends confronted with market expectations, the Sub-Fund may take positions on implied dividends, the resulting exposure being hedged through position on underlying instruments. The geographic scope is mainly Europe.

### ***Long/Short systematic***

The Long/Short Systematic relies on the analysis of technical factors that influence on a daily basis the pricing of the securities and instruments in which the Sub-Fund may invest, and on the implementation of trading algorithms based on quantitative models. The Management Company exclusively focuses on very liquid stocks. The geographic scope is mainly Europe.

### ***Equity Volatility Arbitrage***

Arbitrage strategies on derivatives instruments will seek to benefit from spreads of prices on optional instruments. The Sub-Fund will invest, among others, on an underlying instrument in strategies seeking to exploit the global market volatility structure.

### ***Credit and Equity Strategy***

As the Sub-Fund mostly runs cash neutral strategies, the Management Company may invest in debt product such as Government and Corporate bonds, to optimize cash holdings returns.

The Management Company may also identify opportunities in analysing price anomalies and tensions related to credit products compared to the equities value and equity derivatives related to the same class of underlying instruments.

The fair price of a credit product will be evaluated on both the basis of a fundamental analysis coupled to a quantitative approach.

### ***Other Strategies***

The Sub-Fund's investment strategies shall not be limited to the investment strategies described above. The Sub-Fund may pursue other investments strategies that the Management Company determines to be appropriate from time to time, provided those strategies are consistent with the Sub-Fund's investment objective and policy, the techniques and evaluation processes that the Management Company has previously employed and as are set out in this Prospectus.

Any potential Investor should carefully read the description of investment risks under Chapter 4 "Risk Consideration" in the Prospectus in relation to the Sub-Fund and the following additional risk considerations should be taken into account.

### ***Specific Risks***

#### ***Risk linked to Merger Arbitrage***

Merger arbitrage strategies may result in the Sub-Fund having to sustain significant losses when the contemplated event (exchange, merger, acquisition etc.) does not occur. There may be various reasons for this failure of negotiations, such as intervention of anti-trust authorities or radical change of the market environment during the merger ("Material Adverse Change" clauses). The overall performances of strategies of this kind will also depend on general activity in the market and on the volume of merger and acquisitions at any one time.

#### ***Risk linked to Corporate Action Arbitrage***

Investments pursuant to event-driven strategy such as Corporate Action Arbitrage, require the Management Company to identify opportunities and make correct predictions about a corporate event and its impact on a company. There is a risk that the Management Company may make inaccurate predictions and the anticipated event and/or contemplated corporate transaction may not take place as expected or at all. This may result in losses for the Sub-Fund.

Some Corporate Action Strategies may also include operational risks such as front-office trading risk where a failure to act on information may lead to sub-optimal trading decisions and as back-office processing risk which consists of losses resulting from mishandling a single, complex corporate action event.

#### ***Risk linked to Dividend Arbitrage***

In order to implement the Dividend Arbitrage Strategy, the Sub-Fund may use various instruments, including futures, listed options, forward contracts, swaps and other derivatives which may be volatile and speculative. Adverse market conditions may result in significant losses for the Sub-Fund. There may be various reasons for this situation, such (as but not limited to), a global modification of investor's expectations in terms of future dividends due to the macro-economical environment, or a modification of the dividend policy of companies at a microeconomic level.

To avoid market exposure due to underlying fluctuation, the Sub-Fund may enter into hedging transaction on underlying instruments. In certain circumstances, the hedges may not be sufficient and may, accordingly, result in significant losses for the Sub-Fund.

The hedging transactions entered into by the Sub-Fund may not, in certain circumstances, be entirely suitable in light of the investment strategies pursued by the Sub-Fund or may in certain market conditions be inefficient. As a result, the initial hedging transactions entered into by the Sub-Fund for the purposes of reducing its risk profile may not be efficient and may even be counterproductive and result in significant losses.

***Risk linked to Long/Short systematic***

Statistical and quantitative Long/Short arbitrage strategies may expose the Sub-Fund to all the risks associated with the use of leverage, financing and short selling. In addition to standard risks associated with electronic order execution, there are also risks associated with the use of complex trading systems, in particular automatic order taking machines which may in certain circumstances result in losses. Such losses may in particular result from a failure in the system parameterization, or any mis-specification in the algorithms or in the information system.

The Long/Short Systematic strategy may also involve a high level of trading and turnover of investments which may generate substantial transaction costs which will be borne by the Sub-Fund.

***Risk linked to Equity Volatility Arbitrage***

Equity volatility arbitrage strategies are implemented through purchase and sale of options, futures and shares with different levels of maturity and prices. The implementation of such strategies may give rise to risk relating to the potential future volatility of the various underlying instruments and on the implied volatility of the various instruments, in particular if the volatility movements do not match the Management Company's projections.

***Risk linked to Credit and Equity Strategy***

The Sub-Fund will mostly invest its liquidities in Government and Corporate bonds and as a consequence will be subject to credit risk. Credit risk is about the risk of reduction in the quality of credit of an issuer or about defect of the latter. This risk is calculated on the fact that an issuer of bonds or debt securities cannot meet his deadlines, that is in the payment of the coupons and/or in the repayment of the capital when due. A default may result in significant losses for the Sub-Fund. In the attempt to capture value in Equity and Credit arbitrage strategy the Sub-Fund may enter into hedging transactions on underlying instruments. In certain circumstances, the hedges may not be sufficient and may, accordingly, result in significant losses for the Sub-Fund. More generally hedging transactions may not, in certain circumstances, be entirely suitable in light of the investment strategies pursued by the Sub-Fund or may in certain market conditions be inefficient.

***Risk linked to Discretionary Capital Allocation:***

Given its discretionary Capital allocation, there is a risk that the Sub-Fund might not be invested in the best-performing Strategies at all times.

**IT MUST BE EMPHASISED, THAT THE PORTFOLIO OF THE SUB-FUND WILL BE SUBJECT TO NORMAL MARKET RISKS AND NO ASSURANCE CAN BE GIVEN THAT THE INVESTMENT OBJECTIVES OF THE SUB-FUND WILL BE ACHIEVED.**

**4. Profile of the typical investor**

The Sub-Fund may only be suitable for investors with a long term investment horizon who consider investments in the Sub-Fund as a convenient way of accessing the performance (positive or negative) of alternative investment strategies.

Investors must be able and willing to accept and bear the risks associated with an exposure to alternative investment strategies and the potential net asset value variations and losses on their investment, which may be substantial. A fall in value of the Sub-Fund's shares is possible at any time and investors should be able to bear the loss of their entire investment.

The Sub-Fund is not sustainable for investors with less than 3 years investment horizon.

**5. Global Exposure**

The global exposure relating to this Sub-Fund will be calculated using an absolute Value-at-Risk approach. The average leverage of the Sub-Fund, under normal market conditions, calculated by adding together all the notionals, is expected to be below **250%**, although higher levels are possible.

**6. Classes of shares available for subscription**

<b>Class of shares</b>	<b>A-EUR</b>	<b>B-EUR</b>	<b>C-EUR</b>	<b>I-EUR</b>
<b>Target investor</b>	Institutional investors	Retail Investors	Managers and employees (and relatives thereof) of the Management Company and UCITS/UCIs managed by the Management Company	Institutional investors
<b>Reference currency</b>	EUR	EUR	EUR	EUR
<b>Minimum initial investment and minimum holding</b>	EUR 50,000	EUR 5,000	EUR 5,000	EUR 100,000

<b>Minimum subsequent investment</b>	EUR 1,000	EUR 1,000	EUR 1,000	EUR 1,000
<b>Distribution policy</b>	Accumulating shares	Accumulating shares	Accumulating shares	Accumulating shares

## 7. Fees and expenses

The sales charge, redemption charge, conversion charge and applicable subscription tax detailed in the table below shall be calculated as a percentage of the applicable Net Asset Value per share and the Management Fee and Performance Fee shall be calculated according to section 12. Charges and Expenses of this Prospectus.

<b>Class of shares</b>	<b>A-EUR</b>	<b>B-EUR</b>	<b>C-EUR</b>	<b>I-EUR</b>
<b>Management Fee</b>	1.5%	1.75%	0.1%	1.25%
<b>Sales charge</b>	Up to 2%	Up to 2%	0%	Up to 2%
<b>Redemption charge</b>	0%	0%	0%	0%
<b>Conversion charge</b>	Up to 2%	Up to 2%	0%	Up to 2%
<b>Performance Fee</b>	15%	15%	N/A	15%
<b>Subscription Tax</b>	0.01%	0.05%	0.05%	0.01%

### *Performance Fee*

As from 1<sup>st</sup> January 2013, the Performance Fee is calculated as follows:

The Management Company will receive for Class A shares a Performance Fee of 15% per annum of the outperformance above the compounded accrued income of the LIBOR EURO 1 month rate (capitalize) provided the Net Asset Value at the end of the Performance Period exceeds the historically highest Net Asset Value per share that was recorded at the end of any prior Performance Period since the launch of the Sub-Fund. The Performance Fee is calculated and paid in accordance with the provisions of section 12 of the Prospectus.

