

**SÖDERBERG & PARTNERS SICAV II**

*Société d'Investissement à Capital Variable*

**Prospectus**

**July 2017**

SÖDERBERG & PARTNERS SICAV II (the "**Company**") is registered under part I of the Luxembourg law of 17 December 2010 concerning undertakings for collective investment, as may be amended (the "**Law**"). The Company qualifies as an Undertaking for Collective Investment in Transferable Securities under the Directive 2009/65/EC of the European Parliament and of the Council of 13 July 2009 on the coordination of laws, regulations and administrative provisions relating to undertakings for collective investment in transferable securities ("**UCITS**"). The Company is managed by SEB Fund Services S.A. pursuant to chapter 15 of the Law.

The Shares have not been registered under the United States Securities Act of 1933 and may not be offered directly or indirectly in the United States of America (including its territories and possessions) to nationals or residents thereof or to persons normally resident therein, or to any partnership or persons connected thereto unless pursuant to any applicable statute, rule or interpretation available under United States law.

The distribution of this document in other jurisdictions may also be restricted; persons into whose possession this document comes are required to inform themselves about and to observe any such restrictions. This document does not constitute an offer by anyone in any jurisdiction in which such offer is not authorised or to any person to whom it is unlawful to make such offer.

Any information or representation given or made by any person which is not contained herein or in any other document which may be available for inspection by the public should be regarded as unauthorised and should accordingly not be relied upon. Neither the delivery of this Prospectus nor the offer, issue or sale of Shares in the Company shall under any circumstances constitute a representation that the information given in this Prospectus is correct as at any time subsequent to the date of this Prospectus.

All references herein to times and hours are to Luxembourg local time.

All references herein to EUR are to Euro.

All references herein to SEK are to Swedish Kronor.

Shareholders are informed that their personal data or information given in the subscription documents or otherwise in connection with an application to subscribe for Shares, as well as details of their shareholding, will be stored in digital form and processed in compliance with the provisions of the Luxembourg law of 2 August 2002 on data protection, as amended. Confidential information concerning the investors will not be divulged unless required to do so by law or regulation. Investors agree that personal details contained in the application form and arising from the business relationship with the Company may be stored, modified or used in any other way, in compliance with the provisions of the Luxembourg law of 2 August 2002 on data protection, as amended, on behalf of the Company for the purpose of administering and developing the business relationship with the investor. To this end, investors accept that data may be transmitted to Söderberg Group entities, the Management Company, financial advisers working with the Company, as well as to other companies being appointed to support the business relationship.

In accordance with the provisions of Luxembourg law of 2 August 2002 on data protection, investors are entitled to request information about their personal data at any time as well as to request their correction.

## **SÖDERBERG & PARTNERS SICAV II**

*Société d'Investissement à Capital Variable*

*Registered office: 4, rue Peternelchen, L-2370 Howald, Grand-Duchy of Luxembourg*

*R.C.S. Luxembourg B 181.641*

### **Board of Directors**

#### Chairman

Carl-Adam Högberg  
Managing Director  
Söderberg & Partners Asset Management S.A.  
Luxembourg

#### Directors

Niklas Vesterlund  
Head of Investment Management  
Söderberg & Partners Asset Management S.A.  
Luxembourg

Henri Stengård  
Mergers & Acquisitions  
PO Söderberg & Partner AB  
Sweden

### **Management Company**

SEB Fund Services S.A.  
4, rue Peternelchen  
L-2370 Howald  
Grand Duchy of Luxembourg

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

Göran Fors (chairman)  
Acting Head of Investor Services  
Large Corporates and Financial Institutions  
Skandinaviska Enskilda Banken AB (publ)  
Sweden

Marie Juhlin (member)  
Managing Director  
SEB Fund Services S.A.  
Luxembourg

Jonas Lindgren (member)

Client Executive, Hedge Fund Coverage  
Large Corporates and Financial Institutions  
Skandinaviska Enskilda Banken AB (publ)  
Sweden

Claes-Johan Geijer  
Independent Director and Advisor  
G Advisors S.à.r.l.  
Luxembourg

### **Conducting Officers of the Management Company**

Marie Juhlin, Managing Director  
Jan Hedman, Deputy Managing Director  
Shaneera Boolell Gunesh (épouse Rasqué), Deputy Managing Director

### **Investment Manager**

Söderberg & Partners Asset Management S.A.  
1, rue Louvigny  
L-1946 Luxembourg  
Grand Duchy of Luxembourg

### **Depositary and Paying Agent in Luxembourg**

Skandinaviska Enskilda Banken S.A.  
4, rue Peternelchen  
L-2370 Howald  
Grand Duchy of Luxembourg

### **Central Administration Agent**

SEB Fund Services S.A.  
4, rue Peternelchen  
L-2370 Howald  
Grand Duchy of Luxembourg

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

European Fund Administration S.A.  
2, rue d'Alsace  
L-1122 Luxembourg  
Grand Duchy of Luxembourg

**Paying Agent in Sweden**

Skandinaviska Enskilda Banken AB (publ)  
Sergels Torg 2  
SE-106 40 Stockholm  
Sweden

**Auditors**

PricewaterhouseCoopers, société coopérative  
2, rue Gerhard Mercator  
L-2182 Luxembourg  
Grand Duchy of Luxembourg

**Placement and Distribution Agent**

Söderberg & Partners Asset Management S.A.  
1, rue Louvigny  
L-1946 Luxembourg  
Grand Duchy of Luxembourg

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## PRINCIPAL FEATURES

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The following summary is qualified in its entirety by reference to the more detailed information included elsewhere in this Prospectus.

<b><i>Administration Agent</i></b>	European Fund Administration S.A., acting as registrar and transfer agent and administration agent as further described below.
<b><i>Articles</i></b>	The articles of incorporation of the Company, as amended from time to time.
<b><i>Board of Directors</i></b>	The board of directors of the Company.
<b><i>Central Administration Agent</i></b>	SEB Fund Services S.A.
<b><i>Class(es)</i></b>	Pursuant to the Articles, the Board of Directors may decide to issue, within each Compartment, separate classes of Shares whose assets will be commonly invested but where a specific sales or redemption charge structure, fee structure, minimum investment amount, taxation, distribution policy or other feature may be applied.
<b><i>Company</i></b>	The Company is an investment company organised under Luxembourg law as a <i>société anonyme</i> qualifying as a <i>société d'investissement à capital variable</i> ("SICAV"). It comprises several Compartments.
<b><i>Compartments</i></b>	<p>The Company offers investors, within the same investment vehicle, a choice between several Compartments which are distinguished mainly by their specific investment policy and/or by the currency in which they are denominated. The specifications of each Compartment are described in the Appendix to this Prospectus.</p> <p>The assets and liabilities of each Compartment, as further described under GENERAL INFORMATION, 5. "Allocation of Assets and Liabilities among the Compartments" shall be segregated from the assets and liabilities of those of the other Compartments, with creditors having recourse only to the assets of the Compartment concerned and where the liabilities cannot be satisfied out of the assets of the another Compartment. As between the Shareholders and creditors, each Compartment will be deemed to be a separate entity.</p> <p>The Board of Directors may, at any time, decide on the creation of further Compartments and in such case, the Appendix to this Prospectus will be updated. Each Compartment may have one or more classes of Shares.</p>
<b><i>Conversion of Shares</i></b>	Unless specifically indicated to the contrary for any Compartment and in compliance with eligibility conditions set forth for the Class in which conversion is to be made, Shareholders may at any time request conversion of their



	Shares into Shares of another Class within the same existing Compartment or of another Compartment on the basis of the net asset values of the Shares of both Classes concerned, determined on the common applicable Valuation Day.
<b>CSSF</b>	The <i>Commission de Surveillance du Secteur Financier</i> , the Luxembourg authority supervising the financial sector.
<b>Depository</b>	Skandinaviska Enskilda Banken S.A., acting as depository of the Company.
<b>Directive</b>	The Directive 2009/65/EC of 13 July 2009 on the coordination of laws, regulations and administrative provisions relating to undertakings for collective investment in transferable securities (UCITS), as amended from time to time.
<b>Eligible Market</b>	A Regulated Market in an Eligible State.
<b>Eligible State</b>	Any Member State or any other state in (Eastern and Western) Europe, Asia, Africa, Australia, North and South America and Oceania, as determined by the Board of Directors.
<b>EU</b>	The European Union.
<b>FATF</b>	Financial Action Task Force (also referred to as <i>Groupe d'Action Financière</i> ).
<b>Investment Manager</b>	Söderberg & Partners Asset Management S.A..
<b>Issue of Shares</b>	The subscription price per Share of each Class within the Compartments will be the net asset value per Share of such Class determined on the applicable Valuation Day plus the applicable sales commission.
<b>KIID</b>	The key investor information document as defined by the Law and applicable laws and regulations.
<b>Law</b>	The law of 17 December 2010 concerning undertakings for collective investments, as may be amended.
<b>Listing and Clearing</b>	Shares of all Compartments may be listed on the Luxembourg Stock Exchange at the discretion of the Board of Directors.
<b>Management Company</b>	SEB Fund Services S.A., a Luxembourg public limited company appointed to act as the management company of the Company pursuant to Chapter 15 of the Law.
<b>Member State</b>	A member state as defined in the Law.
<b>Placement and Distribution Agent</b>	Söderberg & Partners Asset Management S.A.
<b>Redemption of Shares</b>	Shareholders may at any time request redemption of their Shares, at a price equal to the net asset value per Share of the Compartment concerned, determined on the applicable Valuation Day, less the applicable redemption charge.
<b>Reference Currency</b>	The currency specified as such in the relevant Appendix to the Prospectus.

<b><i>Regulated Market</i></b>	A market within the meaning of Article 4(1)14 of Directive 2004/39/EC of the European Parliament and of the Council of 21 April 2004 on markets in financial instruments amending Council Directives 85/611/EEC and 93/6/EEC and Directive 2000/12/EC of the European Parliament and of the Council and repealing Council Directive 93/22/EEC and any other market which is regulated, operates regularly and is recognised and open to the public.
<b><i>Söderberg Group</i></b>	Any entities (in)directly held by PO Söderberg & Partner AB.
<b><i>Shares</i></b>	Shares of each Compartment are offered in registered form only and all Shares must be fully paid for. Fractions of Shares will be issued up to 4 decimals. In the absence of a request for Shares to be issued in any particular form, Shareholders will be deemed to have requested that their Shares be held in registered form without certificates.
<b><i>Shareholders</i></b>	Holders of Shares.
<b><i>UCI</i></b>	An undertaking for collective investment within the meaning of the first and second indent of Article 1 (2) of the Directive, whether situated in a Member State or not.
<b><i>UCITS</i></b>	An undertaking for collective investment in transferable securities as defined in the Directive and the Law.
<b><i>Underlying Asset</i></b>	The underlying asset(s) to which the investment policy of a Compartment may be linked insofar as described in the relevant Compartment's appendix.
<b><i>Valuation Day</i></b>	<p>The day on which the net asset value per Share is calculated and Shares may be issued, converted and redeemed and which is, unless otherwise provided for in the Appendix to the Prospectus for a Compartment, any full bank business day in Luxembourg and in Sweden.</p> <p>The Board of Directors may in its absolute discretion amend the Valuation Day for some or all of the Compartments. In such case the Shareholders of the relevant Compartment will be duly informed and the Appendix to this Prospectus will be updated accordingly.</p> <p>The net asset value per Share will not be calculated on 24 December and 31 December of each calendar year.</p>

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## THE COMPANY

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SÖDERBERG & PARTNERS SICAV II is an open-ended collective investment company ("*société d'investissement à capital variable*") established under the laws of the Grand-Duchy of Luxembourg, with an "umbrella" structure comprising different Compartments and Classes. In accordance with the Law, a subscription of Shares constitutes acceptance of all terms and provisions of the Prospectus and the Articles.

There may be created within each Compartment different classes of Shares as described under "Principal Features – The Classes".

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## THE MANAGEMENT COMPANY

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The Directors of the Company have appointed SEB Fund Services S.A. as the management company of the Company to be responsible on a day-to-day basis, under supervision of the Directors, for providing administration, investment management and advisory services in respect of all Compartments. In respect of all Compartments, the Management Company has delegated its investment management and advisory functions to Söderberg & Partners Asset Management S.A.

The Management Company has delegated the administration functions, including the registrar and transfer functions to European Fund Administration S.A.

SEB Fund Services S.A. was incorporated for an unlimited period on 2 August 1993 in the form of a "*société anonyme*" in Luxembourg under the name of "SEB Lux Advisory Company S.A.". It has been transformed into a management company and changed name with effect on 22 October 2004. The Management Company is governed by Chapter 15 of the Law.

It has its registered office in Luxembourg at 4, rue Peternelchen, L-2370 Howald, Grand Duchy of Luxembourg. The articles of incorporation of the Management Company were published in the *Mémorial C*, official gazette of the Grand-Duchy of Luxembourg, as of 16 November 2004. The amended articles were last published on 28 August 2014 in the *Mémorial C*.

The exclusive objective of the Management Company is the creation, the administration, the management and the distribution of undertakings for collective investment, alternative investment funds (AIF), specialised investment funds (SIF), venture capital investment

companies (SICAR) and pension funds. Its capital is EUR 7,200,000.00 fully paid up, represented by 1,200 registered Shares.

The Management Company shall also ensure compliance of the Company with the investment restrictions and oversee the implementation of the Company's strategies and investment policy.

The Management Company shall also send reports to the Directors on a periodic basis and inform each board member without delay of any non-compliance of the Company with the investment restrictions.

The accounts of the Management Company are audited by an independent authorised auditor. This task has been entrusted to PricewaterhouseCoopers *société coopérative*.

The Management Company currently also acts as management company for other investment funds. The names of these investment funds are available on request at the Management Company's registered office.

The Management Company will also act as Domiciliary Agent of the Company. For the performance of its domiciliary services the Management Company will be paid a fee in accordance with usual practice in Luxembourg.

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## INVESTMENT POLICIES AND RESTRICTIONS

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### **1. General Investment Policies for all Compartments**

The provisions of this section apply only insofar as they are compatible with the specific investment policy disclosed in the relevant Appendix to this Prospectus.

The Board of Directors determines the specific investment policy and investment objective of each Compartment, which are described in more detail in the respective Appendix to this Prospectus. The investment objectives of the Compartments will be carried out in compliance with the investment restrictions set forth in section 2.

Each Compartment seeks an above-average total investment return, comprised principally of long-term capital appreciation, by investing in a diversified portfolio of transferable securities or in financial derivative instruments as described in respect of the investment objective and policies in the relevant Appendix to this Prospectus. There can be no assurance that the investment objectives of any Compartment will be achieved.

In the general pursuit of obtaining an above-average total investment return as may be consistent with the preservation of capital, efficient portfolio management techniques may be employed to the extent permitted by the investment and borrowing restrictions stipulated by the Board of Directors.

The Compartments may from time to time also hold, on an ancillary basis, cash reserves or include other permitted assets with a short remaining maturity, especially in times when rising interest rates are expected.

Investors are invited to refer to the description of the investment policy of each Compartment in the Appendix to this Prospectus for details.

The historical performance of the Compartments will be published in the KIID for each Compartment. Past performance is not necessarily indicative of future results.

## **2. Specific Investment Policies for each Compartment**

The specific investment policy of each Compartment is described in the Appendix to this Prospectus.

## **3. Investment and Borrowing Restrictions**

The Articles provide that the Board of Directors shall, based upon the principle of spreading of risks, determine the corporate and investment policy of the Company and the investment and borrowing restrictions applicable, from time to time, to the investments of the Company.