The Management Company will receive for Class B shares a Performance Fee of 15% per annum of the outperformance above the compounded accrued income of the LIBOR EURO 1 month rate (capitalize) provided the Net Asset Value at the end of the Performance Period exceeds the historically highest Net Asset Value per share that was recorded at the end of any prior Performance Period since the launch of the Sub-Fund. The Performance Fee is calculated and paid in accordance with the provisions of section 12 of the Prospectus.

The Management Company will receive for Class I shares a Performance Fee of 15% per annum of the outperformance above the compounded accrued income of the LIBOR EURO 1 month rate (capitalize) provided the Net Asset Value at the end of the Performance Period exceeds the historically highest Net Asset Value per share that was recorded at the end of any prior Performance Period since the launch of the Sub-Fund. The Performance Fee is calculated and paid in accordance with the provisions of section 12 of the Prospectus.

The first Performance Period for Class I shares begins on the date of the launch of this Class and will end on 31 December 2015.

For the purpose of calculating the Performance Fee for Class A, Class B and Class I shares, the LIBOR EURO 1 month rate (capitalized) applicable as of the Business Day immediately following the previous Valuation Day will be used.

No Performance Fee will be levied by the Management Company in relation to Class C shares.

## **8. Frequency of the Net Asset Value calculation and Valuation Day**

The net asset value per share will be determined as at the last Business Day of each week (and such other days as the Board of Directors may determine on a case-by-case basis or generally from time to time) (the "**Valuation Day**").

## **9. Subscription**

Each Valuation Day will be a Subscription Day.

Shares are available for subscriptions at the time of this Prospectus and will be issued in accordance with the following principles.

Shares will be issued at a price based on the Net asset Value per share determined as at the relevant Valuation Day increased, as the case may be, by any applicable sales charge, as detailed in section 7 of this Sub-Fund Particular.

Applications must be received by the Registrar and Transfer Agent or by any appointed distributor no later than 5 p.m. (Luxembourg time) on the Business Day preceding the relevant Valuation Day. Any applications received after the applicable deadline will be processed in respect of the next Valuation Day.

Payment for subscribed shares has to be made no later than 3 Business Days after the relevant Valuation Day.

## **10. Redemption**

Each Valuation Day will be a Redemption Day.

Shares will be redeemed at a price based on the Net Asset Value per Share determined as at the relevant Valuation Day, less, any applicable redemption fee, as detailed in section 7 of this Sub-Fund Particular.

Applications must be received by the Registrar and Transfer Agent or by any appointed distributor no later than 5 p.m. (Luxembourg time) on the Business Day preceding the

relevant Valuation Day. Any applications received after the applicable deadline will be processed in respect of the next Valuation Day.

Payment for redeemed Shares has to be made no later than 3 Business Days after the relevant Valuation Day.

## **11. Conversions**

Investors may request conversions of their shares from one Class to another.

Applications must be received by the Registrar and Transfer Agent or by any appointed distributor no later than 5 p.m. (Luxembourg Time) on the Business Day preceding the relevant Valuation Day. Any applications received after the application deadline will be processed in respect of the next Valuation Day.

## **12. Listing of shares on the Luxembourg Stock Exchange**

The shares of the Sub-Fund are not listed on the Luxembourg Stock Exchange.

## **13. Historical Performance**

Information on the historical performance of the Sub-Fund is available in the relevant Key Investor Information Document.

## **SUB-FUND PARTICULARS**

### **II. Helium Performance**

#### **1. Name of the Sub-Fund**

Helium Performance (the "**Sub-Fund**")

#### **2. Base Currency**

EUR

#### **3. Investment objective, policy and strategy**

##### *Investment objective and policy*

The investment objective of the Sub-Fund is to achieve absolute return by exploiting opportunities in the pricing of securities, financial derivative instruments and debt obligations.

The Management Company believes that there are attractive absolute returns to be generated in exploiting opportunities in the pricing of securities, financial derivative instruments and debt obligations and will seek to obtain absolute returns and to ensure that the performance of the Sub-Fund exhibits a low degree of correlation with that of the debt and equity markets.

The Sub-Fund will not be limited to a single arbitrage strategy, but will use a multi-strategy approach. The strategies will be implemented on the basis of essentially quantitative criteria; in this regard the technology employed by the Management Company is a key factor and the Sub-Fund will rely on a proprietary asset management platform able to evolve rapidly in order to identify and implement new kinds of strategies. Capital is allocated on a discretionary basis within the various strategies, depending on the assessment made by the Management Company of their risk/reward.

The Management Company will at all times seek to maintain a balanced investment portfolio for the Sub-Fund avoiding excessive concentration in any single industry sector or geography.

Sub-Fund will mainly be invested in underlying instruments of issuers located in Europe and North America, but also potentially and more selectively in Asia and Americas.

Subject to the investment restrictions laid down in Appendix 2 "General Investment Restrictions" of this Prospectus, the Sub-Fund will mainly invest in equities, rights, warrants, bonds, convertible bonds, contracts for difference, Equity swap, currencies, and other equity, Fixed Income and credit related instruments. The Sub-Fund will not invest in asset-backed securities ("ABS") nor in mortgage-backed securities ("MBS").

In addition, the Sub-Fund may also invest in financial derivative instruments (listed and over-the-counter) such as but not limited to swaps, futures, forward currency exchange contracts, options, for investment and for efficient portfolio management.

With due consideration given to the restrictions on investments required by applicable law and regulations, the Sub-Fund may further hold cash and cash equivalents (including Money Market Instruments and time deposits).

The Sub-Fund may make investments denominated in one or more currencies other than EUR, and the Sub-Fund reserves the right to enter into currency hedging transactions in connection with any non-EUR investments to seek to mitigate currency fluctuations.

### ***Investment strategy***

More generally, the Sub-Fund will not be limited to a single arbitrage strategy, but will use a multi strategy approach.

***The Sub-Fund will predominantly implement the following strategies: Merger Arbitrage, Corporate Action Arbitrage, Dividend Arbitrage, Long/Short systematic, Equity Volatility Arbitrage and Credit and Equity Strategy.***

Capital is allocated on a discretionary basis within the various strategies, depending on the assessment made by the Management Company of their risk/reward.

Bearing in mind that the capital allocation is made according to the absolute return objective which remains the core of the investment policy, the Management Company tactical allocation will target to achieve (i) a strong "up-capture" in bull market phases and (ii) capital protection and de-correlated positive performances will prevail in bear market phases.

Therefore it is not contemplated that the Sub-Fund be invested permanently in all of the aforementioned strategies, but the Management Company will seek to select instead the strategies that at a given time deliver the best risk-reward and will act on an opportunity basis.

Though the arbitrage strategies referred to above will not all be simultaneously implemented by the Sub-Fund, the indicators and parameters of those strategies will be followed and analyzed permanently in order to allow, if need be, the rapid identification and investment in operations with attractive risk / return ratios.

### ***Merger Arbitrage***

The Merger Arbitrage strategy concentrates on merger and takeover operations. The Management Company assesses various scenarios to determine the probability of the deal's completion, and its expected return. Based on this assessment, the Management Company seeks to capture the merger spread. The Management Company book is constrained to have very limited market sensitivity and will not have any macro-overlay. It tends to be highly

diversified to avoid any trade concentration. The geographic scope is mainly Europe and North America, with a primary focus on announced deals.

#### ***Corporate Action Arbitrage***

The Corporate Action Arbitrage strategy seeks to exploit various discretionary opportunities linked to corporate events such as but not limited to, rights issues, IPOs, Spin-off, Stock splits, Book-building, Bought deals, Index related events, Special event on shares classes or convertible bonds. The Management Company seeks to capture the opportunities created by those events maintaining market neutral exposure. The geographic scope is mainly Europe and North America.

#### ***Dividend Arbitrage***

The dividend arbitrage strategy seeks to exploit implied dividend discrepancies on indexes or stocks through various types of derivatives instruments: options, futures, swaps, and other derivatives. Following a detailed stock by stock analysis to estimate future dividends confronted with market expectations, the Sub-Fund may take positions on implied dividends, the resulting exposure being hedged through position on underlying instruments. The geographic scope is mainly Europe.

#### ***Long/Short systematic***

The Long/Short Systematic relies on the analysis of technical factors that influence on a daily basis the pricing of the securities and instruments in which the Sub-Fund may invest, and on the implementation of trading algorithms based on quantitative models.

Amongst other strategies the Management Company may implement the following strategies:

'Mid Term Trend Following' strategy seeks to identify and participate in 'bull' market trends. The managers focus on a large universe among the most liquid stocks in the US and Europe. The strategy relies on the analysis of technical factors that influence on a mid-term basis the pricing of the securities and instruments in which the Sub-Fund may invest and on the implementation of trading algorithms based on quantitative models. The net exposure is variable but capped in order to smooth the performance.

'Short Term Mean reversion Strategy' seeks to identify dispersion within stock clusters that anticipate short term relaxation. This strategy relies on the analysis of technical factors that influence on a daily basis the pricing of the securities and instruments in which the Sub-Fund may invest, and on the implementation of trading algorithms based on quantitative models. The Management Company exclusively focuses on very liquid stocks. The geographic scope is mainly Europe.

#### ***Equity Volatility Arbitrage***

Arbitrage strategies on derivatives instruments will seek to benefit from spreads of prices on optional instruments. The Sub-Fund will invest, among others, on an underlying instrument in strategies seeking to exploit the global market volatility structure.

### ***Credit and Equity Strategy***

As the Sub-Fund mostly runs cash neutral strategies, the Management Company may invest in debt product such as Government and Corporate bonds, to optimize cash holdings returns.

The Management Company may also identifies opportunities in analysing price anomalies and tensions related to credit products compared to the equities value and equity derivatives related to the same class of underlying instruments.

The fair price of a credit product will be evaluated on both the basis of a fundamental analysis coupled to a quantitative approach.

### ***Other Strategies***

The Sub-Fund's investment strategies shall not be limited to the investment strategies described above. The Sub-Fund may pursue other investments strategies that the Management Company determines to be appropriate from time to time, provided those strategies are consistent with the Sub-Fund's investment objective and policy, the techniques and evaluation processes that the Management Company has previously employed and as are set out in this Prospectus.

Any potential Investor should carefully read the description of investment risks under Chapter 4 "Risk Consideration" in the Prospectus in relation to the Sub-Fund and the following additional risk considerations should be taken into account.

## ***Specific Risks***

### ***Risk linked to Merger Arbitrage***

Merger arbitrage strategies may result in the Sub-Fund having to sustain significant losses when the contemplated event (exchange, merger, acquisition etc.) does not occur. There may be various reasons for this failure of negotiations, such as intervention of anti-trust authorities or radical change of the market environment during the merger ("Material Adverse Change" clauses). The overall performances of strategies of this kind will also depend on general activity in the market and on the volume of merger and acquisitions at any one time.

### ***Risk linked to Corporate Action Arbitrage***

Investments pursuant to event-driven strategy such as Corporate Action Arbitrage require the Management Company to identify opportunities and make correct predictions about a corporate event and its impact on a company. There is a risk that the Management Company may make inaccurate predictions and the anticipated event and/or contemplated corporate transaction may not take place as expected or at all. This may result in losses for the Sub-Fund.

Some Corporate Action Strategies may also include operational risks such as front-office trading risk where a failure to act on information may lead to sub-optimal trading decisions and as back-office processing risk which consists of losses resulting from mishandling a single, complex corporate action event.

### ***Risk linked to Dividend Arbitrage***

In order to implement the Dividend Arbitrage Strategy, the Sub-Fund may use various instruments, including futures, listed options, forward contracts, swaps and other derivatives which may be volatile and speculative. Adverse market conditions may result in significant losses for the Sub-Fund. There may be various reasons for this situation, such (as but not limited to), a global modification of investor's expectations in terms of future dividends due to the macro-economical environment, or a modification of the dividend policy of companies at a microeconomic level.

To avoid market exposure due to underlying fluctuation, the Sub-Fund may enter into Hedging Transaction on underlying instruments. In certain circumstances, the hedges may not be sufficient and may, accordingly, result in significant losses for the Sub-Fund.

The hedging transactions entered into by the Sub-Fund may not, in certain circumstances, be entirely suitable in light of the investment strategies pursued by the Sub Fund or may in certain market conditions be inefficient. As a result, the initial hedging transactions entered into by the Sub-Fund for the purposes of reducing its risk profile may not be efficient and may even be counterproductive and result in significant losses.

### ***Risk linked to Long/Short systematic***

Statistical and quantitative Long/Short arbitrage strategies may expose the Sub-Fund to all the risks associated with the use of leverage, financing and short selling. In addition to standard risks associated with electronic order execution, there are also risks associated with the use of complex trading systems, in particular automatic order taking machines which may in certain circumstances result in losses. Such losses may in particular result from a failure in the system parameterization, or any mis-specification in the algorithms or in the information system.

The Long/Short Systematic strategy may also involve a high level of trading and turnover of investments which may generate substantial transaction costs which will be borne by the Sub Fund.

### ***Risk linked to Equity Volatility Arbitrage***

Equity volatility arbitrage strategies are implemented through purchase and sale of options, futures and shares with different levels of maturity and prices. The implementation of such strategies may give rise to risk relating to the potential future volatility of the various underlying instruments and on the implied volatility of the various instruments, in particular if the volatility movements do not match the Management Company's projections.

### ***Risk linked to Credit and Equity Strategy***

The Sub fund will mostly invest its liquidities in Government and Corporate bonds and as a consequence will be subject to credit risk. Credit risk is about the risk of reduction in the quality of credit of an issuer or about defect of the latter. This risk is calculated on the fact that an issuer of bonds or debt securities cannot meet his deadlines, that is in the payment of the coupons and/or in the repayment of the capital when due. A default may result in significant losses for the Sub-Fund. In the attempt to capture value in Equity and Credit

arbitrage strategy the Sub-Fund may enter into hedging transactions on underlying instruments. In certain circumstances, the hedges may not be sufficient and may, accordingly, result in significant losses for the Sub-Fund. More generally hedging transactions may not, in certain circumstances, be entirely suitable in light of the investment strategies pursued by the Sub-Fund or may in certain market conditions be inefficient.

***Risk linked to Discretionary Capital Allocation***

Given its discretionary Capital allocation, there is a risk that the Sub-Fund might not be invested in the best-performing Strategies at all times.

**IT MUST BE EMPHASISED, THAT THE PORTFOLIO OF THE SUB-FUND WILL BE SUBJECT TO NORMAL MARKET RISKS AND NO ASSURANCE CAN BE GIVEN THAT THE INVESTMENT OBJECTIVES OF THE SUB-FUND WILL BE ACHIEVED.**

**4. Profile of the typical investor**

The Sub-Fund may only be suitable for investors with a long term investment horizon who consider investments in the Sub-Fund as a convenient way of accessing the performance (positive or negative) of alternative investment strategies.

Investors must be able and willing to accept and bear the risks associated with an exposure to alternative investment strategies and the potential net asset value variations and losses on their investment, which may be substantial. A fall in value of the Sub-Fund's shares is possible at any time and investors should be able to bear the loss of their entire investment.

The Sub-Fund is not sustainable for investors with less than 3 years investment horizon.

**5. Global Exposure**

The global exposure relating to this Sub-Fund will be calculated using an absolute Value-at-Risk approach. The average leverage of the Sub-Fund, under normal market conditions, calculated by adding together all the notionals, is expected to be below 400%, although higher levels are possible.

## 6. Classes of shares available for subscription

<b>Class of shares</b>	<b>A-EUR</b>	<b>A-USD</b>	<b>B-EUR</b>	<b>B-USD</b>	<b>S-EUR*</b>	<b>C-EUR</b>	<b>D-EUR</b>
<b>Target investor</b>	Institutional investors	International Investors	Retail Investors	Retail Investors	Reserved to certain categories of investors approved by the Management Company	Managers and employees (and relatives thereof) of the Management Company	Institutional Investors
<b>Reference currency</b>	EUR	USD	EUR	USD	EUR	EUR	EUR
<b>Minimum initial investment and minimum holding</b>	EUR 50,000	USD 50,000	EUR 5,000	USD 5,000	EUR 100,000	EUR 5,000	EUR 50,000
<b>Minimum subsequent investment</b>	EUR 1,000	USD 1,000	EUR 1,000	USD 1,000	EUR 1,000	EUR 1,000	EUR 1,000
<b>Distribution policy</b>	Accumulating shares	Accumulating shares	Accumulating shares	Accumulating shares	Accumulating shares	Accumulating shares	Accumulating shares

\* At the discretion of the Board of Directors, the Sub-Fund may be closed or re-opened for new subscriptions without any prior notice to existing shareholders. For the avoidance of doubt, shareholders can continue to redeem and convert out their holdings in the Sub-Fund in accordance with the normal terms of the Prospectus even when the Sub-Fund is closed for subscription.

The Company will engage in currency hedging transactions with regard to USD denominated share classes in order (i) to reduce exchange rate fluctuations between the currency of these Classes and the reference currency of the Sub-Fund or (ii) to reduce exchange rate fluctuations between these Classes and other material currencies within the Sub-Fund's portfolio.

## 7. Fees and expenses

The sales charge, redemption charge, conversion charge and applicable subscription tax detailed in the table below shall be calculated as a percentage of the applicable Net Asset Value per share Management Fee and Performance Fee shall be calculated according to section 12. Charges and Expenses of this Prospectus.

<b>Class of shares</b>	<b>A-EUR</b>	<b>A-USD</b>	<b>B-EUR</b>	<b>B-USD</b>	<b>S-EUR*</b>	<b>C-EUR</b>	<b>D-EUR</b>
<b>Management Fee</b>	1.25%	1.25%	2.0%	2%	1.0%	0.1%	2%
<b>Sales charge</b>	Up to 2%	0%	Up to 2%				
<b>Redemption charge</b>	0%	0%	0%	0%	0%	0%	0%
<b>Conversion charge</b>	Up to 2%	0%	Up to 2%				
<b>Performance Fee</b>	20%	20%	20%	20%	15%	N/A	N/A
<b>Subscription Tax</b>	0.01%	0.01%	0.05%	0.05%	0.05%	0.05%	0.01%

\* At the discretion of the Board of Directors, the Sub-Fund may be closed or re-opened for new subscriptions without any prior notice to existing shareholders. For the avoidance of doubt, shareholders can continue to redeem and convert out their holdings in the Sub-Fund in accordance with the normal terms of the Prospectus even when the Sub-Fund is closed for subscription.

### *Performance Fee*

The first performance period regarding Classes A-EUR, B-EUR, S-EUR and C-EUR began on the Launch Date of the Sub-Fund.