In order for the Company to qualify as a UCITS under the Law and the Directive, the Board of Directors has decided that the following restrictions shall apply to the investments of the Company and, as the case may be and unless otherwise specified for a Compartment in the Appendix to this Prospectus, to the investments of each of the Compartments:

- I. (1) The Company, for each Compartment, may invest in:
- a) transferable securities and money market instruments admitted to or dealt in on an Eligible Market;
  - b) 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 an Eligible Market and such admission is secured within one year of the issue;
  - c) units of UCITS and/or other UCI, whether situated in a Member State or not, provided that:
    - such other UCIs have been authorised under laws which provide that they are subject to supervision considered by the CSSF to be equivalent to that laid down in Community law, and that cooperation between authorities is sufficiently ensured,
    - the level of protection for unit holders in such other UCIs is equivalent to that provided for unit holders 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 the Directive,

- 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;
- d) deposits with credit institutions which are repayable on demand or have the right to be withdrawn, and maturing in no more than 12 months, provided that the credit institution has its registered office in a Member State or, if the registered office of the credit institution is situated in a third country, provided that it is subject to prudential rules considered by the Luxembourg regulatory authority as equivalent to those laid down in Community law;
- e) financial derivative instruments, including equivalent cash-settled instruments, dealt in on an Eligible Market and/or financial derivative instruments dealt in over-the-counter ("OTC derivatives"), provided that:
- the underlying consists of instruments covered by this section I. (1), financial indices, interest rates, foreign exchange rates or currencies, in which the Compartments may invest according to their investment objective;
  - the counterparties to OTC derivative transactions are institutions subject to prudential supervision, and belonging to the categories approved by the CSSF;
  - 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;
- f) money market instruments other than those dealt in on an Eligible Market, if the issue or the issuer of such instruments are themselves regulated for the purpose of protecting investors and savings, and provided that such instruments are:
- issued or guaranteed by a central, regional or local authority or by a central bank of a Member State, the European Central Bank, the EU or the European Investment Bank, a third country or, in case of a Federal State, by one of the members making up the federation, or by a public international body to which one or more Member States belong, or
  - issued by an undertaking any securities of which are dealt in on Eligible Markets, or
  - issued or guaranteed by an establishment subject to prudential supervision, in accordance with criteria defined by Community law, or by an establishment which is subject to and complies with prudential rules considered by the CSSF to be at least as stringent as those laid down by Community law, such as, but not limited to, a credit institution which has its registered office in a country which is an OECD member state and a FATF State, or
  - issued by other bodies belonging to the categories approved by the CSSF provided that investments in such instruments are subject to investor protection equivalent to that laid down in the first, the second or the third indent and provided that the issuer is a company whose capital and reserves amount to at least ten million Euro (10,000,000 EUR) 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 Compartment in transferable securities and money market instruments other than those referred to under (1) above.
- (3) Under the conditions and within the limits laid down by the Law, the Company may, to the widest extent permitted by the Luxembourg laws and regulations (i) create a Compartment qualifying either as a feeder UCITS (a "Feeder UCITS") or as a master UCITS (a "Master UCITS"), (ii) convert any existing Compartment into a Feeder UCITS, or (iii) change the Master UCITS of any of its Feeder UCITS.
  - a) A Feeder UCITS shall invest at least 85% of its assets in the units of another Master UCITS.
  - b) A Feeder UCITS may hold up to 15% of its assets in one or more of the following:
    - ancillary liquid assets in accordance with paragraph II below;
    - financial derivative instruments, which may be used only for hedging purposes.
  - c) For the purposes of compliance with paragraph III a) (iii) below, the Feeder UCITS shall calculate its global exposure related to financial derivative instruments by combining its own direct exposure under the second indent of under (b) with either:
    - the Master UCITS actual exposure to financial derivative instruments in proportion to the Feeder UCITS 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 UCITS investment into the Master UCITS.

II. The Company may hold ancillary liquid assets.

- III. a) (i) The Company may invest no more than 10% of the net assets of any Compartment in transferable securities and money market instruments issued by the same issuing body.
- (ii) The Company may not invest more than 20% of the net assets of any Compartment in deposits made with the same body.
- (iii) The risk exposure of a Compartment 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 I. (1) d) above or 5% of its net assets in other cases.
- b) Moreover, where the Company holds on behalf of a Compartment investment in transferable securities and money market instruments of issuing bodies which individually exceed 5% of the net assets of such Compartment, the total of all such investments must not account for more than 40% of the total net assets of such Compartment.

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 a), the Company may not combine for each Compartment:

- investments in transferable securities or money market instruments issued by a single body,
  - deposits made with a single body, and/or
  - exposures arising from OTC derivative transactions undertaken with a single body
  - in excess of 20% of the net assets of each Compartment.
- c) The limit of 10% laid down in sub-paragraph a) (i) above is increased to a maximum of 35% in respect of transferable securities or money market instruments which are issued or guaranteed by a Member State, its local authorities, or by another Eligible State, or by public international bodies of which one or more Member States are members.
- d) The limit of 10% laid down in sub-paragraph a) (i) is increased to 25% for certain bonds when they are issued by a credit institution which has its registered office in a Member State 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 Compartment 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 value of the assets of the Compartment.

- e) The transferable securities and money market instruments referred to in paragraphs c) and d) shall not be included in the calculation of the limit of 40% in paragraph b).

The limits set out in sub-paragraphs a), b), c) and d) may not be aggregated and, accordingly, investments in transferable securities or money market instruments issued by the same issuing body, in deposits or in derivative instruments effected with the same issuing body may not, in any event, exceed a total of 35% of any Compartment'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 the seventh Council Directive 83/349/EEC of 13 June 1983 based on the Article 54 (3) (g) of the Treaty on consolidated accounts, as amended, 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. a) to e).

The Company may cumulatively invest up to 20% of the net assets of a Compartment 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 Compartment, in accordance with the principle of risk spreading, in transferable securities and money market instruments issued or guaranteed by a Member State, by its local authorities or agencies, or by another member State of the OECD, Singapore, Brazil, Russia, Indonesia and South Africa or by public international bodies of which one or more member states of the EU, provided that such Compartment must hold securities from at least six different issues and securities from one issue do not account for more than 30% of the net assets of such Compartment.



- IV. a) Without prejudice to the limits laid down in paragraph V., the limits provided in paragraph III. a) to e) 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 Compartment 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 Compartment'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. a) The Company may not acquire shares carrying voting rights which should enable it to exercise significant influence over the management of an issuing body.
- b) 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;

These limits under 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 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 paragraph III. a) to e), V. a) and b) and VI.

- VI. a) Unless otherwise provided for in the Appendix to the Prospectus for a Compartment, no more than 10% of a Compartment's net assets may be invested in aggregate in the units of UCITS and/or other UCIs referred to in paragraph I) (1) c).

In the case restriction VI. a) above is not applicable to a specific Compartment as provided in its investment policy, (i) such Compartment may acquire units of UCITS and/or other UCIs referred to in paragraph I) (1) c) provided that no more than 20% of the Compartment's net assets be invested in the units of a single UCITS or other UCI, and (ii) investments made in units of UCIs other than UCITS may not in aggregate exceed 30% of the net asset of a Compartment.

For the purpose of the application of this investment limit, each Compartment of a UCITS and UCI with multiple Compartments is to be considered as a separate issuer provided that the principle of segregation of the obligations of the various Compartments vis-à-vis third parties is ensured.

- 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 and borrowing restrictions set forth under III. a) to e) above.
  - c) When the Company invests in the units of 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, except for any applicable dealing charge payable to the UCITS and/or UCIs.
  - d) The Company may acquire no more than 25% of the units of the same UCITS or other UCI. This limit may be disregarded at the time of acquisition if at that time the net 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 or other UCI concerned, all Compartments combined.
- VII. a) The Company may not borrow for the account of any Compartment amounts in excess of 10% of the net assets of that Compartment, any such borrowings to be from banks and to be effected only on a temporary basis, provided that the Company may acquire foreign currencies by means of back to back loans.
- 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 acquiring transferable securities, money market instruments or other financial instruments referred to in I. (1) c), e) and f) which are not fully paid.
  - 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.
- VIII. a) The Company needs not comply with the limits laid down in this chapter when exercising subscription rights attaching to transferable securities or money market instruments which form part of its assets. While ensuring observance of the principle of risk spreading, recently created Compartments may derogate from paragraphs III. a) to e), IV. and VI. a) and b) for a period of six months following the date of their creation.
- b) If the limits referred to in paragraph a) 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 interest of its Shareholders.
  - c) To the extent that an issuer is a legal entity with multiple Compartment where the assets of the Compartment are exclusively reserved to the investors in such Compartment and to those creditors whose claim has arisen in connection with the creation, operation or liquidation of that Compartment, each Compartment is to be considered as a separate issuer for the purpose of the application of the risk spreading rules set out in paragraphs III. a) to e), IV. and VI.
- IX. Each Compartment may, subject to the conditions provided for in the Articles as well as this Prospectus, subscribe, acquire and/or hold securities to be issued or issued by one or more Compartments of the Company with respect to the subscription, acquisition and/or the holding by a company of its own Shares, under the condition however that:

- the target Compartment does not, in turn, invest in the Compartment invested in this target Compartment;
- no more than 10% of the assets of the target Compartment whose acquisition is contemplated may, pursuant to the Articles be invested in aggregate in units of other target Compartments of the same Company;
- voting rights, if any, attaching to the relevant securities are suspended for as long as they are held by the Compartment concerned and without prejudice to the appropriate processing in the accounts and the periodic reports;
- in any event, for as long as these securities are held by the Company, their value will not be taken into consideration of the calculation of the net assets of the Company for the purposes of verifying the minimum threshold of the net assets imposed by the Law; and
- there is no duplication of management/subscription or repurchase fees between those at the level of the Compartment of the Company having invested in the target Compartment, and this target Compartment.

#### Financial Derivative Instruments

As specified in I. (1) e) above, the Company may in respect of each Compartment invest in financial derivative instruments with the exception of total return swaps or financial derivative instruments with similar characteristics.

The Company shall ensure that its global exposure relating to derivative instruments does not exceed the total net value of its net assets. The exposure is calculated taking into account the current value of the Underlying Assets, the counterparty risk, future market movements and the time available to liquidate the positions.

Each Compartment may invest in financial derivative instruments within the limits laid down in I. (1) e), provided that the exposure to the underlying assets does not exceed in aggregate the investment limits laid down in clause III. a) to e). When a Compartment invests in index-based financial derivative instruments, these investments do not have to be combined to the limits laid down in 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.

The Compartments may use financial derivative instruments for efficient portfolio management, for investment purposes and/or for hedging purposes, within the limits of this Prospectus, the Law and applicable regulations. Under no circumstances shall the use of these instruments cause a Compartment to diverge from its investment policy.

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## TECHNIQUES AND INSTRUMENTS

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### **A. Efficient portfolio management techniques**

The Company will not enter into securities financing transactions within the meaning of Regulation (EU) 2015/2365 of the European Parliament and of the Council of 25 November 2015 on transparency of securities financing transactions and of reuse. Should the Company wish to enter into the securities financing transactions in the future, the Prospectus will be updated accordingly.

### **B . Financial Derivative Instruments**

#### **(1) General**

Over-the-counter (OTC) financial derivative instruments, except for total return swaps and other derivatives with similar characteristics may be used by the Compartments to gain exposure to underlying assets will be entered into with counterparties selected among first class financial institutions specialised in the relevant type of transaction, subject to prudential supervision and belonging to the categories of counterparties approved by the CSSF.

#### **(2) Limitation**

When transactions involve the use of derivatives, the Company must comply with the terms and limits stipulated above in chapter “Investment Policies and Restrictions” of this Prospectus. The use of transactions involving derivatives may not cause the Company to stray from the investment objectives set out in the Prospectus.

#### **(3) Counterparty Risk**

In accordance with its investment objective and policy, a Compartment may trade ‘over-the-counter’ (OTC) financial derivative instruments such as non-exchange traded futures and options, forwards, swaps (but NOT total return swaps or other derivatives with similar characteristics) or contracts for difference. OTC derivatives are instruments specifically tailored to the needs of an individual investor that enable the user to structure precisely its exposure to a given position. Such instruments are not afforded the same protections as may be available to investors trading futures or options on organised exchanges, such as the performance guarantee of an exchange clearing house. The counterparty to a particular OTC derivative transaction will generally be the specific entity involved in the transaction rather than a recognised exchange clearing house. In these circumstances the Compartment will be exposed to the risk that the counterparty will not settle the transaction in accordance with its terms and conditions because of a dispute over the terms of the contract (whether or not bona fide) or because of the insolvency, bankruptcy or other credit or liquidity problems of the counterparty. This could result in substantial losses to the Compartment.

Participants in OTC markets are typically not subject to the credit evaluation and regulatory oversight to which members of 'exchange-based' markets are subject. Unless otherwise indicated in the Prospectus for a specific Compartment, the Company will not be restricted from dealing with any particular counterparties.

The Company's evaluation of the creditworthiness of its counterparties may not prove sufficient. The lack of a complete and fool proof evaluation of the financial capabilities of the counterparties and the absence of a regulated market to facilitate settlement may increase the potential for losses. The Company may select counterparties located in various jurisdictions. Such local counterparties are subject to various laws and regulations in various jurisdictions that are designed to protect their customers in the event of their insolvency. However, the practical effect of these laws and their application to the Compartment and its assets are subject to substantial limitations and uncertainties. Because of the large number of entities and jurisdictions involved and the range of possible factual scenarios involving the insolvency of a counterparty, it is impossible to generalize the effect of their insolvency on the Compartment and its assets.

Investors should assume that the insolvency of any counterparty would generally result in a loss to the Compartment, which could be material.

If there is a default by the counterparty to a transaction, the Company will under most normal circumstances have contractual remedies and in some cases collateral pursuant to the agreements related to the transaction. However, exercising such contractual rights may involve delays and costs. If one or more OTC counterparties were to become insolvent or the subject of liquidation proceedings, the recovery of securities and other assets under OTC derivatives may be delayed and the securities and other assets recovered by the Company may have declined in value.

Regardless of the measures that the Company may implement to reduce counterparty credit risk there can be no assurance that counterparty will not default or that the Compartment will not sustain losses on the transactions as a result. Such counterparty risk is accentuated for contracts with longer maturities or where the Compartment has concentrated its transactions with a single or small group of counterparties.

#### **(4) Other Risks**

In order to optimise their portfolio yield, all Compartments are authorised to use derivatives. The investor's attention is drawn to the fact that market conditions and applicable regulations may restrict the use of these instruments. The success of these strategies cannot be guaranteed. Compartments using these instruments assume risks and incur costs they would not have assumed or incurred if they had not used them. If the managers and sub-managers forecast incorrect trends for securities, currency and interest rate markets, the affected Compartment may be worse off than if no such strategy had been used. In using derivatives, each Compartment may for instance carry out over-the-counter futures or spot transactions on indices or other financial instruments with highly-rated banks or brokers specialised in this area, acting as counterparties. Although the corresponding markets are not necessarily

considered more volatile than other futures markets, operators have less protection against defaults on these markets since the contracts traded on them are not guaranteed by a clearing house.

### **C. Management of Collateral and Collateral Policy**

#### General

In the context of OTC financial derivative transactions, the Company may receive collateral with a view to reduce its counterparty risk. This section sets out the collateral policy applied by the Company in such case. All assets received by the Company in the context of efficient portfolio management techniques shall be considered as collateral for the purpose of this section.

#### Eligible Collateral

Collateral received by the Company may be used to reduce its counterparty risk exposure if it complies with the criteria set out in applicable laws, regulations and CSSF Circulars issued from time to time notably in terms of liquidity and issuer credit quality, valuation, correlation, collateral diversification, risks linked to the management of collateral and enforceability. In particular, collateral should comply with the following conditions:

(i) Liquidity and issuer credit quality – any collateral received other than cash shall be of high quality, highly liquid and traded on a regulated market or multilateral trading facility with transparent pricing in order that it can be sold quickly at a price that is close to pre-sale valuation.