The first performance period regarding Classes A-USD and B-USD will begin on the launch date of these particular share classes.

The Management Company will receive for Class A Shares a Performance Fee of 20% per annum of the outperformance above the compounded accrued income of the LIBOR EURO 1 month rate (capitalize) provided the Net Asset Value at the end of the performance period exceeds the historically highest Net Asset Value per share that was recorded at the end of any prior Performance Period since the launch of the Sub-Fund or of the Class, as the case may be. The Performance Fee is calculated and paid in accordance with the provisions of section 12 of the Prospectus.

The Management Company will receive for Class B shares a Performance Fee of 20% per annum of the outperformance above the compounded accrued income of the LIBOR EURO 1 month rate (capitalize) provided the Net Asset Value at the end of the Performance Period exceeds the historically highest Net Asset Value per share that was recorded at the end of any

prior Performance Period since the launch of the Sub-Fund or of the Class, as the case may be. The Performance Fee is calculated and paid in accordance with the provisions of section 12 of the Prospectus.

The Management Company will receive for Class S shares a Performance Fee of 15% per annum of the outperformance above the compounded accrued income of the LIBOR EURO 1 month rate (capitalize) provided the Net Asset Value at the end of the Performance Period exceeds the historically highest Net Asset Value per share that was recorded at the end of any prior Performance Period since the launch of the Sub-Fund. The Performance Fee is calculated and paid in accordance with the provisions of section 12 of the Prospectus.

For the purpose of calculating the Performance Fee for Class A, Class B and Class S shares, the LIBOR EURO 1 month rate (capitalized) applicable as of the Business Day immediately following the previous Valuation Day will be used.

No Performance Fee will be levied by the Management Company in relation to Class C and Class D shares.

## **8. Frequency of the Net Asset Value calculation and Valuation Day**

The net asset value per share will be determined as at the last Business Day of each week (and such other days as the Board of Directors may determine on a case-by-case basis or generally from time to time) (the "**Valuation Day**").

## **9. Subscription**

Each Valuation Day will be a Subscription Day.

Shares will be issued at a price based on the Net asset Value per share determined as at the relevant Valuation Day increased, as the case may be, by any applicable sales charge, as detailed in section 7 of this Sub-Fund Particular.

All applications for subscriptions will be processed in accordance with the following principles.

Applications must be received by the Registrar and Transfer Agent or by any appointed distributor no later than 5 p.m. (Luxembourg time) on the Business Day preceding the relevant Valuation Day. Any applications received after the applicable deadline will be processed in respect of the next Valuation Day.

Payment for subscribed shares has to be made no later than 3 Business Days after the relevant Valuation Day.

## **10. Redemption**

Each Valuation Day will be a Redemption Day.

Shares will be redeemed at a price based on the Net Asset Value per share determined as at the relevant Valuation Day, less, any applicable redemption fee, as detailed in section 7 of this Sub-Fund Particular.

Applications must be received by the Registrar and Transfer Agent or by any appointed distributor no later than 5 p.m. (Luxembourg time) on the Business Day preceding the relevant Valuation Day. Any applications received after the applicable deadline will be processed in respect of the next Valuation Day.

Payment for redeemed shares has to be made no later than 3 Business Days after the relevant Valuation Day.

## **11. Conversions**

Investors may request conversions of their shares from one Class to another.

Applications must be received by the Registrar and Transfer Agent or by any appointed distributor no later than 5 p.m. (Luxembourg time) on the Business Day preceding the relevant Valuation Day. Any applications received after the application deadline will be processed in respect of the next Valuation Day.

## **12. Listing of shares on the Luxembourg Stock Exchange**

The shares of the Sub-Fund are not listed on the Luxembourg Stock Exchange.

## **13. Historical Performance**

Information on the historical performance of the Sub-Fund is available in the relevant Key Investor Information Document.

## **SUB-FUND PARTICULARS**

### **III. Helium Selection**

#### **1. Name of the Sub-Fund**

Helium Selection (the "Sub-Fund")

#### **2. Base Currency**

EUR

#### **3. Investment objective, policy and strategy**

##### ***Investment objective and policy***

The investment objective of the Sub-Fund is to achieve absolute return by exploiting opportunities in the pricing of securities, financial derivative instruments and debt obligations.

The Management Company believes that there are attractive absolute returns to be generated in exploiting opportunities in the pricing of securities, financial derivative instruments and debt obligations and will seek to obtain absolute returns and to ensure that the performance of the Sub-Fund exhibits a limited degree of correlation with that of the debt and equity markets.

The Sub-Fund will not be limited to a single arbitrage strategy, but will use a multi-strategy approach. The strategies will be implemented on the basis of essentially quantitative criteria; in this regard the technology employed by the Management Company is a key factor and the Sub-Fund will rely on a proprietary asset management platform able to evolve rapidly in order to identify and implement new kinds of strategies. Capital is allocated on a discretionary basis within the various strategies, depending on the assessment made by the Management Company of their risk/reward.

The Management Company will at all times seek to maintain a balanced investment portfolio for the Sub-Fund avoiding excessive concentration in any single industry sector or geography.

The Sub-Fund will mainly be invested in underlying instruments of issuers located in Europe and North America, but also in Asia and Americas.

Subject to the investment restrictions laid down in Appendix 2 "General Investment Restrictions" of this Prospectus, the Sub-Fund will mainly invest in equities, rights, warrants, bonds, convertible bonds, contracts for difference, Equity swap, currencies, and other equity, Fixed Income and credit related instruments. The Sub-Fund will not invest in asset-backed securities ("ABS") or in mortgage-backed securities ("MBS").

In addition, the Sub-Fund may also invest in financial derivative instruments (listed and over-the-counter) such as but not limited to swaps, futures, forward currency exchange contracts, options, for investment and for efficient portfolio management.

With due consideration given to the restrictions on investments required by applicable law and regulations, the Sub-Fund may further hold cash and cash equivalents (including Money Market Instruments and time deposits).

The Sub-Fund may make investments denominated in one or more currencies other than EUR, and the Sub-Fund reserves the right to enter into currency hedging transactions in connection with any non-EUR investments to seek to mitigate currency fluctuations.

### ***Investment strategy***

More generally, the Sub-Fund will not be limited to a single arbitrage strategy, but will use a multi strategy approach.

***The Sub-Fund will predominantly implement systematic Long/Short, Event-Driven and Dividend Arbitrage strategies. It will refer more occasionally to the following strategies: Merger Arbitrage, Equity Volatility Arbitrage and Credit & Equity Strategy.***

Capital is allocated on a discretionary basis within the various strategies, depending on the assessment made by the Management Company of their risk/reward.

Bearing in mind that the capital allocation is made according to the absolute return objective which remains the core of the investment policy, the Management Company tactical allocation will target to achieve (i) a strong "up-capture" in bull market phases and (ii) capital protection and de-correlated positive performances will prevail in bear market phases.

Therefore it is not contemplated that the Sub-Fund be invested permanently in all of the aforementioned strategies, but the Management Company will seek to select instead the strategies that at a given time deliver the best risk-reward and will act on an opportunity basis.

Though the arbitrage strategies referred to above will not all be simultaneously implemented by the Sub-Fund, the indicators and parameters of those strategies will be followed and analyzed permanently in order to allow, if need be, the rapid identification and investment in operations with attractive risk / return ratios.

### ***Systematic Long/Short***

The Systematic Long/Short relies on the analysis of technical factors that influence on a daily basis the pricing of the securities and instruments in which the Sub-Fund may invest, and on the implementation of trading algorithms based on quantitative models.

Amongst the Long/Short strategies the Management Company will implement in the Sub-Fund the following strategy:

'Stock Selection' strategy seeks to identify and participate in stock positive trends. The Management Company focuses on a large universe among the most liquid stocks in the US, Europe, Asia and Americas. The strategy relies on the analysis of technical factors that influence on a mid-term basis the pricing of the securities and instruments in which the Sub-Fund may invest and on the implementation of trading algorithms based on quantitative models. The net exposure remains positive and variable but capped in order to smooth the performance.

#### ***Event-Driven***

The Event-Driven strategy seeks to exploit various discretionary opportunities linked to corporate events such as but not limited to, right issues, IPOs, Spin-off, Stock splits, Book-building, Bought deals, Index related events, Special event on share classes or convertible bonds. The Management Company seeks to capture the opportunities created by those events maintaining market neutral exposure. The geographic scope is mainly Europe and North America.

#### ***Dividend Arbitrage***

The dividend arbitrage strategy seeks to exploit implied dividend discrepancies on indexes or stocks through various types of derivatives instruments: options, futures, swaps, and other derivatives. Following a detailed stock by stock analysis to estimate future dividends confronted with market expectations, the Sub-Fund may take positions on implied dividends, the resulting exposure being hedged through position on underlying instruments. The geographic scope is mainly Europe.

#### ***Merger Arbitrage***

The Merger Arbitrage strategy concentrates on merger and takeover operations. The Management Company assesses various scenarios to determine the probability of the deal's completion, and its expected return. Based on this assessment, the Management Company seeks to capture the merger spread. The Management Company book is constrained to have very limited market sensitivity and will not have any macro-overlay. It tends to be highly diversified to avoid any trade concentration. The geographic scope is mainly Europe and North America, with a primary focus on announced deals.