(ii) Valuation – collateral received shall be valued on at least a daily basis and assets that exhibit high price volatility shall not be accepted as collateral unless suitably conservative haircuts are in place;

(iii) Correlation – the collateral received by the Company shall be issued by an entity that is independent from the counterpart and is expected not to display a high correlation with the performance of the counterpart;

(iv) Collateral diversification (asset concentration) – collateral shall be sufficiently diversified in terms of country, markets and issuers. The criterion of sufficient diversification with respect to issuer concentration is considered to be respected if the Company receives from a counterpart of efficient portfolio management and OTC financial derivative transactions a basket of collateral with a maximum exposure to a given issuer of 20% of the respective Sub-Fund's net asset value. When the Company is exposed to different counterparts, the different baskets of collateral shall be aggregated to calculate the 20% limit of exposure to a single issuer. By way of derogation from this sub-paragraph, the Company may be fully collateralised in different transferable securities and money market instruments issued or guaranteed by a Member State, one or more of its local authorities, a third country, or a public international body to which one or more Member States belong. In such a case, the Company should receive securities from at least six different issues, but securities from any single issue should not account for more than 30% of the respective Sub-Fund's net asset value. The list of eligible jurisdictions includes, but is not limited to, Canada, Denmark, Finland, France,

Germany, the Netherlands, Norway, Sweden, Switzerland, the United Kingdom and the United States of America;

Moreover, collateral received shall also comply with the provisions of Article 48(2) of the 2010 Law;

(v) it should be capable of being fully enforced by the Company at any time without reference to or approval from the counterparty;

(vi) Risks linked to the management of collateral, such as operational and legal risks, shall be identified, managed and mitigated by the risk management process;

(vii) Where there is a title transfer, the collateral received shall be held by the depositary of the Company. For other types of collateral arrangement, the collateral can be held by a third party custodian which is subject to prudential supervision, and which is unrelated to the provider of the collateral;

Subject to the abovementioned conditions, collateral received by the Company may consist of the following instruments as accepted by the Commission Delegated Regulation (EU) 2016/2251 of the 4 October 2016 supplementing Regulation (EU) No 648/2012 of the European Parliament and of the Council of 4 July 2012 (hereafter referred to as “CDR 2016/2251”):

- (i) Cash in an OECD country currency in accordance with Article 4(1) (a) of CDR 2016/2251,
- (ii) Debt securities issued or guaranteed by Member States’ central governments or central banks in accordance with Article 4(1) (c) of CDR 2016/2251,
- (iii) Debt securities issued by Member States’ regional governments or local exposures whose exposures are treated as exposures to the central government of that Member State listed in Article 115(2) of the Regulation (EU) 575/2013,
- (iv) Debt securities issued by multilateral banks listed in Article 117(2) of the Regulation (EU) of 575/2013,
- (v) Debt securities issued by international organisations listed in Article 118 of the Regulation (EU) No 575/2013,
- (vi) Corporate bonds,
- (vii) Convertible bonds provided they can be converted only into equities which are included in an index specified pursuant to point (a) of Article 197(8) of the Regulation (EU) No 575/2013,
- (viii) Equities included in an index specified pursuant to point (a) of Article 197(8) of the Regulation (EU) No 575/2013.

### Level of Collateral

The Company will determine the required level of collateral for OTC financial derivatives transactions by reference to the applicable counterparty risk limits set out in this Prospectus and taking into account the nature and characteristics of transactions, the creditworthiness and identity of counterparties and prevailing market conditions.

### Rules for application of Haircuts

Collateral will be valued on a daily basis using available market prices and the value of collateral will be adjusted by applying relevant haircuts. For this purpose, in accordance with Article 6 of CDR 2016/2251, the Management Company will rely on the credit quality assessments issued by a recognised External Credit Assessment Institution or the credit quality of (ECAI) of an export credit agency and thus will use standard haircuts to be applied by asset type, maturity and credit quality of the issuer.

The following haircuts will be applied:

#### 1. Cash Collateral

(i) Cash variation margin shall be subject to a haircut of 0%

(ii) Cash initial margin shall be subject to a haircut of 8% when the cash initial margin has been posted in a currency other than the currency in which the payments in case of early termination or default have to be made in accordance with the single derivative contract, the relevant exchange of collateral agreement or the relevant credit support annex ('termination currency').

In case no termination currency has been set out, the above haircut of 8% shall apply to the market value of all the assets posted as collateral.

#### 2. Non-Cash Collateral

(i) Haircuts applicable to debt securities

Table 1 Debt securities

Collateral	Credit Quality Step	Maturity		
		≤ 1 year	>1 ≤ 5 year(s)	> 5 years



(i)	Debt securities issued or guaranteed by Member States' central governments or central banks in accordance with Article 4(1) (c) of CDR 2016/2251				
(ii)	Debt securities issued by Member States' regional governments or local exposures whose exposures are treated as exposures to the central government of that Member State listed in Article 115(2) of Regulation (EU) 575/2013 and in accordance with CDR 2016/2251.	1	0.5%	2%	4%
(iii)	Debt securities issued by multilateral banks listed in Article 117(2) of Regulation (EU) of 575/2013 and in accordance with CDR 2016/2251.	2-3	1%	3%	6%
(iv)	Debt securities issued by international organisations listed in Article 118 of the Regulation (EU) No 575/2013 and in accordance with CDR 2016/2251				
(v)	Convertible bonds provided they can be converted only into equities which are included in an index specified pursuant to point (a) of article 197(8) of Regulation (EU) No 575/2013	1-3	15%		
(vi)	Corporate bonds in accordance with CDR 2016/2251.	1	1%	4%	8%
		2-3	2%	6%	12%

To determine the credit quality step, the second best rating from Moody's, S&P and Fitch shall be used and mapped using the table below. For the avoidance of the doubt, no credit quality step 4 is mapped since all debt securities shall be having an issuer rating of investment grade.

Table 1 – Credit Quality step mapping table

Credit Rating Agency	Rating type	Credit Quality Step		
		1	2	3
Fitch Ratings	Long-term Issuer Credit ratings scale	AAA, AA	A	BBB
Moody's Investors Service	Global long-term rating scale	Aaa, Aa	A	Baa
Standard & Poor's ratings Services	Long-term issuer credit ratings scale	AAA,A A	A	BBB

(ii) Equities in main indices and bonds convertible to equities in main indices shall have a haircut of 15 %.

(iii) Non cash initial margin posted in a currency other than the currency in which the payments in case of early termination or default have to be made in accordance with the single derivative contract, the relevant exchange of collateral agreement or the relevant credit support annex ('termination currency') shall be subject to an additional haircut of 8%.

In case no termination currency has been set out, the above haircut of 8% shall apply to the market value of all the assets posted as collateral.

(iv) Non-Cash variation margin posted in a currency other than those agreed in an individual derivative contract, the relevant governing master netting agreement or the relevant credit support annex shall be subject to an additional haircut of 8%.

The Management Company reserves the right to review and amend the above haircuts at any time when the market conditions have changed and when and if this is deemed in the best interest of the Company.

#### Reinvestment of Collateral

Non-Cash Collateral received by the Company may not be sold, re-invested or pledged.

#### Restrictions on the re-use of Cash Collateral

Cash Collateral received by the Company shall neither be re-invested nor pledged.

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### **RISK-MANAGEMENT PROCESS**

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In accordance with applicable laws and regulations, and in particular CSSF regulation No. 10-4 transposing Commission Directive 2009/65/EC of the European Parliament and of the Council as regards organisational requirements, conflicts of interest, conduct of business, risk management and content of the agreement between a depositary and a management company, CSSF circular 11/512, CSSF circular 12/546, the ESMA Guidelines on risk measurement and the calculation of global exposure and counterparty risk for UCITS (ref.: ESMA/10-788) and the ESMA Guidelines on risk management principles for UCITS (ref.: ESMA/09-178), the Management Company employs 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 the portfolio. 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.

The risk profile of the Company is monitored taking into account the current value of the underlying assets, the counterparty risk, future market movements and the time available to liquidate the positions.

Unless otherwise provided for any Compartment in the relevant Annex, the commitment approach is used to monitor and measure the global exposure of each Compartment.

This approach measures the global exposure related solely to positions on financial derivative instruments under consideration of netting or hedging.

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## RISK WARNINGS

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The following is a general description of a number of risks which may affect the value of Shares. See also the section of the relevant Appendix to the Prospectus (if any) for a discussion of additional risks particular to a specific issue of Shares. The description of the risks made below is not, nor is it intended to be, exhaustive. Not all risks listed necessarily apply to each issue of Shares, and there may be other considerations that should be taken into account in relation to a particular issue. What factors will be of relevance to a particular Compartment will depend upon a number of interrelated matters including, but not limited to, the nature of the Shares and the Compartment's Investment Policy.

No investment should be made in the Shares until careful consideration of all these factors has been made.

### **1. Introduction**

The value of investments and the income from them, and therefore the value of and income from Shares relating to a Compartment can go down as well as up and an investor may not get back the amount the investor invests. Due to the various commissions and fees which may be payable on the Shares, an investment in Shares should be viewed as medium to long term. Short or leveraged funds are associated with higher risks and may better be considered as short to medium term investments. An investment in a Compartment should not constitute a substantial proportion of an investment portfolio and may not be appropriate for all investors. Investors should only reach an investment decision after careful consideration with their legal, tax, accounting, financial and other advisers. The legal, regulatory, tax and accounting treatment of the Shares can vary in different jurisdictions. Any descriptions of the Shares set out in the Prospectus, including any Appendix, are for general information purposes only. Investors should recognise that the Shares may decline in value and should be prepared to sustain a total loss of their investment. Risk factors may occur simultaneously and/or may compound each other resulting in an unpredictable effect on the value of the Shares.

### **2. General Risk**

*Valuation of the Shares:* the value of a Share will fluctuate as a result of changes in the value of, amongst other things, the Compartment's assets, the Underlying Asset and, where applicable, the financial derivative instruments used to expose the Compartment to the Underlying Asset synthetically.

*Valuation of the Underlying Asset and the Compartment's assets:* the Compartment's assets, the Underlying Asset or the financial derivative instruments used to expose the Compartment to the Underlying Asset synthetically may be complex and specialist in nature. Valuations for such assets or financial derivative instruments will usually only be available from a limited number of market professionals which frequently act as counterparties to the transactions to be valued. Such valuations are often subjective and there may be substantial differences between any available valuations.

*Exchange rates:* an investment in the Shares may directly or indirectly involve exchange rate risk. Because the net asset value of the Compartment will be calculated in its Reference Currency, the performance of an Underlying Asset or of its constituents denominated in a currency other than the Reference Currency will also depend on the exchange rate of such currency. Equally, the currency denomination of any Compartment asset in a currency other than the Reference Currency will involve exchange rate risk for the Compartment.

*Interest rates:* fluctuations in interest rates of the currency or currencies in which the Shares, the Compartment's assets and/or the Underlying Asset are denominated may affect financing costs and the real value of the Shares.

*Inflation:* the rate of inflation will affect the actual rate of return on the Shares. An Underlying Asset may reference the rate of inflation.

*Yield:* returns on Shares may not be directly comparable to the yields which could be earned if any investment were instead made in any Compartment's assets and/or Underlying Asset.

*Correlation:* the Shares may not correlate perfectly, nor highly, with movements in the value of Compartment's assets and/or the Underlying Asset.

*Volatility:* the value of the Shares may be affected by market volatility and/or the volatility of the Compartment's assets and/or the Underlying Asset.

*Credit risk:* the ability of the Company to make payments to Shareholders in respect of the Shares will be diminished to the extent of any other liabilities undertaken by, or imposed on, the Company. Any Compartment's assets, Underlying Asset or derivative technique used to link the two may involve the risk that the counterparty to such arrangements may default on any obligations to perform thereunder.

*Liquidity risk:* certain types of securities may be difficult to buy or sell, particularly during adverse market conditions, which may affect their value. The fact that the Shares may be listed on a stock exchange is not an assurance of liquidity in the Shares.

*Leverage:* the Compartment's assets, Underlying Asset and the derivative techniques used to expose the Compartment to the Underlying Assets may comprise elements of leverage (or borrowings) which may potentially magnify losses and may result in losses greater than the amount borrowed or invested by the Compartment.

*Political factors, emerging market and non-OECD member country assets:* the performance of the Shares and/or the possibility to purchase, sell, or repurchase the Shares may be affected by changes in general economic conditions and uncertainties such as political developments, changes in government policies, the imposition of restrictions on the transfer of capital and changes in regulatory requirements. Such risks can be heightened in investments in, or relating to, emerging markets or non-OECD member countries. In addition, local custody services remain underdeveloped in many non-OECD and emerging market countries and there is a heightened transaction and custody risk involved in dealing in such markets. In certain circumstances, a Compartment may not be able to recover or may encounter delays in the recovery of some of its assets. Furthermore, the legal infrastructure and accounting, auditing and reporting standards in emerging markets or non-OECD member countries, may not provide the same degree of investor information or protection as would generally apply to major markets.

*Share subscriptions and repurchases:* provisions relating to the subscription and repurchase of Shares grant the Company discretion to limit the amount of Shares available for subscription or repurchase on any bank full business day in Luxembourg and Sweden and, in conjunction with such limitations, to defer or pro rata such subscription or repurchase. In addition, where requests for subscription or repurchase are received after the cut-off deadline, there will be a delay between the time of submission of the request and the actual date of subscription or repurchase. Such deferrals or delays may operate to decrease the number of Shares or the repurchase amount to be received.

*Listing:* there can be no certainty that a listing on any stock exchange applied for by the Company will be achieved and/or maintained or that the conditions of listing will not change. Further, trading in Shares on a stock exchange may be halted pursuant to that stock exchange's rules due to market conditions and investors may not be able to sell their Shares until trading resumes.

*Legal and regulatory:* the Company must comply with regulatory constraints or changes in the laws affecting it, the Shares, or the investment restrictions, which might require a change in the investment policy and objectives followed by a Compartment. The Compartment's assets, the Underlying Asset and the derivative techniques used to expose the Compartment to the Underlying Assets may also be subject to change in laws or regulations and/or regulatory action which may affect the value of the Shares.

*Nominee arrangements:* where an investor invests in Shares via the Principal Placement and Distribution Agent, its sub-distribution or private placement agents and/or a nominee or holds interests in Shares through a clearing agent, such Shareholder will typically not appear on the register of Shareholders of the Company and may not therefore be able to exercise voting or other rights available to those persons appearing on the register.

*Use of derivatives:* as a Compartment whose performance is linked to an Underlying Asset will often invest in derivative instruments (with the exception of total return swaps and other financial derivative instruments with similar characteristics) or securities which differ from the Underlying Asset, derivative techniques will be used to link the value of the Shares to the performance of the Underlying Asset. While the prudent use of such derivatives techniques can be beneficial, derivatives instruments also involve risks which, in certain cases, can be

greater than the risks presented by more traditional investments. There may be transaction costs associated with the use of any such derivatives instruments.

*Duplication of costs:* the Compartment incurs costs of its own management and administration comprising the fees paid to the Management Company, the Investment Manager, the Depositary, unless otherwise provided hereinafter and other service providers.

It should be noted that, in addition, the Compartment incurs similar costs in its capacity as an investor in the funds in which a Compartment invests, which in turn pay similar fees to their manager and other service providers. It is endeavoured to reduce duplication of management charges by negotiating rebates where applicable in favour of the Company with such funds or their managers. Further, the investment strategies and techniques employed by certain funds may involve frequent changes in positions and a consequent portfolio turnover. This may result in brokerage commission expenses which exceed significantly those of the funds of comparable size. The funds may be required to pay performance fees to their manager. Under these arrangements the managers will benefit from the appreciation, including unrealised appreciation of the investments of such funds, but they are not similarly penalised for realised or unrealised losses. As a consequence, the direct and indirect costs borne by the Compartment are likely to represent a higher percentage of the net asset value per Share than would typically be the case with UCITS which invest directly in equity and bond markets (and not through other UCITS/UCI/funds).

### **3. Underlying Asset risks**

#### **(A) General**

*Underlying Asset calculation and substitution:* in certain circumstances described in the relevant Appendix, the Underlying Asset may cease to be calculated or published on the basis described or such basis may be altered or the Underlying Asset may be substituted. In certain circumstances such as the discontinuance in the calculation or publication of the Underlying Asset or suspension in the trading of any constituents of the Underlying Asset, it could result in the suspension of trading of the Shares or the requirement for market makers to provide two way prices on the relevant stock exchanges.

*Corporate actions:* securities comprising an Underlying Asset may be subject to change in the event of corporate actions in respect of those securities.

*Tracking error:* the following are some of the factors which may result in the value of the Shares varying from the value of the Underlying Asset: investments in assets other than the Underlying Asset may give rise to delays or additional costs and taxes compared to an investment in the Underlying Asset; investment or regulatory constraints may affect the Company but not the Underlying Asset; the fluctuation in value of a Compartment's assets; where applicable, any differences between the maturity date of the Shares and the Maturity Date of the relevant Compartment's assets; and the existence of a cash position held by a Compartment.

*No investigation or review of the Underlying Asset(s):* none of the Management Company, the Investment Manager or any of its affiliates has performed or will perform any investigation or

review of the Underlying Asset on behalf of any prospective investor in the Shares. Any investigation or review made by or on behalf of the Company, the Management Company the Investment Manager or any of its affiliates is or shall be for their own proprietary investment purposes only.

**(B) Certain risks associated with particular Underlying Assets**

Certain risks associated with investment in particular Underlying Assets or any securities comprised therein are set out below.

*Shares:* the value of an investment in Shares will depend on a number of factors including, but not limited to, market and economic conditions, sector, geographical region and political events.

*Pooled investment vehicles:* alternative investment funds, mutual funds and similar investment vehicles operate through the pooling of investors' assets. Investments are then invested either directly into assets or are invested using a variety of hedging strategies and/or mathematical modelling techniques, alone or in combination, any of which may change over time. Such strategies and/or techniques can be speculative, may not be an effective hedge and may involve substantial risk of loss and limit the opportunity for gain. It may be difficult to obtain valuations of products where such strategies and/or techniques are used and the value of such products may depreciate at a greater rate than other investments. Pooled investment vehicles are often unregulated, make available only limited information about their operations, may incur extensive costs, commissions and brokerage charges, involve substantial fees for investors (which may include fees based on unrealised gains), have no minimum credit standards, employ high risk strategies such as short selling and high levels of leverage and may post collateral in unsegregated third party accounts.

*Indices:* the compilation and calculation of an index or portfolio will generally be rules based, account for fees and include discretions exercisable by the index provider or investment manager. Methodologies used for certain proprietary indices are designed to ensure that the level of the index reaches a pre-determined level at a specified time. However, this mechanism may have the effect of limiting any gains above that level. Continuous protection or lock-in features designed to provide protection in a falling market may also result in a lower overall performance in a rising market.

*Structured finance securities:* structured finance securities include, without limitation, asset-backed securities and credit-linked securities, which may entail a higher liquidity risk than exposure to sovereign or corporate bonds. Certain specified events and/or the performance of assets referenced by such securities, may affect the value of, or amounts paid on, such securities (which may in each case be zero).

*Emerging Markets:* Underlying investments in emerging markets involve additional risks and special considerations not typically associated with investing in other more established economies or markets. Such risks may include (i) increased risk of nationalization or expropriation of assets or confiscatory taxation; (ii) greater social, economic and political uncertainty, including war; (iii) higher dependence on exports and the corresponding

importance of international trade; (iv) greater volatility, less liquidity and smaller capitalization of markets; (v) greater volatility in currency exchange rates; (vi) greater risk of inflation; (vii) greater controls on foreign investment and limitations on realization of investments, repatriation of invested capital and on the ability to exchange local currencies for the Reference Currency; (viii) increased likelihood of governmental involvement in and control over the economy; (ix) governmental decisions to cease support of economic reform programs or to impose centrally planned economies; (x) differences in auditing and financial reporting standards which may result in the unavailability of material information about issuers; (xi) less extensive regulation of the markets; (xii) longer settlement periods for transactions and less reliable clearance and custody arrangements; (xiii) less developed corporate laws regarding fiduciary duties of officers and directors and the protection of investors; and (xiv) certain considerations regarding the maintenance of the Compartment's financial instruments with brokers and securities depositories. Repatriation of investment income, assets and the proceeds of sales by foreign investors may require governmental registration and/or approval in some emerging countries. A Compartment may be adversely affected by delays in or a refusal to grant any required governmental registration or approval for such repatriation or by withholding taxes imposed by emerging market countries on interest or dividends paid on financial instruments held by the Fund or gains from the disposition of such financial instruments.

In emerging markets, there is often less government supervision and regulation of business and industry practices, stock exchanges, over-the-counter markets, brokers, dealers, counterparties and issuers than in other more established markets. Any regulatory supervision which is in place may be subject to manipulation or control. Some emerging market countries do not have mature legal systems comparable to those of more developed countries. Moreover, the process of legal and regulatory reform may not be proceeding at the same pace as market developments, which could result in investment risk. Legislation to safeguard the rights of private ownership may not yet be in place in certain areas, and there may be the risk of conflict among local, regional and national requirements. In certain cases, the laws and regulations governing investments in securities may not exist or may be subject to inconsistent or arbitrary appreciation or interpretation. Both the independence of judicial systems and their immunity from economic, political or nationalistic influences remain largely untested in many countries. The Compartments may also encounter difficulties in pursuing legal remedies or in obtaining and enforcing judgments in local courts.

Investments in securities of issuers in emerging markets may be subject to greater risks than investments in securities of issuers from member states of the OECD due to a variety of factors including currency controls and currency exchange rates fluctuations, changes in governmental administration or economic or monetary policy or changed circumstances in dealings between nations, expropriation, confiscatory taxation and potential difficulties in enforcing contractual obligations. There may be less publicly available information about issuers in certain countries and such issuers may not be subject to uniform accounting, auditing and financial reporting standards and requirements comparable to those of most OECD issuers. In certain countries, securities of local issuers are less liquid and more volatile than securities of comparable issuers of more mature economies and subject to lower levels of government supervision than those on the OECD. The investments in such markets may be



considered speculative and subject to significant custody and clearance risks and delay in settlement.

*Others:* underlying Asset(s) may include other assets which involve substantial financial risk such as distressed debt, low quality credit securities, forward contracts and deposits with commodity trading advisors (in connection with their activities).

#### **4. Other risks**

*Allocation of shortfalls among Classes of a Compartment:* the right of holders of any Class of Shares to participate in the assets of the Company is limited to the assets (if any) of the relevant Compartment and all the assets comprising a Compartment will be available to meet all of the liabilities of the Compartment, regardless of the different amounts stated to be payable on the separate Classes (as set out in the relevant Appendix). For example, if on a winding-up of the Company, the amounts received by the Company under the relevant Compartment's assets (after payment of all fees, expenses and other liabilities which are to be borne by the relevant Compartment) are insufficient to pay the full redemption amount payable in respect of all Classes of Shares of the relevant Compartment, each Class of Shares of the Compartment will rank *pari passu* with each other Class of Shares of the relevant Compartment, and the proceeds of the relevant Compartment will be distributed equally amongst the Shareholders of that Compartment pro rata to the amount paid up on the Shares held by each Shareholder. The relevant Shareholders will have no further right of payment in respect of their Shares or any claim against any other Compartment or any other assets of the Company. This may mean that the overall return (taking account of any dividends already paid) to Shareholders who hold Shares paying dividends quarterly or more frequently may be higher than the overall return to Shareholders who hold Shares paying dividends annually and that the overall return to Shareholders who hold Shares paying dividends may be higher than the overall return to Shareholders who hold Shares paying no dividends. In practice, cross liability between Classes is only likely to arise where the aggregate amounts payable in respect of any Class exceed the assets of the Compartment notionally allocated to that Class, that is, those amounts (if any) received by the Company under the relevant Compartment's assets (after payment of all fees, expenses and other liabilities which are to be borne by such Compartment) that are intended to Company payments in respect of such Class or are otherwise attributable to that Class. In these circumstances, the remaining assets of the Compartment notionally allocated to any other Class of the same Compartment may be available to meet such payments and may accordingly not be available to meet any amounts that otherwise would have been payable on such other Class.

*Segregated liability between Compartments:* while the provisions of the Law provide for segregated liability between Compartments, these provisions have yet to be tested in foreign courts, in particular, in satisfying local creditors' claims. Accordingly, it is not free from doubt that the assets of any Compartment may be exposed to the liabilities of other Compartments. As at the date of this Prospectus, the Directors are not aware of any existing or contingent liability of any Compartment.

*Consequences of winding-up proceedings:* If the Company fails for any reason to meet its obligations or liabilities, or is unable to pay its debts, a creditor may be entitled to make an

application for the winding-up of the Company. The commencement of such proceedings may entitle creditors (including the Swap Counterparty) to terminate contracts with the Company and claim damages for any loss arising from such early termination. The commencement of such proceedings may result in the Company being dissolved at a time and its assets (including the assets of all Compartments) being realised and applied to pay the fees and expenses of the appointed liquidator or other insolvency officer, then in satisfaction of debts preferred by law and then in payment of the Company's liabilities, before any surplus is distributed to the Shareholders of the Company. In the event of proceedings being commenced, the Company may not be able to pay the full amounts anticipated by the relevant Appendix in respect of any Class or Compartments.

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

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As further described in each relevant Appendix to this Prospectus, the Company may create within each Compartment different classes of Shares whose assets will be commonly invested pursuant to the specific investment policy of the relevant Compartment.

A distinct fee structure, currency of denomination, dividend policy minimum holding amount, eligibility requirements or other specific feature may apply. The Company may notably issue Shares reserved to retail investors and Shares reserved to institutional investors. The range of available Classes and their features are described in the relevant Appendix to this Prospectus.

### **Subscription Redemption and Conversion Requests**

Unless otherwise provided for a specific Compartment in the relevant Appendix to this Prospectus, requests for subscription, redemption and conversion of Shares should be sent to the Registrar and Transfer Agent by mail or by facsimile at its registered address in Luxembourg. Requests may also be accepted by facsimile transmission, or at the discretion of the Company by other means of telecommunication. An application form can be obtained from the Registrar and Transfer Agent.

Unless otherwise specified in the Appendix to the Prospectus for any Compartment, requests for subscriptions, redemptions and conversions from or to any Compartment will be dealt with on the Valuation Day on which they are received, provided they are received prior to 15:00 Luxembourg time on that Valuation Day.

Requests received after such time will be accepted on the next Valuation Day. As a result, requests for the subscription, redemption and conversion of Shares shall be dealt with on an unknown net asset value basis before the determination of the net asset value for that day.

The Company does not permit market timing (as set out in CSSF circular 04/146) or related excessive, short-term trading practices.

The Company has the right to reject any request for the subscription or conversion of Shares from any investor engaging in such practices or suspected of engaging in such practices and to take such further action as it may deem appropriate or necessary.

Subscription, redemption and conversion of Shares of a given Compartment shall be suspended whenever the determination of the net asset value per Share of such Compartment is suspended by the Company.

The Placement and Distribution Agent may act as nominee for investors subscribing for Shares through its facilities. In such capacity the Placement and Distribution Agent may effect subscriptions, conversions and redemptions of Shares in its name on behalf of individual investors and request the registration of such transactions in the register of Shareholders of the Company in its name. The Placement and Distribution Agent maintains its own records and provides the investor with individualised information as to its holdings of Shares in the Company. Except where local law or custom prohibits the practice, investors may invest directly in the Company and not avail themselves of a nominee service.

Unless otherwise provided by local law, any Shareholder holding Shares in a nominee account with the Placement and Distribution Agent has the right to claim, at any time, direct title to such Shares.

#### **Deferral of Redemptions and Conversion**

If redemption or conversion requests for more than 10% of the net asset value of a Compartment are received, then the Company shall have the right to limit redemptions so they do not exceed this threshold amount of 10%. Redemptions shall be limited with respect to all Shareholders seeking to redeem Shares as of a same Valuation Day so that each such Shareholder shall have the same percentage of its redemption request honoured; the balance of such redemption requests shall be processed by the Company on the next day on which redemption requests are accepted, subject to the same limitation. On such day, such requests for redemption will be complied with in priority to subsequent requests.

#### **Settlements**

If, on the settlement day as determined in the Appendix of the Prospectus, banks are not open for business, or an interbank settlement system is not operational, in the country of the currency of the relevant Class, then settlement will be on the next business day on which those banks and settlement systems are open.

Confirmation of completed subscriptions, redemptions and conversions will normally be dispatched on the business day following the execution of the transaction.

No redemption payments will be made until the original application form and relevant subscription monies have been received from the Shareholder and all the necessary anti-money laundering checks have been completed. Redemption proceeds will be paid on receipt of faxed instructions where such payment is made into the account specified by the Shareholder in the original application form submitted. However, any amendments to the

Shareholder's registration details and payment instructions can only be effected upon receipt of original documentation.

### **Minimum Subscription and Holding Amounts and Eligibility for Shares**

A minimum initial and subsequent subscription amount and minimum holding amounts for each Class may be set forth, as further detailed in the Appendix to the Prospectus. The Company has the discretion, from time to time, to waive or reduce any applicable minimum subscription amounts.

The right to transfer, redeem or convert Shares is subject to compliance with any conditions (including any minimum subscription or holding amounts and eligibility requirements) applicable to the Class from which the redemption or conversion is being made, and also the Class into which the conversion is to be effected.

The Board of Directors may also, at any time, decide to compulsorily redeem all Shares from Shareholders whose holding is less than the minimum holding amount specified in the Appendix to the Prospectus or who fail to satisfy any other applicable eligibility requirements set out above. In such case the Shareholder concerned will receive one month's prior notice so as to be able to increase its holding above such amount or otherwise satisfy the eligibility requirements.

If a redemption or conversion request would result in the amount remaining invested by a Shareholder falling below the minimum holding amount of that Class, such request will be treated as a request to redeem or convert, as appropriate, the Shareholder's total holding in that Class. If the request is to transfer Shares, then that request may be refused by the Company.

Shareholders are required to notify the Company immediately in the event that they are or become US Persons (as defined below) or hold Shares for the account or benefit of US Persons or hold Shares in breach of any law or regulation or otherwise in circumstances having, or which may have, adverse regulatory, tax or fiscal consequences for the Company or the Shareholders or otherwise be detrimental to the interests of the Company or are subject to requirements imposed by the Foreign Account Tax Compliance Act, as might be amended, completed or supplemented (FATCA) or in breach thereof ("Prohibited Person"). If the Company becomes aware that a Shareholder is or becomes a Prohibited Person, the Company may, in its sole discretion, redeem the Shares of the Shareholder in accordance with the provisions of the Articles. For the purpose of the above, "US Person" shall have the meaning given in Regulation S under the U.S. Securities Act of 1933, as amended (the "1933 Act"), or as in any other regulation or act (including, but not limited to, FATCA) which may come into force in the United States of America and which shall in the future replace Regulation S of the 1933 Act or which may further define the term "US Person" and shall mean any national, citizen or resident of the United States of America or of any of its territories or possessions or areas subject to its jurisdiction or any person who is normally resident therein (including the estate of any such person or corporations or partnerships created or organised therein).

## **1. Issue of Shares**

Subscriptions for Shares can be made on any day that is a Valuation Day for the relevant Compartment. Shares will be allotted at the subscription price of the relevant Class i.e. the net asset value per Share of such Class determined on the applicable Valuation Day on which the request has been accepted plus the applicable sales commission, if any. Any subscription request shall be irrevocable.

If any subscription charge is applied in relation to any particular Compartment, it will be disclosed in the relevant Appendix to the Prospectus. The Company is entitled to receive the subscription charge (if any).

Failure to make good settlement by the settlement day, as determined in the Appendix of the Prospectus may result in the Company bringing an action against the defaulting investor or its financial intermediary or deducting any costs or losses incurred by the Company against any existing holding of the applicant in the Company. In all cases any money returnable to the investor will be held by the Company without payment of interest pending receipt of the remittance.

Payment for Shares must be received by the Company in the reference currency of the relevant Class. Requests for subscriptions in any other major freely convertible currency will only be accepted if so determined by the Company.

Investors are advised to refer to the terms and conditions applicable to subscriptions, which may be obtained by contacting the Company.

The Company reserves the right to accept or refuse any subscription in whole or in part and for any reason. The Company may also restrict or prevent the ownership of Shares by any person, firm or corporation, if such ownership may be against the interests of the Company or of the majority of Shareholders or of any Compartment or Class therein.

Where it appears that a person who should be precluded from holding Shares (for instance if he/she is a Prohibited Person), either alone or in conjunction with any other person, is a beneficial owner of Shares, the Company may compulsorily redeem all Shares so owned in accordance with the provisions of the Articles.

The Company may, in its absolute discretion, delay the acceptance of any subscription for Shares of a Class restricted to institutional investors until such date as it has received sufficient evidence of the qualification of the investor as an institutional investor.

## **2. Anti-Money Laundering Procedures**

The Company has delegated to the Management Company the administration in respect of all the Compartments. Pursuant to such delegation, the Management Company or its delegates will monitor the anti-money laundering procedures that have been put in place. Pursuant to international rules and Luxembourg laws and regulations, comprising but not limited to the law of 12 November 2004 on the fight against money laundering and financing of terrorism, as amended, as well as circular of the supervising authority, obligations have been imposed

on all professionals of the financial sector to prevent the use of UCIs for money laundering and financing of terrorism purposes. As a result of such provisions, the Registrar and Transfer agent of a Luxembourg UCI must in principle ascertain the identity of the subscriber in accordance with Luxembourg laws and regulations. The Registrar and Transfer agent may require subscribers to provide any document it deems necessary to effect such identification.

In case of delay or failure by an applicant to provide the documents required, the application for subscription (or, if applicable for redemption) will not be accepted. Neither the Company, the Management 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 any 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.

### **3. Redemption of Shares**

Requests for the redemption of Shares can be made on any day that is a Valuation Day for the relevant Compartment. Redemptions will be carried out at the redemption price of the relevant Class i.e. the net asset value per Share of such Class determined on the applicable Valuation Day on which the request has been accepted less the applicable sales commission, if any. Any redemption request shall be irrevocable.