#### ***Equity Volatility Arbitrage***

Arbitrage strategies on derivatives instruments will seek to benefit from spreads of prices on optional instruments. The Sub-Fund will invest, among others, on an underlying instrument in strategies seeking to exploit the global market volatility structure.

#### ***Credit and Equity Strategy***

The Management Company may invest in debt product such as Government and Corporate bonds, to optimize cash holdings returns.

The Management Company may also identify opportunities in analysing price anomalies and tensions related to credit products compared to the equities value and equity derivatives related to the same class of underlying instruments.

The fair price of a credit product will be evaluated on both the basis of a fundamental analysis coupled to a quantitative approach.

#### ***Other Strategies***

The Sub-Fund's investment strategies shall not be limited to the investment strategies described above. The Sub-Fund may pursue other investments strategies that the Management Company determines to be appropriate from time to time, provided those strategies are consistent with the Sub-Fund's investment objective and policy, the techniques and evaluation processes that the Management Company has previously employed and as are set out in this Prospectus.

Any potential Investor should carefully read the description of investment risks under Chapter 4 "Risk Consideration" in the Prospectus in relation to the Sub-Fund and the following additional risk considerations should be taken into account.

#### ***Specific Risks***

##### ***Risk linked to Systematic Long/Short***

Statistical and quantitative Long/Short arbitrage strategies may expose the Sub-Fund to all the risks associated with the use of leverage, financing and short selling. In addition to standard risks associated with electronic order execution, there are also risks associated with the use of complex trading systems, in particular automatic order taking machines which may in certain circumstances result in losses. Such losses may in particular result from a failure in the system parameterization, or any mis-specification in the algorithms or in the information system.

The Long/Short Systematic strategy may also involve a high level of trading and turnover of investments which may generate substantial transaction costs which will be borne by the Sub Fund.

##### ***Risk linked to Event-Driven***

Investments pursuant to the event-driven strategy require the Management Company to identify opportunities and make correct predictions about a stock catalyst and its impact. There is a risk that the Management Company may make inaccurate predictions about the expected effects. This may result in losses for the Sub-Fund.

Some Corporate Action Strategies may also include operational risks such as front-office trading risk where a failure to act on information may lead to sub-optimal trading decisions and back-office processing risk which consists of losses resulting from mishandling a single, complex corporate action event.

### ***Risk linked to Dividend Arbitrage***

In order to implement the Dividend Arbitrage Strategy, the Sub-Fund may use various instruments, including futures, listed options, forward contracts, swaps and other derivatives which may be volatile and speculative. Adverse market conditions may result in significant losses for the Sub-Fund. There may be various reasons for this situation, such (as but not limited to), a global modification of investor's expectations in terms of future dividends due to the macro-economic environment, or a modification of the dividend policy of companies at a microeconomic level.

To avoid market exposure due to underlying fluctuation, the Sub-Fund may enter into hedging transaction on underlying instruments. In certain circumstances, the hedges may not be sufficient and may, accordingly, result in significant losses for the Sub-Fund.

The hedging transactions entered into by the Sub-Fund may not, in certain circumstances, be entirely suitable in light of the investment strategies pursued by the Sub Fund or may in certain market conditions be inefficient. As a result, the initial hedging transactions entered into by the Sub-Fund for the purposes of reducing its risk profile may not be efficient and may even be counterproductive and result in significant losses.

### ***Risk linked to Merger Arbitrage***

Merger arbitrage strategies may result in the Sub-Fund having to sustain significant losses when the contemplated event (exchange, merger, acquisition etc.) does not occur. There may be various reasons for this failure of negotiations, such as intervention of anti-trust authorities or radical change of the market environment during the merger ("Material Adverse Change" clauses). The overall performances of strategies of this kind will also depend on general activity in the market and on the volume of merger and acquisitions at any one time.

### ***Risk linked to Equity Volatility Arbitrage***

Equity volatility arbitrage strategies are implemented through purchase and sale of options, futures and shares with different levels of maturity and prices. The implementation of such strategies may give rise to risk relating to the potential future volatility of the various underlying instruments and on the implied volatility of the various instruments, in particular if the volatility movements do not match the Management Company's projections.

### ***Risk linked to Credit and Equity Strategy***

The Sub-Fund will mostly invest its liquidities in Government and Corporate bonds and as a consequence will be subject to credit risk. Credit risk is about the risk of reduction in the quality of credit of an issuer or about defect of the latter. This risk is calculated on the fact that an issuer of bonds or debt securities cannot meet his deadlines, that is in the payment of the coupons and/or in the repayment of the capital when due. A default may result in significant losses for the Sub-Fund. In the attempt to capture value in Equity and Credit arbitrage strategy the Sub-Fund may enter into hedging transactions on underlying instruments. In certain circumstances, the hedges may not be sufficient and may, accordingly, result in significant losses for the Sub-Fund. More generally hedging transactions may not, in

certain circumstances, be entirely suitable in light of the investment strategies pursued by the Sub-Fund or may in certain market conditions be inefficient.

***Risk linked to Discretionary Capital Allocation***

Given its discretionary Capital allocation, there is a risk that the Sub-Fund might not be invested in the best-performing Strategies at all times.

**IT MUST BE EMPHASISED, THAT THE PORTFOLIO OF THE SUB-FUND WILL BE SUBJECT TO NORMAL MARKET RISKS AND NO ASSURANCE CAN BE GIVEN THAT THE INVESTMENT OBJECTIVES OF THE SUB-FUND WILL BE ACHIEVED.**

**4. Profile of the typical investor**

The Sub-Fund may only be suitable for investors with a long term investment horizon who consider investments in the Sub-Fund as a convenient way of accessing the performance (positive or negative) of alternative investment strategies.

Investors must be able and willing to accept and bear the risks associated with an exposure to alternative investment strategies and the potential net asset value variations and losses on their investment, which may be substantial. A fall in value of the Sub-Fund's shares is possible at any time and investors should be able to bear the loss of their entire investment.

The Sub-Fund is not sustainable for investors with less than 3 years investment horizon.

**5. Global Exposure**

The global exposure relating to this Sub-Fund will be calculated using an absolute Value-at-Risk approach. The average leverage of the Sub-Fund, under normal market conditions, calculated by adding together all the notionals, is expected to be below **600%**, although higher levels are possible.

**6. Classes of shares available for subscription**

Class of shares	A-EUR	B-EUR	S-EUR*	C-EUR
<b>Target investor</b>	Institutional investors	Retail Investors	Reserved to certain categories of investors approved by the Management Company	Managers and employees (and relatives thereof) of the Management Company
<b>Reference currency</b>	EUR	EUR	EUR	EUR

<b>Minimum initial investment and minimum holding</b>	EUR 50,000	EUR 5,000	EUR 100,000	EUR 5,000
<b>Minimum subsequent investment</b>	EUR 1,000	EUR 1,000	EUR 1,000	EUR 1,000
<b>Distribution policy</b>	Accumulating shares	Accumulating shares	Accumulating shares	Accumulating shares

- \* At the discretion of the Board of Directors, the Sub-Fund may be closed or re-opened for new subscriptions without any prior notice to existing shareholders. For the avoidance of doubt, shareholders can continue to redeem and convert out their holdings in the Sub-Fund in accordance with the normal terms of the Prospectus even when the Sub-Fund is closed for subscription.

## 7. Fees and expenses

The sales charge, redemption charge, conversion charge and applicable subscription tax detailed in the table below shall be calculated as a percentage of the applicable Net Asset Value per share and the Management Fee and Performance Fee shall be calculated according to section 12. Charges and Expenses of this Prospectus.

<b>Class of shares</b>	<b>A-EUR</b>	<b>B-EUR</b>	<b>S-EUR*</b>	<b>C-EUR</b>
<b>Management Fee</b>	1.25%	2.0%	1.0%	0.1%
<b>Sales charge</b>	Up to 2%	Up to 2%	Up to 2%	0%
<b>Redemption charge</b>	0%	0%	0%	0%
<b>Conversion charge</b>	Up to 2%	Up to 2%	Up to 2%	0%
<b>Performance Fee</b>	20%	20%	15%	N/A
<b>Subscription Tax</b>	0.01%	0.05%	0.01%	0.05%

- \* At the discretion of the Board of Directors, the Sub-Fund may be closed or re-opened for new subscriptions without any prior notice to existing shareholders. For the avoidance of doubt, shareholders can continue to redeem and convert out their holdings in the Sub-Fund in accordance with the normal terms of the Prospectus even when the Sub-Fund is closed for subscription.

### Performance Fee

The first performance period will begin on the Launch Date of the Sub-Fund.

The Management Company will receive for Class A Shares a Performance Fee of 20% per annum of the outperformance above the compounded accrued income of the LIBOR EURO 1 month rate (capitalize) majored by 2% provided the Net Asset Value at the end of the performance period exceeds the historically highest Net Asset Value per share that was recorded at the end of any prior Performance Period since the launch of the Sub-Fund. The Performance Fee is calculated and paid in accordance with the provisions of section 12 of the Prospectus.

The Management Company will receive for Class B shares a Performance Fee of 20% per annum of the outperformance above the compounded accrued income of the LIBOR EURO 1 month rate (capitalize) majored by 2% provided the Net Asset Value at the end of the Performance Period exceeds the historically highest Net Asset Value per share that was recorded at the end of any prior Performance Period since the launch of the Sub-Fund. The Performance Fee is calculated and paid in accordance with the provisions of section 12 of the Prospectus.