The Company may carry out any authentication procedures that it considers appropriate relating to a redemption request. This aims to mitigate the risk of error and fraud for the Company, its agents or Shareholders. Where it has not been possible to complete any authentication procedures to its satisfaction, the Company may delay the processing of payment instructions until authentication procedures have been satisfied.

This will not affect the Valuation Day on which the redemption request is accepted and the redemption to be applied. The Company shall not be held responsible to the Shareholder or anyone if it delays execution or declines to execute redemption instructions in these circumstances.

Redemption payments will normally be paid in the Reference Currency of the Class by bank transfer within 3 business days of the relevant Valuation Day. The Company is not responsible for any delays or charges incurred at any receiving bank or settlement system. A Shareholder may request, at its own cost and subject to agreement by the Company that their redemption proceeds be paid in a currency other than the Reference Currency of the relevant Class.

If, in exceptional circumstances, redemption proceeds cannot be paid within the period specified above, payment will be made as soon as reasonably practicable thereafter (not exceeding, however, 10 business days) at the redemption price calculated on the relevant Valuation Day, it being understood that the Board of Directors will always ensure the overall liquidity of the Company.

If any redemption charge is applied in relation to any particular Compartment, it will be disclosed in the relevant Appendix to the Prospectus. The Company is entitled to receive the redemption charge (if any).

Shares redeemed by the Company become null and void.

#### **4. Conversion of Shares**

Subject to any provision under this Prospectus and its Appendix, Shareholders have the right to convert all or part of their Shares of any Class of a Compartment into Shares of another Class of that or another Compartment, by applying for conversion in the same manner as for the subscription and redemption of Shares. Conversions within the Company are permitted provided that the Shareholder satisfies the eligibility requirements and minimum holding amounts set out in the Appendix to the Prospectus and such other conditions applicable to the contemplated Classes.

Conversion may be requested on a common Valuation Day for the original Class and the contemplated Class. The number of Shares issued upon conversion will be based upon the redemption price of the original Class and the net asset value of the contemplated Class, plus a conversion charge (if any), as disclosed in the relevant Appendix to the Prospectus. The Company is entitled to any charges arising from conversions and any rounding adjustment. Any conversion request shall be irrevocable.

#### **5. Transfer of Shares**

Subject to the restrictions described herein, Shares are freely transferable and are each entitled to participate equally in the profits and liquidation proceeds attributable to the relevant Class. The transfer of Shares may normally be carried out by delivery to the relevant distributor, sales agent or the Company of an instrument of transfer in appropriate form. On the receipt of the transfer request, and after reviewing the endorsement(s), signature(s) may be required to be certified by an approved bank, stock broker or public notary.

The right to transfer Shares is subject to the minimum investment and holding requirements as detailed above and in the Appendix of the Prospectus.

Shareholders are advised to contact the relevant distributor, sales agent or the Company prior to requesting a transfer to ensure that they have the correct documentation for the transaction.

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### **DISTRIBUTION POLICY**

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The general policy regarding the appropriation of net income and capital gains is as follows: Class A and B being capital appreciation Classes of shares, the Board of Directors does intend to recommend at the annual general meeting the reinvestment of their net assets.

Class D being distributing Class of shares, the Board of Directors may decide to distribute interim dividends either in the form of cash in the relevant currency or in the form of reinvestment by the purchase of Shares of the same Class.

No dividends will be distributed if their amount is below the amount of SEK 100 or its equivalent in another currency and will be capitalised.

Dividends may in any case result from a decision of the Shareholders in general meeting, subject to a majority vote of those present or represented and within limits provided by law, and a concurring decision at the same majority in the relevant Compartment.

Dividends unclaimed after five years from the date of declaration will lapse and revert to the Company in the relevant Compartment.

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## **MANAGEMENT AND ADMINISTRATION**

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The Directors of the Company and the Management Company are responsible for its management and supervision including the determination of investment policies.

### **1. Management Company**

The Management Company shall at all times act in the best interests of the Shareholders and according to the provisions set forth by the Law, the Prospectus and the Articles.

In fulfilling its responsibilities set forth by the Law and the management company services agreement, the Management Company is permitted to delegate all or a part of its functions and duties to third parties, provided that it retains responsibility and oversight over such delegates. The appointment of third parties is subject to the approval of the Company and the CSSF. The Management Company's liability shall not be affected by the fact that it has delegated its functions and duties to third parties.

For its services as Management Company, SEB Fund Services S.A. shall receive remuneration as further described in the relevant Appendix to the Prospectus.

### **2. Investment Manager**

With the consent of the Company, the Management Company has appointed Söderberg & Partners Asset Management S.A. to perform, under the responsibility, the supervision and in accordance with the instructions of the Management Company the management of the assets of the Compartments.

Söderberg & Partners Asset Management S.A. is a fund management company under Chapter 15 of the Law and regulated by the CSSF in Luxembourg.



In accordance with the Articles and the Law and subject to the prior approval of the CSSF, the Investment Manager may appoint sub-investment managers to whom it may delegate all or part of the day-to-day conduct of its investment management responsibilities in respect of any Compartment.

For its services as Investment Manager, Söderberg & Partners Asset Management S.A. shall receive remuneration from the Company as further described in the relevant Appendix to the Prospectus.

### **3. Administration Agent**

The Management Company also acts as the central administration agent (hereinafter the "Central Administration Agent").

The registered address of the Central Administration Agent is 4, rue Peternelchen, L-2370 Howald, Grand Duchy of Luxembourg.

The Central Administration Agent has delegated, at its own expense, the duties relating to the administration of the Company as well as the transfer and registrar agent function to European Fund Administration S.A. (hereinafter the "Administration Agent"), a *société anonyme* established in Luxembourg. In this capacity, the Administration Agent will carry out all administrative duties related to the administration of the Company, including the calculation of the Net Asset Value of the Shares and the provision of accounting services to the Company. As Registrar and Transfer Agent, it will process all subscriptions, redemptions and transfers of shares and will register these transactions in the register of the Company.

### **4. Depositary**

Pursuant to a depositary and paying agent services agreement (the "Depositary Agreement"), Skandinaviska Enskilda Banken S.A. has been appointed as depositary of the Company (the "Depositary"). The Depositary will also provide paying agent services to the Company.

Skandinaviska Enskilda Banken S.A. is a public limited company (*société anonyme*) under the laws of Luxembourg incorporated for an unlimited duration. Its registered and administrative offices are at 4, rue Peternelchen, L-2370 Howald, Luxembourg. It is licensed to engage in all banking operations under Luxembourg law.

The Depositary has been appointed for the safe-keeping of the assets of the Company which comprises the custody of financial instruments, the record keeping and verification of ownership of other assets of the Company as well as the effective and proper monitoring of the Company's cash flows in accordance with the provisions of the Law, as amended from time to time, and the Depositary Agreement.

In addition, the Depositary shall also ensure that (i) the sale, issue, repurchase, redemption and cancellation of Shares are carried out in accordance with Luxembourg law and the Articles of Incorporation; (ii) the value of the Shares is calculated in accordance with Luxembourg law and the Articles of Incorporation; (iii) the instructions of the Management Company or the Company are carried out, unless they conflict with applicable Luxembourg

law and/or the Articles of Incorporation; (iv) in transactions involving the Company's assets any consideration is remitted to the Company within the usual time limits; and (v) the Company's incomes are applied in accordance with Luxembourg law and the Articles of Incorporation.

In carrying out its functions the Depositary acts honestly, fairly, professionally and independently and solely in the interest of the investors. The Depositary is on an ongoing basis analysing, based on applicable laws and regulations as well as its conflict of interest policy potential conflicts of interests that may arise while carrying out its functions. It has to be taken into account that the Management Company and the Depositary are members of the same SEB group. Thus, both have put in place policies and procedures ensuring that they (i) identify all conflicts of interests arising from that link and (ii) take all reasonable steps to avoid those conflicts of interest. Where a conflict of interest arising out of the group link between the Management Company and the Depositary cannot be avoided, the Management Company or the Depositary will manage, monitor and disclose that conflict of interest in order to prevent adverse effects on the interests of the Company and of the investors.

When performing its activities, the Depositary obtains information relating to funds which could theoretically be misused (and thus raise potential conflict of interests issues) in relation to e.g. the interests of other clients of the SEB Group, whether engaging in trading in the same securities or seeking other services, particularly in the area of offering services competing with the interests of other counterparties used by the funds/fund managers, and the interests of the Depositary's employees in personal account dealings. Potential conflicts of interests in the SEB Group can be further exemplified as not market equivalent pricing of the depositories' services and the undue influence in the management and board of directors of the funds/fund managers by the Depositary, and vice versa.

Consequently, to mitigate the potential conflicts of interest, it has been ensured that the activities of a depositary function are physically, hierarchically and systematically separated from other functions of the Depositary in order to establish information firewalls. Moreover, the depositary function has a mandate and a veto to approve or decline fund clients independent of other functions and has its own committees for escalation of matters connected to its role as a depositary, where other functions with potentially conflicting interests are not represented.

For further details on management, monitoring and disclosure of potential conflicts of interest please refer to Instruction for Handling of Conflicts of Interest in Skandinaviska Enskilda Banken S.A. which can be found on the following webpage:  
[http://sebgroupl.lu/siteassets/about-seb/policies/sebsa\\_conflict\\_of\\_interest.pdf](http://sebgroupl.lu/siteassets/about-seb/policies/sebsa_conflict_of_interest.pdf)

In compliance with the provisions of the Depositary Agreement and the Law, as amended from time to time, the Depositary may, subject to certain conditions and in order to effectively conduct its duties, delegate part or all of its safe-keeping duties in relation to financial instruments that can be held in custody, duly entrusted to the Depositary for custody purposes, and/or all or part of its duties regarding the record keeping and verification of ownership of other assets of the Company to one or more delegate(s), as they are appointed by the Depositary from time to time.

In order to avoid any potential conflicts of interest, irrespective of whether a given delegate is part of the SEB Group or not, the Depositary exercise the same level of due skill, care and diligence both in relation to the selection and appointment as well as in the on-going monitoring of the relevant delegate. Furthermore, the conditions of any appointment of a delegate that is member of the SEB Group will be negotiated at arm's length in order to ensure the interests of the investors. Should a conflict of interest occur and in case such conflict of interest cannot be neutralized, such conflict of interest as well as the decisions taken will be disclosed to the investors and the Prospectus revised accordingly. An up-to-date list of these delegates can be found on the following webpage:

<http://sebgroupl.lu/siteassets/corporations-and-institutions/global-custody-network.pdf>

Where the law of a third country requires that financial instruments are held in custody by a local entity and no local entity satisfies the delegation requirements of article 34bis, paragraph 3, lit. b) i) of the Law, as amended, the Depositary may delegate its functions to such local entity to the extent required by the law of that third country for as long as there are no local entities satisfying the aforementioned requirements.

In order to ensure that its tasks are only delegated to delegates providing an adequate standard of protection, the Depositary has to exercise all due skill, care and diligence as required by the Law, as amended, in the selection and the appointment of any delegate to whom it intends to delegate parts of its tasks and has to continue to exercise all due skill, care and diligence in the periodic review and ongoing monitoring of any delegate to which it has delegated parts of its tasks as well as of any arrangements of the delegate in respect of the matters delegated to it. In particular, any delegation is only possible when the delegate at all times during the performance of the tasks delegated to it segregates the assets of the Company from the Depositary's own assets and from assets belonging to the delegate in accordance with the Law, as amended. The Depositary's liability shall not be affected by any such delegation unless otherwise stipulated in the Law, as amended and/or the Depositary Agreement.

An up-to-date information regarding the Depositary, its duties and the conflicts of interest that may arise, any safekeeping functions delegated by the Depositary, the list of delegates and any conflicts of interests that may arise from such delegation, is available to the investors upon request at the registered office of the Management Company.

The Depositary is liable to the Company or its investors for the loss of a financial instrument held in custody by the Depositary and/or a delegate. In case of loss of such financial instrument, the Depositary has to return a financial instrument of an identical type or the corresponding amount to the Company without undue delay. In accordance with the provisions of the Law, as amended, the Depositary will not be liable for the loss of a financial instrument, if such loss has arisen as a result of an external event beyond its reasonable control, the consequences of which would have been unavoidable despite all reasonable efforts to the contrary.

The Depositary shall be liable to the Company and to the investors for all other losses suffered by them as a result of the Depositary's negligent or intentional failure to properly

fulfil its duties in accordance with applicable law, in particular the Law, as amended, and/or the Depositary Agreement.

The Company and the Depositary may terminate the Depositary Agreement at any time by giving ninety (90) days' notice in writing. In case of a voluntary withdrawal of the Depositary or of its removal by the Company, the Depositary must be replaced at the latest within two (2) months after the expiry of the aforementioned termination notice by a successor depositary to whom the Company's assets are to be delivered and who will take over the functions and responsibilities of the Depositary. If the Company does not name such successor depositary in time the Depositary may notify the CSSF of the situation. The Management Company/Company will take the necessary steps, if any, to initiate the liquidation of the Company, if no successor depositary bank has been appointed within two (2) months after the expiry of the aforementioned termination notice of ninety (90) days.

## **5. Placement and Distribution Agent**

As part of the distribution network, the Management Company has appointed Söderberg & Partners Asset Management S.A. as placement and distribution agent of the Company and as nominee (the "Placement and Distribution Agent"). The Placement and Distribution Agent is appointed to market, promote and distribute the Shares of the Company in such countries where the Company has either applied for public distribution or in those other countries where it may offer Shares on a private placement basis.

As nominee, the Placement and Distribution Agent will act as intermediary between investors and the Company. Shares are registered in the Placement and Distribution Agent's name and investors are issued with confirmation notes. Full details of the terms and conditions of the nominee agreement can be obtained from the Company. Investors using the Placement and Distribution Agent as nominee may give instructions to redeem or convert their holding in the same manner as direct holders of the Shares.

Investors can also invest directly in any of the Compartments, without using the Placement and Distribution Agent as nominee. The investors using the service of the Placement and Distribution Agent as nominee can at any time claim direct title to the Shares subscribed through the nominee, and thus have the Shares registered in their own name. These conditions are not applicable in circumstances where the use of a nominee's services are indispensable or compulsory for legal, regulatory or compelling practical reasons.

The Placement and Distribution Agent has entered into a placement and distribution agreement with the Management Company.

In the future, other nominees may be appointed, as the case may be.

Information about the Placement and Distribution Agent and its management may be found in its latest annual report, which may be received from the Placement and Distribution Agent on request.

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

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## **CHARGES & EXPENSES**

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The Company shall bear the following expenses:

- all taxes which may be payable on the assets, income and expenses chargeable to the Company;
- standard brokerage fees and bank charges originating from the Company's business transactions;
- all fees due to the Board of Directors of the Company, the correspondent banks and to the Auditor;
- all fees due to any sub-paying agent, to representatives in foreign countries and any other agents;
- all fees due to the legal advisors or similar administrative charges, incurred by the Company, the Management Company and the Depositary for acting on behalf of the Shareholders;
- all reasonable expenses of the Board of Directors of the Company, the Management Company, the Administration Agent and the Depositary;
- all expenses connected with publications and the supply of information to Shareholders, in particular the cost of printing global certificates and proxy forms for general meetings for the Shareholders, the cost of publishing the issue and redemption prices, and also the cost of printing, the distribution of the annual and semi-annual reports, the Prospectus as well as the KIID;
- all expenses involved in registering and maintaining the registration of the Company with all governmental agencies and stock exchanges;
- all expenses incurred in connection with its operation and its management (e.g. insurance and interests) also including all extraordinary and irregular expenses which are normally incurred by the Company.

All recurring expenses will be charged first against current income, then, should this not suffice, against realised capital gains, and, if necessary, against assets.

Any costs incurred by the Company, which are not attributable to a specific Compartment, will be charged to all Compartments in proportion to their net assets. Each Compartment will be charged with all costs or expenses directly attributable to it.

The Company shall pay out of the assets of each Compartment fees which shall cover the remuneration of the Management Company, the Investment Manager, the Administration Agent and the Depositary as further described in the relevant Appendix.

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## TAXATION

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**The following summary is based on the laws and practices currently in force and is subject to any future changes. The following information is not exhaustive and does not constitute legal or tax advice.**

**It is expected that Shareholders of the Company will be resident in many different countries. Consequently, no attempt is made in this Issue Document to summarize the taxation consequences for each investor of subscribing, converting, holding, redeeming or otherwise acquiring or disposing of Shares in the Company. These consequences will vary in accordance with the law and practice currently in force in a Shareholder's country of citizenship, residence, domicile or incorporation and with his personal circumstances.**

### **Taxation in Luxembourg**

The Company is subject to Luxembourg legislation. Buyers of the Company's Shares should inform themselves about the legislation and rules applicable to the purchase, holding and possible sale of Shares with regard to their residence or nationality.

In accordance with current legislation in Luxembourg, neither the Company nor the Shareholders, except those whose domicile, residence or permanent establishment is Luxembourg, are subject to any tax on income or capital gains in Luxembourg. The Company's income may however be subject to withholding tax in the countries where the Company's assets are invested.

The net assets of the Company are subject to a Luxembourg tax ("*taxe d'abonnement*") at an annual rate of 0.05% payable at the end of that quarter. Shares of institutional classes, if applicable, as defined in Article 174 (2) (c) of the 2010 Law are subject to a "*taxe d'abonnement*" of 0.01% per annum. The Management Company ensures that such institutional share classes are only acquired by investors complying with rules set out in the afore-mentioned article. The value of the assets represented by the shares/units held in other Luxembourg undertakings for collective investment already subject to a "*taxe d'abonnement*" is exempt from the payment of such tax.

### **Common Reporting Standard**

The Company is subject to the Standard for Automatic Exchange of Financial Account Information in Tax matters (the "Standard") and its Common Reporting Standard (the "CRS")

as set out in the Luxembourg law dated 18 December 2015 on the Common Reporting Standard (loi relative à l'échange automatique de renseignements relatifs aux comptes financiers en matière fiscale) (the "CRS Law").

The CRS Law is based on the European Directive 2014/107/EU of 9 December 2014 amending provisions of Directive 2011/16/EU on administrative cooperation in the field of taxation and the OECD's multilateral agreements. Consequently, to eliminate the overlap of reporting obligations created between the EU Savings Directive (the "EUSD") and the Directive 2014/107/EU, the EUSD directive has been repealed with effect from 31 December 2015 and the last reporting in accordance with the EUSD directive, will be effected in 2016 for the calendar year 2015. Further, the first reporting to the Luxembourg tax authority (the "LTA") under the CRS Law, will be applied in 2017 for the calendar year 2016. The LTA will onward report to participating foreign tax authorities by 30 September 2017.

The intention of CRS is to safeguard against tax evasion. Accordingly, under the terms of the CRS Law, the Company is likely to be treated as a Luxembourg Reporting Financial Institution. Consequently, the Company is required to collect personal and financial information as described in Annex I of the CRS Law with effect from 1 January 2016 and without prejudice to other applicable data protection provisions as set out in the Company documentation, the Company will be required to annually report this information to the LTA as from 2017.

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

The investors are further informed that the Information related to Reportable Persons within the meaning of the CRS Law will be disclosed to the LTA annually for the purposes set out in the CRS Law.

The investors undertake to immediately inform the Company of, and provide the Company with all supporting documentary evidence of any changes related to the Information after occurrence of such changes.

Any investor that fails to comply with the Company's Information or documentation requests may be held liable for penalties imposed on the Company and attributable to such investor's failure to provide the Information or subject to disclosure of the Information by the Company to the LTA.

If investors are in doubt, they should consult their tax advisor, stockbroker, bank manager, solicitor, account or other financial advisor regarding the possible implications of CRS on an investment in the Company.

### Foreign Account Tax Compliance Act ("FATCA")

Under the FATCA provisions of the US Hiring Incentives to Restore Employment ("HIRE") Act, where the Company invests directly or indirectly in US assets, payments to the Company of US-source income after December 31, 2013, gross proceeds of sales of US property by the Company after December 31, 2014 and certain other payments received by the Company after December 31, 2016 will be subject to 30% US withholding tax unless the Company complies with FATCA. FATCA compliance can be achieved by entering into an agreement with the US Secretary of the Treasury under which the Company agrees to certain US tax reporting and withholding requirements as regards holdings of and payments to certain investors in the Company or, if the Company is eligible, by becoming a deemed compliant fund. However, the form of the agreement has not been provided by the US Government, the US regulations which set out the detailed rules have not been finalised and there may be agreements reached between certain governments and the United States that could impact upon compliance with FATCA. Any amounts of US tax withheld may not be refundable by the Internal Revenue Service ("IRS"). Potential investors should consult their advisors regarding the application of the withholding rules and the information that may be required to be provided and disclosed to the Company's Paying Agent and in certain circumstances to the IRS as will be set out in the final FATCA regulations. The application of the withholding rules and the information that may be required to be reported and disclosed are uncertain and subject to change.

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## GENERAL INFORMATION

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### 1. Organisation

The Company is an investment company organised as a *société anonyme* under the laws of the Grand-Duchy of Luxembourg and qualifies as a *société d'investissement à capital variable* (SICAV) subject to Part I of the Law. The Company was incorporated on 4 November 2013. The Company's articles of incorporation (the "**Articles**") were published in the *Mémorial C* on 29 November 2013. The Articles have been filed with the *Registre de Commerce et des Sociétés* of Luxembourg.

**The minimum capital of the Company required by Luxembourg law shall be the equivalent in SEK of 1,250,000 EUR.**



## **2. The Shares**

Shares will be issued in registered form. Fractional entitlements to Shares will be rounded to 4 decimal places. Subject to the restrictions described herein, Shares in each Compartment are freely transferable and are each entitled to participate equally in the profits and liquidation proceeds attributable to each Class of the relevant Compartment. The rules governing such allocation are set forth under 5. "Allocation of Assets and Liabilities among the Compartments".

The Shares, which are of no par value and which must be fully paid upon issue, carry no preferential or pre-emptive rights and each one is entitled to one vote at all meetings of Shareholders. Shares redeemed by the Company become null and void.

Should the Shareholders, at an annual general meeting, decide any distributions in respect of distribution Shares (if issued) these will be paid within one month of the date of the annual general meeting. Under Luxembourg law, no distribution may be decided as a result of which the net assets of the Company would become less than the minimum provided for under Luxembourg law.

## **3. Meetings**

The annual general meeting of Shareholders will be held at the registered office of the Company in Luxembourg on the third Wednesday of April of each year at 10 a.m. or, to the extent required by Luxembourg law, and notices will be sent to the holders of registered Shares recorded by the transfer agent in the Share register of the Company by post at least 8 days prior to the meeting at their addresses shown on the register of Shareholders. Such notices will include the agenda and will specify the time and place of the meeting and the conditions of admission. They will also refer to the rules of quorum and majorities required by Luxembourg law and laid down in Articles 67 and 67-1 of the Luxembourg law of 10 August 1915 on commercial companies (as amended) and in the Articles.

Each Share confers the right to one vote. The vote on the payment of a dividend on a particular Class requires a separate majority vote from the meeting of Shareholders of the Class concerned. Any change in the Articles affecting the rights of a Compartment must be approved by a resolution of both the general meeting of the Company and the Shareholders of the Compartment concerned.

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

## **4. Reports and Accounts**

Audited annual reports shall be published within 4 months following the end of the accounting year and unaudited semi-annual reports shall be published within 2 months following the period to which they refer. The annual and semi-annual reports shall be made available at the registered offices of the Company and the Placement and Distribution Agent during ordinary office hours. The Company's accounting year ends on 31 December of each year and the first accounting year will end on 31 December 2014. The first audited report was published as of 31 December 2014 and the first unaudited semi-annual report as of 30 June 2014.

The Reference Currency of the Company is the SEK. The aforesaid reports will comprise consolidated accounts of the Company expressed in SEK as well as individual information on each Compartment expressed in the Reference Currency of each Compartment.

## **5. Allocation of assets and liabilities among the Compartments**

For the purpose of allocating the assets and liabilities between the Compartments, the Board of Directors has established a pool of assets for each Compartment in the following manner:

- (a) the proceeds from the issue of each Share of each Compartment are to be applied in the books of the Company to the pool of assets established for that Compartment and the assets and liabilities and income and expenditure attributable thereto are applied to such pool subject to the provisions set forth hereafter;
- (b) where any asset is derived from another asset, such derivative asset is applied in the books of the Company to the same pool as the asset from which it was derived and on each revaluation of an asset, the increase or diminution in value is applied to the relevant pool;
- (c) where the Company incurs a liability which relates to any asset of a particular pool or to any action taken in connection with an asset of a particular pool, such liability is allocated to the relevant pool;
- (d) in the case where any asset or liability of the Company cannot be considered as being attributable to a particular pool, such asset or liability is allocated to all the pools in equal parts or, if the amounts so justify, pro rata to the net asset values of the relevant Compartments;
- (e) upon the payment of dividends to the holders of Shares in any Compartment, the net asset value of such Compartment shall be reduced by the amount of such dividends.

If there have been created within each Compartment different classes of Shares, the rules shall mutatis mutandis apply for the allocation of assets and liabilities amongst Classes.

## **6. Determination of the net asset value of Shares**

The net asset value of Shares of each Compartment shall be expressed in the currency of the relevant Compartment. The net asset value shall be determined by the Administration Agent by dividing the net assets of the Company attributable to each Compartment by the number of outstanding Shares of that Compartment.

The Administration Agent calculates the net asset value per Share in each Compartment on the Valuation Day as defined in the Appendix of the Prospectus.

The calculation of the net asset value of the Shares of any Compartment and the issue, redemption, and conversion of the Shares of any Compartment may be suspended in the following circumstances, in addition to any circumstances provided for by law:

- during any period (other than ordinary holidays or customary weekend closings) when any market or stock exchange is closed which is the principal market or stock exchange for a significant part of the Compartment's investments, or in which trading is restricted or suspended,
- during any period when an emergency exists as a result of which it is impossible to dispose of investments which constitute a substantial portion of the assets of the Compartment, or it is impossible to transfer money involved in the acquisition or disposal of investments at normal rates of exchange, or it is impossible to fairly determine the value of any assets in the Compartment,
- during any breakdown in the means of communication normally employed in determining the price of any of the Compartment's investments or the current prices on any stock exchange,
- when for any reason beyond the control of the Board of Directors, the prices of any investment held by the Compartment cannot be reasonably, promptly or accurately ascertained,
- during any period when remittance of money which will or may be involved in the purchase or sale of any of the Compartment's investments cannot, in the opinion of the and/or the Board of Directors, be effected at normal rates of exchange,
- in the event of the publication (i) of the convening notice to a general meeting of Shareholders at which a resolution to wind up the Company or a Compartment is to be proposed, or of the decision of the Board of Directors to wind up one or more Compartments, or (ii) to the extent that such a suspension is justified for the protection of the Shareholders, of the notice of the general meeting of Shareholders at which the merger of the Company or a Compartment is to be proposed, or of the decision of the Board of Directors to merge one or more Compartments, or
- where in the opinion of the Board of Directors, circumstances which are beyond the control of the Board of Directors make it impracticable or unfair regarding the Shareholders to continue trading the Shares or in any other circumstance or circumstances where a failure to do so might result in the Company or its Shareholders incurring any liability to taxation or suffering other pecuniary disadvantages or other detriment to which the Company or its Shareholders might not otherwise have suffered.

Any suspension of the determination of the net asset value will be notified to the CSSF and, if the Shares are distributed in other member states of the European Union, to the competent authorities of those member states. Any suspension shall also be notified to the Shareholders requesting subscription, redemption or conversion of their Shares during the period of suspension.

The value of the assets of each Class of Shares of each Compartment is determined as follows:

- A) The assets of the Company contain the following:
  - 1) all fixed-term deposits, money market instruments, cash in hand or cash expected to be received or cash contributions including interest accrued;

- 2) all debts which are payable upon presentation as well as all other money claims including claims for purchase price payment not yet fulfilled that arise from the sale of investment fund Shares or other assets;
- 3) all investment fund Shares;
- 4) all dividends and distributions due in favour of the Company, as far as they are known to the Company;
- 5) all interest accrued on interest-bearing securities that the Company holds, as far as such interest is not contained in the principal claim;
- 6) all financial rights which arise from the use of derivative instruments;
- 7) the provisional expenses of the Company, as far as these are not deducted, under the condition that such provisional expenses may be amortised directly from the capital of the Company;
- 8) all other assets of what type or composition, including prepaid expenses.

B) The liabilities of the Company contain the following:

- 1) all loans, bills of exchange and other sums due, including deposits of security such as margin accounts, etc. In connection with the use of derivative instruments; and
- 2) all administrative expenses that are due or have been incurred, including the costs of formation and registration at the registration offices as well as legal fees, auditing fees, all fees of the Management Company, the Administration Agent, the Investment Manager, the Depositary and all other representatives and agents of the Company, the costs of mandatory publications, the Prospectus and the KIID, conclusions of transactions and other documents which are made available to the Shareholders. If the fee rates agreed between the Company and the employed service providers (such as the Management Company, the Administration Agent, et Depositary or the Investment Manager ) for such services deviate with regard to individual Classes, the corresponding varying fees shall be charged exclusively to the respective Class; and
- 3) all known liabilities, whether due or not, including dividends that have been declared but not yet been paid; and
- 4) a reasonable sum provided for taxes, calculated as of the day of the valuation as well as other provisions and reserves approved by the Board of Directors; and
- 5) all other liabilities of the Company, of whatever nature, vis-à-vis third parties; however, each Compartment shall be exclusively responsible for all debts, liabilities and obligations attributable to it.

For the purpose of valuing its liabilities, the Company may include all administrative and other expenses of a regular or periodic nature by valuing these for the entire year or any other period and apportioning the resulting amount proportionally to the respective expired period of time. The method of valuation may only apply to administrative or other expenses which concern all of Shares equally.

C) Assets and liabilities of the Company will be valued in accordance with the following principles:

- (a) Securities listed on Regulated Markets, which operate regularly and are recognised and open to the public, will be valued at the last available price; in the event that there should be several such markets, on the basis of the last available price of the

main market for the relevant security. Should the last available price for a given security not truly reflect its fair market value, then that security shall be valued on the basis of the probable sales price which the Board of Directors deems is prudent to assume;

- (b) Securities not listed on Regulated Markets, which operate regularly and are recognised and open to the public, will be valued on the basis of their last available price. Should the last available price for a given security not truly reflect its fair market value, then that security will be valued by the Board of Directors on the basis of the probable sales price which the Board of Directors deems is prudent to assume;
- (c) Swaps are valued at their fair value based on the underlying securities (at close of business or intraday) as well as on the characteristics of the underlying commitments;
- (d) The liquidating value of futures, forward and options contracts (or any other derivative instruments) not traded on Regulated Markets or stock exchanges shall mean their net liquidating value determined, pursuant to the policies established in good faith by the Central Administration Agent, on a basis consistently applied for each different variety of contracts. The liquidating value of futures, forward and options contracts (or any other derivative instruments) traded on Regulated Markets or stock exchanges shall be based upon the last available settlement prices of these contracts on Regulated Markets or stock exchanges on which the particular futures, forward or options contracts (or any other derivative instruments) are traded by the Company; provided that if a futures, forward or options contract (or any other derivative instruments) could not be liquidated on the day with respect to which net assets are being determined, the basis for determining the liquidating value of such contract shall be such value as the Board of Directors may deem fair and reasonable;
- (e) Shares or units in underlying open-ended investment funds shall be valued at their last available price;
- (f) Liquid assets and money market instruments may be valued at nominal value plus any accrued interest or on an amortised cost basis. All other assets, where practice allows, may be valued in the same manner. Short-term investments that have a remaining maturity of one year or less may be valued (i) at market value, or (ii) where market value is not available or not representative, at amortised cost;
- (g) 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, however, the same is unlikely to be paid or received in full, in which case the value thereof shall be determined after making such discount as the Board of Directors may consider appropriate in such case to reflect the true value thereof.

In the event that extraordinary circumstances render such a valuation impracticable or inadequate, the Board of Directors may, at its discretion, prudently and in good faith follow other methods of valuation to be used if they consider that such method of valuation better

reflects value and is in accordance with good accounting practice in order to achieve a fair valuation of the assets of the Company.

The value of assets denominated in a currency other than the reference currency of a Compartment shall be determined by taking into account the rate of exchange prevailing at the time of determination of the net asset value.

The Management Company has delegated to the Administration Agent the determination of the net asset value and the net asset value per Share.