The Management Company will receive for Class S shares a Performance Fee of 15% per annum of the outperformance above the compounded accrued income of the LIBOR EURO 1 month rate (capitalize) majored by 2% provided the Net Asset Value at the end of the Performance Period exceeds the historically highest Net Asset Value per share that was recorded at the end of any prior Performance Period since the launch of the Sub-Fund. The Performance Fee is calculated and paid in accordance with the provisions of section 12 of the Prospectus.

No Performance Fee will be levied by the Management Company in relation to Class C shares.

## **8. Frequency of the Net Asset Value calculation and Valuation Day**

The net asset value per share will be determined as at the last Business Day of each week (and such other days as the Board of Directors may determine on a case-by-case basis or generally from time to time) (the "**Valuation Day**").

## **9. Subscription**

Each Valuation Day will be a Subscription Day.

Shares will be issued at a price based on the Net Asset Value per share determined as at the relevant Valuation Day increased, as the case may be, by any applicable sales charge, as detailed in section 7 of this Sub-Fund Particular.

All applications for subscriptions will be processed in accordance with the following principles.

Applications must be received by the Registrar and Transfer Agent or by any appointed distributor no later than 5 p.m. (Luxembourg time) on the Business Day preceding the relevant Valuation Day. Any applications received after the applicable deadline will be processed in respect of the next Valuation Day.

Payment for subscribed shares has to be made no later than 3 Business Days after the relevant Valuation Day.

## **10. Redemption**

Each Valuation Day will be a Redemption Day.

Shares will be redeemed at a price based on the Net Asset Value per share determined as at the relevant Valuation Day, less, any applicable redemption fee, as detailed in section 7 of this Sub-Fund Particular.

Applications must be received by the Registrar and Transfer Agent or by any appointed distributor no later than 5 p.m. (Luxembourg time) on the Business Day preceding the relevant Valuation Day. Any applications received after the applicable deadline will be processed in respect of the next Valuation Day.

Payment for redeemed shares has to be made no later than 3 Business Days after the relevant Valuation Day.

## **11. Conversions**

Investors may request conversions of their shares from one Class to another.

Applications must be received by the Registrar and Transfer Agent or by any appointed distributor no later than 5 p.m. (Luxembourg time) on the Business Day preceding the relevant Valuation Day. Any applications received after the application deadline will be processed in respect of the next Valuation Day.

## **12. Listing of shares on the Luxembourg Stock Exchange**

The shares of the Sub-Fund are not listed on the Luxembourg Stock Exchange.

## **13. Historical Performance**

Information on the historical performance of the Sub-Fund, when available, can be found in the relevant Key Investor Information Document.

## **Appendix 1 Glossary**

<b>1915 Law</b>	Luxembourg Law of 10 August 1915 relating to commercial companies, as amended from time to time.
<b>2010 Law</b>	Luxembourg Law of 17 December 2010 on undertakings for collective investment, as amended from time to time, implementing Directive 2009/65/EC into Luxembourg law.
<b>Administration Agent</b>	CACEIS Bank Luxembourg (until 31 December 2016) and CACEIS Bank, Luxembourg Branch (as of 1 January 2017), acting in its capacity as administration agent of the Company.
<b>Application Form</b>	The application form available at the registered office of the Company and from distributors (if any).
<b>Articles of Incorporation</b>	The articles of incorporation of the Company, as may be amended from time to time.
<b>Auditors</b>	Deloitte Audit S.à r.l.
<b>Base Currency</b>	The base currency of a Sub Fund, as disclosed in the relevant Sub-Fund Particular.
<b>Board of Directors</b>	The board of directors of the Company.
<b>Business Day</b>	Any full day on which the banks are open for normal business banking in Luxembourg.
<b>Class(es)</b>	Pursuant to the Articles of Incorporation, the Board of Directors may decide to issue, within each Sub-Fund, separate classes of shares (hereinafter referred to as a "Class") whose assets will be commonly invested but where a specific initial or redemption charge structure, fee structure, minimum subscription amount, currency, dividend policy or other feature may be applied. If different Classes are issued within a Sub-Fund, the details of each Class are described under section 5 and in the relevant Sub-Fund Particular.
<b>Company</b>	Helium Fund.
<b>Conversion Day</b>	The day with respect to which the shares of any Sub-Fund/Class may be converted, as further detailed in section 9 and in the relevant Sub-Fund Particular.
<b>CSSF</b>	<i>Commission de Surveillance du Secteur Financier</i> , the Luxembourg supervisory authority.
<b>Depository</b>	CACEIS Bank Luxembourg (until 31 December 2016) and CACEIS Bank, Luxembourg Branch (as of 1 January 2017), acting in its capacity as depositary of the Company.
<b>Directors</b>	The members of the Board of Directors.

<b>Emerging Markets</b>	Emerging markets are those markets in countries that are not amongst the following groups of industrialised countries: United States and Canada, Switzerland and Members of the European Economic Area, Japan, Australia and New Zealand, and may include those countries in the preceding groups that do not have fully developed financial markets.
<b>EU</b>	European Union.
<b>EUR</b>	The legal currency of the European Union (the "Euro"), which is also the reference currency of the Company.
<b>Eligible State</b>	Any Member State of the European Union ("EU") or any other state in Eastern and Western Europe, Asia, Africa, Australia, North and South America and Oceania.
<b>Fixed Income Securities</b>	Shall mean bonds, debt and other fixed income securities which pay a fixed or variable rate of interest. Unless otherwise specified in the relevant Sub-Fund particulars, Fixed Income Securities shall not include asset-backed securities and mortgage-backed securities.
<b>G20</b>	The informal group of twenty finance ministers and central bank governors from twenty major economies: Argentina, Australia, Brazil, Canada, China, France, Germany, India, Indonesia, Italy, Japan, Mexico, Russia, Saudi Arabia, South Africa, South Korea, Turkey, United Kingdom, USA and the European Union.
<b>Investment Grade</b>	Fixed Income Securities that are at least rated Baa3/BBB- by Moody's, Standard & Poors, or another recognised credit agency.
<b>Luxembourg</b>	The Grand Duchy of Luxembourg.
<b>Luxembourg Stock Exchange Management Company Mémorial</b>	Société de la Bourse de Luxembourg S.A. Syquant Capital SAS. <i>Mémorial C, Recueil des Sociétés et Associations</i> , Luxembourg legal gazette.
<b>Money Market Instruments</b>	Shall mean instruments normally dealt in on the money market which are liquid, and have a value which can be accurately determined at any time.
<b>Net Asset Value per share</b>	The net asset value of any Class within any Sub-Fund determined in accordance with the relevant provisions detailed in section 10 "Net Asset Value and dealing prices".
<b>OECD</b>	Organisation for Economic Co-operation and Development.

<b>Performance Fee Period</b>	Unless otherwise provided in the relevant Sub-Fund Particular, a Performance Period is the period from the last Net Asset Value of the prior fiscal year to the last Net Asset Value of the current fiscal year. The first Performance Period for a Sub-Fund or Class begins on the date as specified in the relevant Sub-Fund Particular and ends the last Net Asset Value of the current fiscal year.
<b>Prospectus</b>	The prospectus of the Company, as amended from time to time.
<b>Redemption Day</b>	The day with respect to which shares of the Company are redeemable, as further detailed, in the relevant Sub-Fund Particular.
<b>Register</b>	The register of shareholders of the Company.
<b>Registrar and Transfer Agent</b>	CACEIS Bank Luxembourg (until 31 December 2016) and CACEIS Bank, Luxembourg Branch (as of 1 January 2017), acting as registrar and transfer agent of the Company.
<b>Regulated Market</b>	A regulated market as defined in the Directive 2004/39/EC of 21 April 2004 on markets in financial instruments (Directive 2004/39/EC), namely a market which appears on the list of the regulated markets drawn up by each Member State, which functions regularly, is characterized by the fact that regulations issued or approved by the competent authorities define the conditions for the operation of the market, the conditions for access to the market and the conditions that must be satisfied by a financial instrument before it can effectively be dealt in on the market, requiring compliance with all the reporting and transparency requirements laid down by the Directive 2004/39/EC and any other market which is regulated, operates regularly and is recognised and open to the public in an Eligible State.
<b>Savings Directive</b>	Directive 2003/48/EC of 3 June 2003 on taxation of savings income in form of interest payments.
<b>Subscription Day</b>	The day with respect to which the shares of any Class may be subscribed, as detailed, in the relevant Sub-Fund Particular.
<b>Sub-Fund</b>	A specific portfolio of assets and liabilities within the Company having its own Net Asset Value and represented by one or more Classes.
<b>Sub-Fund Particulars</b>	Part of the Prospectus containing information relating to each Sub-Fund.
<b>Transferable Securities</b>	<p>Shall mean:</p> <ul style="list-style-type: none"> <li>(a) shares and other securities equivalent to shares,</li> <li>(b) bonds and other debt instruments,</li> <li>(c) any other negotiable securities which carry the right to acquire any such transferable securities by subscription or exchange, excluding techniques and instruments relating to transferable securities and Money Market Instruments.</li> </ul>
<b>UCITS</b>	An Undertaking for collective investment in Transferable Securities and other eligible assets authorised pursuant to Directive 2009/65/EC, as amended.