The assets and liabilities of the Company shall be allocated in such manner as provided for under section 5. "Allocation of assets and liabilities among the Compartments" to ensure that the proceeds received upon the issue of Shares of a specific Compartment shall be attributed to that Compartment. All of the assets and liabilities of a specific Compartment as well as the income and expenses which are related thereto shall be attributed to that Compartment. Assets or liabilities which cannot be attributed to any particular Compartment shall be allocated to all the Compartments pro-rata to the respective net asset value of the Compartments. The proportion of the total net assets attributable to each Compartment shall be reduced as applicable by the amount of any distribution to Shareholders and by any expenses paid.

The rights of investors and of creditors concerning a Compartment or which have arisen in connection with the creation, operation or liquidation of a Compartment are limited to the assets of that Compartment. The assets of a Compartment are exclusively available to satisfy the rights of the Shareholders in relation to that Compartment and the rights of the creditors whose claims have arisen in connection with the creation, the operation or the liquidation of that Compartment. For the purpose of the relations between Shareholders, each Compartment is deemed to be a separate entity.

- D) For the purpose of valuation within the scope of this chapter, the following applies:
- 1) Shares that are redeemed in accordance with the provisions under "ISSUE, REDEMPTION AND CONVERSION OF SHARES" above shall be treated as existing Shares and shall be posted until immediately after the point in time set by the Board of Directors for carry out the valuation; from this point in time until the price is paid, they shall be treated as a liability of the Company; and
  - 2) All investments, cash in hand and other assets of any fixed assets that are not in the denomination of the Share Class concerned shall be converted at the exchange rate applicable on the day of the calculation of net asset value, taking into consideration their market value; and
  - 3) On every Valuation Day, all purchases and sales of securities which were contracted by the Company on this very Valuation Day must be included in the valuation to the extent possible.

## **7. Merger or Liquidation of Compartments**

The Board of Directors may decide to liquidate any Compartment if a change in the economic or political situation relating to the Compartment concerned would justify such liquidation or if required by the interests of the Shareholders of any of the Compartments concerned. The

decision of the liquidation will be notified to the Shareholders concerned prior to the effective date of the liquidation and the notification will indicate the reasons for, and the procedures of, the liquidation operations. Unless the Board of Directors otherwise decides in the interests of the Shareholders of the Compartment concerned, they may continue to request redemption or conversion of their Shares on the basis of the applicable net asset value, taking into account the estimated liquidation expenses. Assets which could not be distributed to their beneficiaries upon the close of the liquidation of the Compartment will be deposited with the *Caisse de Consignation* on behalf of their beneficiaries.

Any merger of a Compartment or Class shall be decided by the Board of Directors unless the Board of Directors decides to submit the decision for a merger to a meeting of Shareholders of the Compartment or Class 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 Compartment(s) where, as a result, the Company ceases to exist, the merger shall be decided by a meeting of Shareholders resolving in accordance with the quorum and majority requirements for changing the Articles. In addition, the provisions on mergers of UCITS set forth in the Law and any implementing regulation (in particular the notification to the Shareholders concerned) shall only apply to the merger of Compartments.

## **8. Liquidation of the Company**

The Company is incorporated for an unlimited period and liquidation shall normally be decided upon by an extraordinary general meeting of Shareholders. Such a meeting must be convened by the Board of Directors within 40 days if the net assets of the Company become less than two thirds of the minimum capital required by law. The meeting, for which no quorum shall be required, shall decide on the dissolution by a simple majority of Shares represented at the meeting. If the net assets fall below one fourth of the minimum capital, the dissolution may be resolved by Shareholders holding one fourth of the Shares at the meeting. Should the Company be liquidated, such liquidation shall be carried out in accordance with the provisions of the Law which specifies the steps to be taken to enable Shareholders to participate in the liquidation distributions and in this connection provides for deposit in escrow at the *Caisse de Consignation* in Luxembourg of any such amounts which it has not been possible to distribute to the Shareholders at the close of liquidation. Amounts not claimed within the prescribed period are liable to be forfeited in accordance with the provisions of Luxembourg law. The net liquidation proceeds of each Compartment shall be distributed to the Shareholders of the relevant Compartment in proportion to their respective holdings.

## **9. Disclosures**

### **Conflicts of interest**

The Management Company, the Investment Manager, the Depositary, and the other service providers of the Company, and/or their respective affiliates, members, employees or any person connected with them may be subject to various conflicts of interest in their relationships with the Company.

The Management Company has adopted and implemented a conflicts of interest policy in accordance with its code of conduct.

The Management Company, the Company, the Investment Manager(s), and the Depositary have adopted and implemented a conflicts of interest policy and have made appropriate organisational and administrative arrangements to identify and manage conflicts of interests so as to minimise the risk of the Company's interests being prejudiced, and if they cannot be avoided, ensure that the Company's investors are treated fairly.

The Management Company, the Depositary and certain distributors are part of the SEB Group (the "**Affiliated Person**").

The Affiliated Person is a worldwide, full-service private banking, investment banking, asset management and financial services organization and a major participant in the global financial markets. As such, the Affiliated Person is active in various business activities and may have other direct or indirect interests in the financial markets in which the Company invests.

Entities of the Affiliated Person act as counterparty and in respect of financial derivative contracts entered into by the Company.

Potential conflicts of interest or duties may arise because the Affiliated Person may have invested directly or indirectly in the Company. The Affiliated Person could hold a relatively large proportion of Shares in the Company. Furthermore, a potential conflict may arise because the Depositary is related to a legal entity of the Affiliated Person which provides other products or services to the Company.

In the conduct of its business the Management Company and the Affiliated Person's policy is to identify, manage and where necessary prohibit any action or transaction that may pose a conflict between the interests of the Affiliated Persons' various business activities and the Company or its investors. The Affiliated Person, as well as the Management Company strive to manage any conflicts in a manner consistent with the highest standards of integrity and fair dealing. For this purpose, both have implemented procedures that shall ensure that any business activities involving a conflict which may harm the interests of the Company or its investors, are carried out with an appropriate level of independence and that any conflicts are resolved fairly. Details can be found on the following webpages:

[http://sebgroup.lu/siteassets/about-seb/policies/sebsa\\_conflict\\_of\\_interest.pdf](http://sebgroup.lu/siteassets/about-seb/policies/sebsa_conflict_of_interest.pdf) for the Depositary; and

[http://sebgroup.com/siteassets/corporations\\_and\\_institutions/our\\_services/transaction\\_banking\\_for\\_institutional\\_clients/fund\\_services\\_and\\_fund\\_execution/conflicts\\_of\\_interest\\_seb\\_fund\\_services.pdf](http://sebgroup.com/siteassets/corporations_and_institutions/our_services/transaction_banking_for_institutional_clients/fund_services_and_fund_execution/conflicts_of_interest_seb_fund_services.pdf) for the Management Company.

Notwithstanding its due care and best effort, there is a risk that the organizational or administrative arrangements made by the Management Company for the management of conflicts of interest are not sufficient to ensure with reasonable confidence, that risks of



damage to the interests of the Company or its Shareholders will be prevented. In such case these non-neutralized conflicts of interest as well as the decisions taken will be reported to investors in an appropriate manner (e.g. in the notes to the financial statements of the Company). Respective information will also be available free of charge at the registered office of the Management Company.

### **Exercise of voting rights**

A summary of the strategy for determining when and how voting rights attached to the Company's investments are to be exercised shall be made available to investors. The information related to the actions taken on the basis of this strategy in relation to the Company shall be made available to investors upon request at the registered office of the Company.

Unless there is a loss of investor protection, the Company will not exercise voting rights in respect of instrument held by the Company in each Compartment.

Information on the organization and exercise of voting rights' policy is available, free of charge, upon request at the registered office of the Management Company, and on the website of the Management Company.

### **Preferential treatment of investors**

Shareholders are being given a fair treatment by ensuring that they are subject to the same rights and, as the case may be, the same obligations vis-à-vis the Company (as such rights are obligations notably result from the Management Regulations and this Prospectus) as those to which other Shareholders, having invested in, and equally or similarly contributed to, the same class of Shares, are subject to. Notwithstanding the foregoing paragraph, it cannot be excluded that a Shareholder be given a preferential treatment in the meaning of, and to the widest extent, allowed by, the Management Regulations. Whenever a Shareholder obtains preferential treatment or the right to obtain a preferential treatment, a description of that preferential treatment, the type of Shareholders who obtained such preferential treatment and, where relevant, their legal or economic links with the Company or the Management Company will be made available at the registered office of the Management Company within the same limits required by the Law.

### **Best execution**

The Management Company acts in the best interest of the Company when executing investment decisions, For that purpose, the Management Company shall monitor that the Investment Manager takes all reasonable steps to obtain the best possible result for the Company, taking into account price, costs, speed, likelihood of execution and settlement, order size and nature, or any other consideration relevant to the execution and settlement of the order in accordance with its Instructions for Ensuring a Proper Execution, Handling and Transmission of orders in Financial Instruments. Information on the Instructions for Ensuring a Proper Execution, Handling and Transmission of orders in Financial Instruments is

available, free of charge, upon request at the registered office of the Management Company and on the website of the Management Company.

### **Inducements**

Third parties, including Affiliated Person, may be remunerated or compensated by SEB Fund Services S.A. in monetary/non-monetary form in relation to the provision of a covered service as defined in the Instruction relating to Inducements. SEB Fund Services S.A. strives to ensure that in providing services to its investors, it acts at all times in a honest, fair and professional manner, and in the best interests of the investors. The Instruction relating to Inducements in SEB Fund Services S.A. is available, free of charge, upon request at the registered office of the Management Company and on the website of the Management Company.

### **Complaints' handling**

Information relating to the complaints' handling procedure will be made available to investors, free of charge, upon request at the registered office of the Management Company and on the website of the Management Company.

### **Remuneration Policy**

The Management Company has implemented a remuneration policy, which is reviewed at least annually, that is designed to encourage good performance and behavior, and seeks to achieve a balanced risk-taking that goes in line with Shareholders' expectations.

In SEB Group, there is clear distinction between the criteria for setting fixed remuneration (e.g. base pay, pension and other benefits) and variable remuneration (e.g. short- and long-term variable remuneration). The individual total remuneration corresponds to requirements on task complexity, management and functional accountability and is also related to the individual's performance.

SEB Group provides a sound balance between fixed and variable remuneration and aligns the payout horizon of variable pay with the risk horizon. This implies that certain maximum levels and deferral arrangements apply for different categories of employees.

Details of the up-to-date remuneration policy are available to investors, free of charge, upon request at the registered office of the Management Company, and on the website of the Management Company.

The policy shall secure that remuneration is in line with the business strategy, objectives, values and long term interest of the Shareholders, and includes measures to avoid conflicts of interests.

The assessment process of performance is based on the longer term performance of the Company and its investment risks and the actual payment of performance-based components of remuneration is spread over the same period.

The remuneration policy is available on: [http://sebgroup.com/siteassets/corporations\\_and\\_institutions/our\\_services/transaction\\_banking/for\\_institutional\\_clients/fund\\_services\\_and\\_fund\\_execution/remuneration-policy-fund-services.pdf](http://sebgroup.com/siteassets/corporations_and_institutions/our_services/transaction_banking/for_institutional_clients/fund_services_and_fund_execution/remuneration-policy-fund-services.pdf).

## **10. Material Contracts**

The following material contracts have been entered into:

- (a) An agreement between the Company and SEB Fund Services S.A. pursuant to which the latter acts as management company of the Company. This Agreement is entered into for an unlimited period and may be terminated by either party upon three months' written notice.
- (b) An agreement between the Company, SEB Fund Services S.A. and Söderberg & Partners Asset Management S.A. pursuant to which the latter acts as investment manager. This Agreement is entered into for an unlimited period and may be terminated by either party upon three month's written notice.
- (c) An agreement between the Company and Skandinaviska Enskilda Banken S.A. pursuant to which the latter was appointed depositary and paying agent. The Agreement is entered into for an unlimited period and may be terminated by either party upon three months' written notice.
- (d) An agreement between the Management Company and European Fund Administration S.A. pursuant to which the latter acts as registrar and transfer agent and administration agent of the Company. The Agreement is entered into for an unlimited period and may be terminated by either party upon six months' written notice.
- (e) An Agreement between the Management Company and the Placement and Distribution Agent pursuant to which the latter was appointed, subject to the overall control of the Management Company as placement and distribution agent of the Company.

## **11. Documents**

Copies of the contracts mentioned above are available for inspection, and copies of the Articles, the current Prospectus, the KIID for the Compartments and the latest financial reports may be obtained free of charge during normal office hours at the registered office of the Company in Luxembourg.

## **12. Complaints Handling**

Shareholders of each Compartment of the Company may file complaints free of charge with the Management Company in an official language of their home country.

## **APPENDIX TO THE PROSPECTUS - COMPARTMENTS**

The Compartments are the following:

- SÖDERBERG & PARTNERS SICAV II - Proaktiv 75 TL
- SÖDERBERG & PARTNERS SICAV II - Proaktiv 80 TL
- SÖDERBERG & PARTNERS SICAV II - Proaktiv 85 TL
- SÖDERBERG & PARTNERS SICAV II - Proaktiv 90 TL

For the avoidance of doubt all the foregoing definitions of Section 1 "Definitions" shall apply to the following Appendices.

In case of discrepancy or any inconsistency between provisions contained in the general part of the Issuing Document and the Appendices, the provisions of the Appendices shall prevail over those of the general part.

**APPENDIX 1.**  
**SÖDERBERG & PARTNERS SICAV II – PROAKTIV 75 TL**

**Investment objective and policy**

The investment objective of this Compartment is to preserve the Shareholder's capital and to provide an adequate rate of return on the investment, without any formal guarantee that this objective will be achieved.

The Compartment is a fund of funds that invests in units of other UCITS/UCIs (both equity and fixed income funds), including Exchange Traded Funds (ETFs), and index funds meeting the criteria set out under I. (1) c) of Section 3 "Investment and Borrowing Restrictions" in the main part of the Prospectus. The purpose is to obtain a cost-effective, well diversified and worldwide exposure, in order to secure a good long-term return at a limited risk. The selection of assets is performed with the help of a fundamental analysis which assesses different criteria such as the historical performance and growth potential of the investments.

The Compartment will aim to invest its assets predominantly in fund units, but may also invest in transferable securities, money-market instruments and accounts with credit institutions. The Compartment may use financial derivative instruments, except for total return swaps and other financial derivative instruments with similar characteristics, for investment purposes and for hedging purposes.

The Compartment also contains cash to the extent necessary for management of the Compartment.

The purpose of the Compartment's investments is, while observing due caution, to achieve the highest possible rise in value. The management aim is to ensure constant diversification among and within asset classes and across a large number of liquid markets, in order thereby to achieve a good spread of risk. The Compartment has the objective of not falling below 75 per cent of the highest price achieved over a one-year period.

The 10% limit of investment restriction VI. a) in Section 3. "Investment and Borrowing Restrictions" in the main part of the Prospectus pursuant to which a Compartment cannot invest more than 10% of its net assets in aggregate in the units of UCITS and/or other UCIs is not applicable to this Compartment. The Compartment may acquire units of UCITS and/or other UCIs referred to in paragraph I) (1) c) of Section 3. "Investment and Borrowing Restrictions" in the main part of the Prospectus provided that no more than 20% of the Compartment's net assets be invested in the units of a single UCITS or other UCI, and (ii) investments made in units of UCIs other than UCITS may not in aggregate exceed 30% of the net asset of the Compartment.

The Compartment will not make use of any securities financing transactions nor enter into total return swaps or instruments with similar characteristics and as such the Regulation (EU) 2015/2365 of the European Parliament and of the Council of 25 November 2015 on transparency of securities financing transactions and of reuse is not applicable.

The global exposure and leverage of the Compartment will be measured and monitored according to the commitment approach methodology.

### **Profile of the typical investor**

The Compartment is most suitable for investors who have an investment horizon of at least five years. The Compartment investors must be able to accept that certain price fluctuations may occur, since the Compartment is dedicated to investors willing to invest in an aggressive investment fund.

### **Reference Currency**

SEK

### **Form of Shares and Classes**

The Share Classes of the Compartment will only be issued in registered form only, as further defined in the Prospectus.