<b>UCITS Rules</b>	The set of rules formed by the UCITS Directive and any derived or connected EU or national act, statute, regulation or binding guidelines.
<b>Other UCI</b>	An Undertaking for collective investment within the meaning of Article 1 paragraph (2), point (a) and point (b) of Directive 2009/65/EC.
<b>United States Person</b>	A citizen or resident of the United States of America, a partnership organised or existing under the laws of any state, territory or possession of the United States of America, or a corporation organised under the laws of the United States of America or of any state, territory or possession thereof, or any estate or trust, other than an estate or trust the income of which from sources outside the United States of America is not includable in gross income for the purpose of computing United States income tax payable by it.
<b>USD</b>	The official currency of the United States of America (United States Dollar).
<b>Valuation Day</b>	Day as at which the Net Asset Value is determined as detailed, for each Sub-Fund, in the relevant Sub-Fund Particular.

All references herein to time are to Central European Time (CET) unless otherwise indicated.

Words importing the singular shall, where the context permits, include the plural and vice versa.

## **Appendix 2 General Investment Restrictions**

Each Sub-Fund of the Company or where a UCITS comprises more than one compartment, each such Sub-Fund or compartment shall be regarded as a separate UCITS for the purposes of this Appendix. The Directors shall, based upon the principle of spreading of risks, have power to determine the investment policy for the investments of the Company in respect of each Sub-Fund and the currency of denomination of a Sub-Fund subject to the following restrictions:

- I. (1) The Company may invest in:
  - a) Transferable Securities and Money Market Instruments admitted to or dealt in on a Regulated Market;
  - b) Transferable Securities and Money Market Instruments dealt in on another market in a Member State of the European Union which is regulated, operates regularly and open to the public;
  - c) Transferable Securities and Money Market Instruments admitted to official listing on a stock exchange in a non-Member State of the European Union or dealt in on another market in a non-Member State of the European Union which is regulated, operates regularly and is recognised and open to the public provided that the choice of the stock exchange or market has been provided for in the constitutional documents of the UCITS;
  - d) recently issued Transferable Securities and Money Market Instruments, provided that the terms of issue include an undertaking that application will be made for admission to official listing on a Regulated Market and such admission is secured within a year of the issue.
  - e) units of UCITS and/or other UCI, whether situated in an EU Member State or not, provided that:
    - such other UCIs have been authorised under the laws which provide that they are subject to supervision considered by the Luxembourg supervisory authority to be equivalent to that laid down in Community law, and that cooperation between authorities is sufficiently ensured;
    - the level of protection for unitholders in such other UCIs is equivalent to that provided for unitholders in a UCITS, and in particular that the rules on assets segregation, borrowing, lending, and uncovered sales of Transferable Securities and Money Market Instruments are equivalent to the requirements of Directive 2009/65/EC, as amended;

- the business of such other UCIs is reported in half-yearly and annual reports to enable an assessment of the assets and liabilities, income and operations over the reporting period;
- no more than 10% of the assets of the UCITS or of the other UCIs, whose acquisition is contemplated, can, according to their constitutional documents, in aggregate be invested in units of other UCITS or other UCIs.

f) deposits with credit institutions which are repayable on demand or have the right to be withdrawn, and maturing in no more than 12 months, provided that the credit institution has its registered office in a country which is an EU Member State or if the registered office of the credit institution is situated in a non-EU Member State provided that it is subject to prudential rules considered by the Luxembourg supervisory authority as equivalent to those laid down in Community law;

g) financial derivative instruments, including equivalent cash-settled instruments, dealt in on a Regulated Market and/or financial derivative instruments dealt in over-the-counter ("OTC derivatives"), provided that:

- the underlying consists of instruments covered by this section (1) (a), financial indices, interest rates, foreign exchange rates or currencies, in which the Sub-Fund(s) may invest according to its/their investment objective;
- the counterparties to OTC derivative transactions are institutions subject to prudential supervision, and belonging to the categories approved by the Luxembourg supervisory authority;
- the OTC derivatives are subject to reliable and verifiable valuation on a daily basis and can be sold, liquidated or closed by an offsetting transaction at any time at their fair value at the Company's initiative.

and/or

h) Money Market Instruments other than those dealt in on a Regulated Market and defined in Appendix 1, if the issue or the issuer of such instruments are themselves regulated for the purpose of protecting investors and savings, and provided that such instruments are:

- issued or guaranteed by a central, regional or local authority or by a central bank of an EU Member State, the European Central Bank, the EU or the European Investment Bank, a non-EU Member State or, in case of a Federal State, by one of the members making up the federation, or by a public international body to which one or more EU Member States belong; or

- issued by an undertaking any securities of which are dealt in on Regulated Markets;
  - issued or guaranteed by an establishment subject to prudential supervision, in accordance with criteria defined by the Community law, or by an establishment which is subject to and complies with prudential rules considered by the Luxembourg supervisory authority to be at least as stringent as those laid down by Community law; or
  - issued by other bodies belonging to the categories approved by the Luxembourg supervisory authority provided that investments in such instruments are subject to investor protection equivalent to that laid down in the first, the second or the third indent and provided that the issuer is a company whose capital and reserves amount to at least ten million euro (EUR 10,000,000) and which presents and publishes its annual accounts in accordance with the fourth Directive 78/660/EEC, is an entity which, within a group of companies which includes one or several listed companies, is dedicated to the financing of the group or is an entity which is dedicated to the financing of securitisation vehicles which benefit from a banking liquidity line.
- (2) In addition, the Company may invest a maximum of 10% of the net assets of any Sub-Fund in Transferable Securities and Money Market Instruments other than those referred to under (1) above.

II. The Company may hold ancillary liquid assets.

- III. a) (i) The Company will invest no more than 10% of the net assets of any Sub-Fund in Transferable Securities and Money Market Instruments issued by the same issuing body.
- (ii) The Company may not invest more than 20% of the total net assets of such Sub-Fund in deposits made with the same body. The risk exposure of a Sub-Fund to a counterparty in an OTC derivative transaction may not exceed 10% of its net assets when the counterparty is a credit institution referred to in paragraph I. (1) f) above or 5% of its net assets in other cases.
- b) Moreover where the Company holds on behalf of a Sub-Fund investment in Transferable Securities and Money Market Instruments of any issuing body which individually exceed 5% of the net assets of such Sub-Fund, the total of all such investments must not account for more than 40% of the total net assets of such Sub-Fund.

This limitation does not apply to deposits and OTC derivative transactions made with financial institutions subject to prudential supervision.

Notwithstanding the individual limits laid down in paragraph III. a), the Company shall not combine, where this would lead to investing more than 20% of its assets in a single body, any of the following for each Sub-Fund:

- investments in Transferable Securities or Money Market Instruments issued by that body;
  - deposits made with that body; or
  - exposures arising from OTC derivative transactions undertaken with that body.
- c) The limit of 10% laid down in paragraph III. a) (i) above will be increased to a maximum of 35% in respect of Transferable Securities or Money Market Instruments which are issued or guaranteed by an EU Member State , its local authorities, or by another Eligible State or by public international bodies of which one or more EU Member States are members.
- d) The limit of 10% laid down in paragraph III. a) (i) may be of a maximum of 25% for certain bonds when they are issued by a credit institution which has its registered office in a Member State of the EU and is subject by law, to special public supervision designed to protect bondholders. In particular, sums deriving from the issue of these bonds must be invested in conformity with the law in assets which, during the whole period of validity of the bonds, are capable of covering claims attaching to the bonds and which, in case of bankruptcy of the issuer, would be used on a priority basis for the repayment of principal and payment of the accrued interest. If a Sub-Fund invests more than 5% of its net assets in the bonds referred to in this sub-paragraph and issued by one issuer, the total value of such investments may not exceed 80% of the net asset value of the Sub-Fund.
- e) The Transferable Securities and Money Market Instruments referred to in paragraphs III. c) and III.d) shall not be included in the calculation of the limit of 40% stated in paragraph III. b) above.

The limits set out in sub-paragraphs a), b) c) and d) may not be aggregated and, accordingly, investments in Transferable Securities and Money Market Instruments issued by the same issuing body, in deposits or in financial derivative instruments effected with the same issuing body may not, in any event, exceed a total of 35% of any Sub-Fund's net assets.

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

The Company may cumulatively invest up to 20% of the net assets of a Sub-Fund in Transferable Securities and Money Market Instruments within the same group.

f) Notwithstanding the above provisions, the Company is authorised to invest up to 100% of the net assets of any Sub-Fund, in accordance with the principle of risk spreading, in Transferable Securities and Money Market Instruments issued or guaranteed by a Member State of the EU, by its local authorities or agencies, or by another member state of the OECD, Singapore or any member state of the G20 or by public international bodies of which one or more Member States of the EU are members, provided that such Sub-Fund must hold securities from at least six different issues and securities from one issue do not account for more than 30% of the total net assets of such Sub-Fund.

- IV. a) Without prejudice to the limits laid down in paragraph V., the limits provided in paragraph III. are raised to a maximum of 20% for investments in shares and/or bonds issued by the same issuing body if the aim of the investment policy of a Sub-Fund is to replicate the composition of a certain stock or bond index which is sufficiently diversified, represents an adequate benchmark for the market to which it refers, is published in an appropriate manner and disclosed in the relevant Sub-Fund's investment policy.
- b) The limit laid down in paragraph a) is raised to 35% where this proves to be justified by exceptional market conditions, in particular on Regulated Markets where certain Transferable Securities or Money Market Instruments are highly dominant. The investment up to this limit is only permitted for a single issuer.
- V. The Company may not acquire shares carrying voting rights which should enable it to exercise significant influence over the management of an issuing body.

The Company may acquire no more than:

- 10% of the non-voting shares of the same issuer;
- 10% of the debt securities of the same issuer;
- 10% of the Money Market Instruments of the same issuer.

The limits under the second and third indents may be disregarded at the time of acquisition, if at that time the gross amount of debt securities or of the Money Market Instruments or the net amount of the instruments in issue cannot be calculated.

The provisions of paragraph V. shall not be applicable to Transferable Securities and Money Market Instruments issued or guaranteed by a Member State of the EU or its local authorities or by any other Eligible State, or issued by public international bodies of which one or more Member States of the EU are members.

These provisions are also waived as regards shares held by the Company in the capital of a company incorporated in a non-Member State of the EU which invests its assets mainly in the securities of issuing bodies having their registered office in that state, where under the legislation of that state, such a holding represents the only way in which the Company can invest in the securities of issuing bodies of that state provided that the investment policy of the company from the non-Member State of the EU complies with the limits laid down in paragraphs III., V. and VI. a), b), c) and d).

- VI.
- a) The Company may acquire units of the UCITS and/or other UCIs referred to in paragraph I. (1) e), provided that no more than 10% of a Sub-Fund's net assets be invested in the units of other UCITS or other UCI.
  - b) The underlying investments held by the UCITS or other UCIs in which the Company invests do not have to be considered for the purpose of the investment restrictions set forth under III. above.
  - c) When the Company invests in the units of other UCITS and/or other UCIs linked to the Company by common management or control, no subscription or redemption fees may be charged to the Company on account of its investment in the units of such other UCITS and/or UCIs.

In respect of a Sub-Fund's investments in UCITS and other UCIs linked to the Company as described in the preceding paragraph, the total management fee (excluding any performance fee, if any) charged to such Sub-Fund itself and the other UCITS and/or other UCIs concerned shall not exceed 2.5% of the relevant assets. The Company will indicate in its annual report the total management fees charged both to the relevant Sub-Fund and to the UCITS and other UCIs in which such Sub-Fund has invested during the relevant period.

- d) The Company may acquire no more than 25% of the units of the same UCITS and/or other UCI. This limit may be disregarded at the time of acquisition if at that time the gross amount of the units in issue cannot be calculated. In case of a UCITS or other UCI with multiple compartments, this restriction is applicable by reference to all units issued by the UCITS/UCI concerned, all compartments combined.
- VII. To the extent permitted in the relevant Sub-Fund Particular and in compliance with the applicable laws and regulations any Sub-Fund of the Company (hereinafter referred to as a "Feeder Sub-Fund") may be authorised to invest at least 85% of its assets in the units of another UCITS or portfolio thereof (the "Master UCITS"). A Feeder Sub-Fund may hold up to 15% of its assets in one or more of the following:
- ancillary liquid assets in accordance with paragraph II;
  - financial derivative instruments, which may be used only for hedging purposes;
  - movable and immovable property which is essential for the direct pursuit of its business.

For the purposes of compliance with article 42(3) of the 2010 Law, the Feeder Sub-Fund shall calculate its global exposure related to financial derivative instruments by combining its own direct exposure under the second indent of the first sub-paragraph with either:

- the Master UCITS actual exposure to financial derivative instruments in proportion to the Feeder Sub-Fund investment into the Master UCITS; or
- the Master UCITS potential maximum global exposure to financial derivative instruments provided for in the Master UCITS management regulations or instruments of incorporation in proportion to the Feeder Sub-Fund investment into the Master UCITS.

A Sub-Fund of the Company may in addition and to the full extent permitted by applicable laws and regulations but in compliance with the conditions set-forth by applicable laws and regulations, be launched or converted into a Master UCITS in the meaning of Article 77(3) of the 2010 Law.

VIII. A Sub-Fund (the "Investing Sub-Fund") may subscribe, acquire and/or hold securities to be issued or issued by one or more Sub-Fund of the Company (each a "Target Sub-Fund") without the Company being, subject to the requirements of the 1915 Law with respect to the subscription, acquisition and/or the holding by a company of its own shares; under the condition however that:

- the Investing Sub-Fund may not invest more than 10% of its net asset value other Target Sub-Funds; and
- the Target Sub-Fund(s) do(es) not, in turn, invest in the Investing Sub-Fund invested in this (these) Target Sub-Fund (s); and
- the investment policy(ies) of the Target Sub-Fund(s) whose acquisition is contemplated does not allow such Target Sub-Fund(s) to invest more than 10% of its/their net asset value in UCITS and UCIs; and
- voting rights, if any, attaching to the shares of the Target Sub-Fund(s) held by the Investing Sub-Fund are suspended for as long as they are held by the Investing Sub-Fund concerned and without prejudice to the appropriate processing in the accounts and the periodic reports; and
- in any event, for as long as these securities are held by the Investing Sub-Fund, their value will not be taken into consideration for the calculation of the net assets of the Company for the purposes of verifying the minimum threshold of the net assets imposed by the 2010 Law; and
- to the extent required by Luxembourg law, there is no duplication of management/subscription or repurchase fees between those at the level of the Investing Sub-Fund(s).

IX. The Company shall ensure for each Sub-Fund that the global exposure relating to derivative instruments does not exceed the total net assets of the relevant Sub-Fund.

The exposure is calculated taking into account the current value of the underlying assets, the counterparty risk, foreseeable market movements and the time available to liquidate the positions. This shall also apply to the following subparagraphs.

If the Company invests in financial derivative instruments, the exposure to the underlying assets may not exceed in aggregate the investment limits laid down in paragraph III. When the Company invests in index-based financial derivative instruments, these investments do not have to be combined to the limits laid down in paragraph III.

When a Transferable Security or Money Market Instrument embeds a derivative, the latter must be taken into account when complying with the requirements of this restriction.

- X. To the extent allowed by, and within the limits set forth in, applicable Luxembourg regulations, including the 2010 Law as well as any present or future related Luxembourg laws or implementing regulations, circulars and CSSF's positions and more particularly the provisions of (i) article 11 of the Grand Ducal regulation of 8 February 2008 relating to certain definitions of the Law of 20 December 2002 on undertakings for collective investment, (ii) CSSF Circular 08/356 relating to the rules applicable to undertakings for collective investment when they use certain techniques and instruments relating to transferable securities and money market instruments and (iii) CSSF Circular 13/559 on ESMA guidelines on ETFs and other UCITS issues (as these pieces of regulations may be amended or replaced from time to time) (the "Regulations") the Company may use various financial derivative instruments to reduce risks or costs or to generate additional capital or income in order to meet the investment objectives of the Company.

The Company will, for the time being, not engage in securities lending transactions. Should the Company decide to do so in the future, the Company will update this Prospectus accordingly and will comply with the Regulations.

- XI. The Company may, on behalf of each Sub-Fund, enter into TRS entered into by private agreement (OTC) with first class financial institutions (such as, but not limited to, Morgan Stanley, Barclays and Goldman Sachs) specialising in this type of transaction and participating actively in the relevant OTC market. At no time will a counterparty in a transaction have discretion over the composition of the management of the Sub-Fund's investment portfolio or over the underlying of the TRS.

The risk of counterparty default and the effect on investor returns are described above in 'Total Return Swaps' of section 4. Risk considerations.

- XII. The Company will, for the time being, not receive collateral when entering into OTC financial derivative transactions and efficient portfolio management techniques to reduce counterparty risk exposure. Should the Company decide to use collateral to reduce counterparty risk exposure, the Company will update this Prospectus accordingly and will comply with the Regulations.

- XIII.
- a) The Company may not borrow for the account of any Sub-Fund amounts in excess of 10% of the total net assets of that Sub-Fund, any such borrowings to be from banks and to be effected only as a temporary basis provided that the purchase of foreign currencies by way of back to back loans remains possible.
  - b) The Company may not grant loans to or act as guarantor on behalf of third parties.

This restriction shall not prevent the Company from (i) acquiring Transferable Securities, Money Market Instruments or other financial instruments referred to in paragraph I. (1) c), g) and h) which are not fully paid, and (ii) performing permitted securities lending activities that shall not be deemed to constitute the making of a loan.

- c) The Company may not carry out uncovered sales of Transferable Securities, Money Market Instruments or other financial instruments.
- d) The Company may not acquire movable or immovable property.
- e) The Company may not acquire either precious metals or certificates representing them.

- XIV.
- If the percentage limitations set forth in the above restrictions are exceeded for reasons beyond the control of the Company or as a result of the exercise of subscription rights, it must adopt as a priority objective for its sales transactions the remedying of that situation, taking due account of the interests of its shareholders.

The Company will in addition comply with such further restrictions as may be required by the regulatory authorities in which the shares are marketed.

During the first six months following its launch, a new Sub-Fund may derogate from paragraphs III., IV. and VI. a), b) and c) while ensuring observance of the principle of risk spreading.