<b>Share Classes</b>	<b>Class A</b>	<b>Class B</b>
<b>Investor Restriction</b>	Restricted to institutional investors	Restricted to institutional investors. The initial investment by a new investor in this Share Class will need the express approval from the Board of Directors, granted at their sole discretion, whereas all subsequent investments do not require this express approval.
<b>Currency</b>	SEK	SEK
<b>Minimum Subscription and holding</b>	N/A	N/A
<b>Launch Date</b>	22 November 2013	20 April 2017
<b>Valuation Day</b>	Daily	Daily
<b>Cut-Off Time</b>	15:00 Luxembourg time	15:00 Luxembourg time
<b>Settlement day</b>	3 <sup>rd</sup> business day cob after Valuation Day	3 <sup>rd</sup> business day cob after Valuation Day
<b>ISIN Code</b>	LU0953975900	LU1557059570

## Charges & Expenses

Share Classes	Class A	Class B
<b>Management Company fee</b>	Up to 0.055% per annum with a minimum fee of EUR 15,000 and a fixed fee of EUR 10,000  Such fee will be paid out of the Investment Management Fee due to the Investment Manager.	Up to 0.055% per annum with a minimum fee of EUR 15,000 and a fixed fee of EUR 10,000  Such fee will be paid out of the Investment Management Fee due to the Investment Manager.
<b>Investment Management Fee</b>	Up to 1.75% per annum	Up to 1.35% per annum
<b>Central Administration Fee</b>	Up to 0.050% per annum with a minimum fee of EUR 40,000  Such fee will be paid out of the Investment Management Fee due to the Investment Manager.	Up to 0.050% per annum with a minimum fee of EUR 40,000  Such fee will be paid out of the Investment Management Fee due to the Investment Manager.
<b>Depositary Fee</b>	The Depositary Supervisory Fee – 0.0075% per annum + VAT and payable out of the Investment Management Fee  The Depositary Safekeeping Fee - payable out of the Central Administration Fee	The Depositary Supervisory Fee – 0.0075% per annum + VAT and payable out of the Investment Management Fee  The Depositary Safekeeping Fee - payable out of the Central Administration Fee

## **APPENDIX 2.**

### **SÖDERBERG & PARTNERS SICAV II – PROAKTIV 80 TL**

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

The investment objective of this Compartment is to preserve the Shareholder's capital and to provide an adequate rate of return on the investment, without any formal guarantee that this objective will be achieved.

The Compartment is a fund of funds that invests in units of other UCITS/UCIs (both equity and fixed income funds), including Exchange Traded Funds (ETFs), and index funds meeting the criteria set out under I. (1) c) of Section 3 "Investment and Borrowing Restrictions" in the main part of the Prospectus. The purpose is to obtain a cost-effective, well diversified and worldwide exposure, in order to secure a good long-term return at a limited risk. The selection of assets is performed with the help of a fundamental analysis which assesses different criteria such as the historical performance and growth potential of the investments.

The Compartment will aim to invest its assets predominantly in fund units, but may also invest in transferable securities, money-market instruments and accounts with credit institutions. The Compartment may use financial derivative instruments, (except for total return swaps and other financial derivative instruments with similar characteristics) for investment and for hedging purposes.

The Compartment also contains cash to the extent necessary for management of the Compartment.

The purpose of the Compartment's investments is, while observing due caution, to achieve the highest possible rise in value. The management aim is to ensure constant diversification among and within asset classes and across a large number of liquid markets, in order thereby to achieve a good spread of risk. The Compartment has the objective of not falling below 80 per cent of the highest price achieved over a one-year period.

The 10% limit of investment restriction VI. a) in Section 3. "Investment and Borrowing Restrictions" in the main part of the Prospectus pursuant to which a Compartment cannot invest more than 10% of its net assets in aggregate in the units of UCITS and/or other UCIs is not applicable to this Compartment. The Compartment may acquire units of UCITS and/or other UCIs referred to in paragraph I) (1) c) of Section 3. "Investment and Borrowing Restrictions" in the main part of the Prospectus provided that no more than 20% of the Compartment's net assets be invested in the units of a single UCITS or other UCI, and (ii) investments made in units of UCIs other than UCITS may not in aggregate exceed 30% of the net asset of the Compartment.

The Compartment will not make use of any securities financing transactions nor enter into total return swaps or instruments with similar characteristics and as such the Regulation (EU) 2015/2365 of the European Parliament and of the Council of 25 November 2015 on transparency of securities financing transactions and of reuse is not applicable.



The global exposure and leverage of the Compartment will be measured and monitored according to the commitment approach methodology.

### Profile of the typical investor

The Compartment is most suitable for investors who have an investment horizon of at least five years. The Compartment investors must be able to accept that certain price fluctuations may occur, since the Compartment is dedicated to investors willing to invest in an aggressive investment fund.

### Reference Currency

SEK

### Form of Shares and Classes

The Share Classes of the Compartment will only be issued in registered form only, as further defined in the Prospectus.

Share Classes	Class A	Class B
<b>Investor Restriction</b>	Restricted to institutional investors	Restricted to institutional investors. The initial investment by a new investor in this Share Class will need the express approval from the Board of Directors, granted at their sole discretion, whereas all subsequent investments do not require this express approval.
<b>Currency</b>	SEK	SEK
<b>Minimum Subscription and holding</b>	N/A	N/A
<b>Launch Date</b>	22 November 2013	20 April 2017
<b>Valuation Day</b>	Daily	Daily
<b>Cut-Off Time</b>	15:00 Luxembourg time	15:00 Luxembourg time
<b>Settlement day</b>	3 <sup>rd</sup> business day cob after Valuation Day	3 <sup>rd</sup> business day cob after Valuation Day
<b>ISIN Code</b>	LU0953976031	LU1557059737

## Charges & Expenses

Share Classes	Class A	Class B
<b>Management Company fee</b>	<p>Up to 0.055% per annum with a minimum fee of EUR 15,000 and a fixed fee of EUR 10,000</p> <p>Such fee will be paid out of the Investment Management Fee due to the Investment Manager.</p>	<p>Up to 0.055% per annum with a minimum fee of EUR 15,000 and a fixed fee of EUR 10,000</p> <p>Such fee will be paid out of the Investment Management Fee due to the Investment Manager.</p>
<b>Investment Management Fee</b>	Up to 1.70% per annum	Up to 1.30% per annum
<b>Central Administration Fee</b>	<p>Up to 0.050% per annum with a minimum fee of EUR 40,000</p> <p>Such fee will be paid out of the Investment Management Fee due to the Investment Manager.</p>	<p>Up to 0.050% per annum with a minimum fee of EUR 40,000</p> <p>Such fee will be paid out of the Investment Management Fee due to the Investment Manager.</p>
<b>Depository Fee</b>	<p>The Depository Supervisory Fee – 0.0075% per annum + VAT and payable out of the Investment Management Fee</p> <p>The Depository Safekeeping Fee - payable out of the Central Administration Fee</p>	<p>The Depository Supervisory Fee – 0.0075% per annum + VAT and payable out of the Investment Management Fee</p> <p>The Depository Safekeeping Fee - payable out of the Central Administration Fee</p>

### **APPENDIX 3. SÖDERBERG & PARTNERS SICAV II – PROAKTIV 85 TL**

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

The investment objective of this Compartment is to preserve the Shareholder's capital and to provide an adequate rate of return on the investment, without any formal guarantee that this objective will be achieved.

The Compartment is a fund of funds that invests in units of other UCITS/UCIs (both equity and fixed income funds), including Exchange Traded Funds (ETFs) and index funds meeting the criteria set out under I. (1) c) of Section 3 "Investment and Borrowing Restrictions" in the main part of the Prospectus. The purpose is to obtain a cost-effective, well diversified and worldwide exposure, in order to secure a good long-term return at a limited risk. The selection of assets is performed with the help of a fundamental analysis which assesses different criteria such as the historical performance and growth potential of the investments.

The Compartment will aim to invest its assets predominantly in fund units, but may also invest in transferable securities, money-market instruments and accounts with credit institutions. The Compartment may use financial derivative instruments (except for total return swaps and other financial derivative instruments with similar characteristics) for investment and for hedging purposes.

The Compartment also contains cash to the extent necessary for management of the Compartment.

The purpose of the Compartment's investments is, while observing due caution, to achieve the highest possible rise in value. The management aim is to ensure constant diversification among and within asset classes and across a large number of liquid markets, in order thereby to achieve a good spread of risk. The Compartment has the objective of not falling below 85 per cent of the highest price achieved over a one-year period.

The 10% limit of investment restriction VI. a) in Section 3. "Investment and Borrowing Restrictions" in the main part of the Prospectus pursuant to which a Compartment cannot invest more than 10% of its net assets in aggregate in the units of UCITS and/or other UCIs is not applicable to this Compartment. The Compartment may acquire units of UCITS and/or other UCIs referred to in paragraph I) (1) c) of Section 3. "Investment and Borrowing Restrictions" in the main part of the Prospectus provided that no more than 20% of the Compartment's net assets be invested in the units of a single UCITS or other UCI, and (ii) investments made in units of UCIs other than UCITS may not in aggregate exceed 30% of the net asset of the Compartment.

The Compartment will not make use of any securities financing transactions nor enter into total return swaps or instruments with similar characteristics and as such the Regulation (EU) 2015/2365 of the European Parliament and of the Council of 25 November 2015 on transparency of securities financing transactions and of reuse is not applicable.

The global exposure and leverage of the Compartment will be measured and monitored according to the commitment approach methodology.

### Profile of the typical investor

The Compartment is most suitable for investors who have an investment horizon of at least five years. The Compartment investors must be able to accept that certain price fluctuations may occur, since the Compartment is dedicated to investors willing to invest in a medium risk investment fund. The limited risk will also lead to a lower expected return compared to a high risk investment.

### Reference Currency

SEK

### Form of Shares and Classes

The Share Classes of the Compartment will only be issued in registered form only, as further defined in the Prospectus.

Share Classes	Class A	Class B
<b>Investor Restriction</b>	Restricted to institutional investors	Restricted to institutional investors. The initial investment by a new investor in this Share Class will need the express approval from the Board of Directors, granted at their sole discretion, whereas all subsequent investments do not require this express approval.
<b>Currency</b>	SEK	SEK
<b>Minimum Subscription and holding</b>	N/A	N/A
<b>Launch Date</b>	22 November 2013	20 April 2017
<b>Valuation Day</b>	Daily	Daily
<b>Cut-Off Time</b>	15:00 Luxembourg time	15:00 Luxembourg time
<b>Settlement day</b>	3 <sup>rd</sup> business day cob after Valuation Day	3 <sup>rd</sup> business day cob after Valuation Day
<b>ISIN Code</b>	LU0953976114	LU1557059901

## Charges & Expenses

Share Classes	Class A	Class B
<b>Management Company fee</b>	Up to 0.055% per annum with a minimum fee of EUR 15,000 and a fixed fee of EUR 10,000  Such fee will be paid out of the Investment Management Fee due to the Investment Manager.	Up to 0.055% per annum with a minimum fee of EUR 15,000 and a fixed fee of EUR 10,000  Such fee will be paid out of the Investment Management Fee due to the Investment Manager.
<b>Investment Management Fee</b>	Up to 1.65% per annum	Up to 1.25% per annum
<b>Central Administration Fee</b>	Up to 0.050% per annum with a minimum fee of EUR 40,000  Such fee will be paid out of the Investment Management Fee due to the Investment Manager.	Up to 0.050% per annum with a minimum fee of EUR 40,000  Such fee will be paid out of the Investment Management Fee due to the Investment Manager.
<b>Depositary Fee</b>	The Depositary Supervisory Fee – 0.0075% per annum + VAT and payable out of the Investment Management Fee  The Depositary Safekeeping Fee - payable out of the Central Administration Fee	The Depositary Supervisory Fee – 0.0075% per annum + VAT and payable out of the Investment Management Fee  The Depositary Safekeeping Fee - payable out of the Central Administration Fee

**APPENDIX 4.**  
**SÖDERBERG & PARTNERS SICAV II – PROAKTIV 90 TL**

**Investment objective and policy**

The investment objective of this Compartment is to preserve the Shareholder's capital and to provide an adequate rate of return on the investment, without any formal guarantee that this objective will be achieved.

The Compartment is a fund of funds that invests in units of other UCITS/UCIs (both equity and fixed income funds), including Exchange Traded Funds (ETFs) and index funds meeting the criteria set out under I. (1) c) of Section 3 "Investment and Borrowing Restrictions" in the main part of the Prospectus. The purpose is to obtain a cost-effective, well diversified and worldwide exposure, in order to secure a good long-term return at a limited risk. The selection of assets is performed with the help of a fundamental analysis which assesses different criteria such as the historical performance and growth potential of the investments.

The Compartment will aim to invest of its assets predominantly in fund units, but may also invest in transferable securities, money-market instruments and accounts with credit institutions. The Compartment may use financial derivative instruments, (except for total return swaps and other financial derivative instruments with similar characteristics) for investment and for hedging purposes.

The Compartment also contains cash to the extent necessary for management of the Compartment.

The purpose of the Compartment's investments is, while observing due caution, to achieve the highest possible rise in value. The management aim is to ensure constant diversification among and within asset classes and across a large number of liquid markets, in order thereby to achieve a good spread of risk. The Compartment has the objective of not falling below 90 per cent of the highest price achieved over a one-year period.

The 10% limit of investment restriction VI. a) in Section 3. "Investment and Borrowing Restrictions" in the main part of the Prospectus pursuant to which a Compartment cannot invest more than 10% of its net assets in aggregate in the units of UCITS and/or other UCIs is not applicable to this Compartment. The Compartment may acquire units of UCITS and/or other UCIs referred to in paragraph I) (1) c) of Section 3. "Investment and Borrowing Restrictions" in the main part of the Prospectus provided that no more than 20% of the Compartment's net assets be invested in the units of a single UCITS or other UCI, and (ii) investments made in units of UCIs other than UCITS may not in aggregate exceed 30% of the net asset of the Compartment.

The Compartment will not make use of any securities financing transactions nor enter into total return swaps or instruments with similar characteristics and as such the Regulation (EU) 2015/2365 of the European Parliament and of the Council of 25 November 2015 on transparency of securities financing transactions and of reuse is not applicable.

The global exposure and leverage of the Compartment will be measured and monitored according to the commitment approach methodology.

### Profile of the typical investor

The Compartment is most suitable for investors who have an investment horizon of at least five years. The Compartment investors must be able to accept that certain price fluctuations may occur. The Compartment is dedicated to investors willing to invest in a low risk investment fund, but it is not risk free. Due to the relatively low risk, the expected return will also be moderate.

### Reference Currency

SEK

### Form of Shares and Classes

The Share Classes of the Compartment will only be issued in registered form only, as further defined in the Prospectus.

Share Classes	Class A	Class B
<b>Investor Restriction</b>	Restricted to institutional investors	Restricted to institutional investors. The initial investment by a new investor in this Share Class will need the express approval from the Board of Directors, granted at their sole discretion, whereas all subsequent investments do not require this express approval.
<b>Currency</b>	SEK	SEK
<b>Minimum Subscription and holding</b>	N/A	N/A
<b>Launch Date</b>	22 November 2013	20 April 2017
<b>Valuation Day</b>	Daily	Daily
<b>Cut-Off Time</b>	15:00 Luxembourg time	15:00 Luxembourg time
<b>Settlement day</b>	3 <sup>rd</sup> business day cob after Valuation Day	3 <sup>rd</sup> business day cob after Valuation Day
<b>ISIN Code</b>	LU0953976387	LU1557060073

## Charges & Expenses

Share Classes	Class A	Class B
<b>Management Company fee</b>	Up to 0.055% per annum with a minimum fee of EUR 15,000 and a fixed fee of EUR 10,000  Such fee will be paid out of the Investment Management Fee due to the Investment Manager.	Up to 0.055% per annum with a minimum fee of EUR 15,000 and a fixed fee of EUR 10,000  Such fee will be paid out of the Investment Management Fee due to the Investment Manager.
<b>Investment Management Fee</b>	Up to 1.40% per annum	Up to 1.20% per annum
<b>Central Administration Fee</b>	Up to 0.050% per annum with a minimum fee of EUR 40,000  Such fee will be paid out of the Investment Management Fee due to the Investment Manager.	Up to 0.050% per annum with a minimum fee of EUR 40,000  Such fee will be paid out of the Investment Management Fee due to the Investment Manager.
<b>Depositary Fee</b>	The Depositary Supervisory Fee – 0.0075% per annum + VAT and payable out of the Investment Management Fee  The Depositary Safekeeping Fee - payable out of the Central Administration Fee	The Depositary Supervisory Fee – 0.0075% per annum + VAT and payable out of the Investment Management Fee  The Depositary Safekeeping Fee - payable out of the Central Administration Fee