

PROSPECTUS

concerning the permanent offering for co-ownership units
in the common fund with multiple compartments

BINCKBANK FUND FCP

November 2016

VISA 2016/105916-8978-0-PC

L'apposition du visa ne peut en aucun cas servir
d'argument de publicité

Luxembourg, le 2016-12-16

Commission de Surveillance du Secteur Financier



IMPORTANT

General information

BINCKBANK FUND FCP is registered on the official list of undertakings for collective investment pursuant to Part I of the Luxembourg Law of 17 December 2010 concerning undertakings for collective investment, as it may be amended from time to time. Units of the Fund may be publicly distributed in the European Union.

This registration does not imply, however, approval by the Luxembourg authorities of the content or the accuracy of this Prospectus or of the portfolio of securities held by the Fund. Any declaration to the contrary is unauthorised and illegal.

The Board of Directors of the Management Company has taken all possible precautions to ensure that the information provided in this Prospectus is accurate and correct and that no material fact, that would disqualify any of the statements contained herein, is missing. All members of the Board of Directors accept their responsibility in this regard.

All Classes of Units of all Compartments that are in issue may be listed on the Luxembourg Stock Exchange or on any other recognised stock exchange. Trading in Units of the Fund on a stock exchange will be in accordance with the rules and regulations of the relevant stock exchange and subject to normal brokerage fees.

Any information or statement not contained in this Prospectus or in the reports that are an integral part of it should be considered unauthorised. Neither the availability of this Prospectus, nor the offering, issue or sale of Units may constitute a statement to the effect that the information provided in this Prospectus will be accurate at any time after the date of the Prospectus. When significant changes occur, such as the opening of new Compartments or Classes of Units, this Prospectus will be updated as appropriate. Unitholders are therefore responsible for enquiring with the Management Company of the Fund in order to find out whether a more recent Prospectus has been published.

None of the Units of the Fund have been, nor will be registered under the United States Securities Act of 1933, as amended, and the Units may not be offered or sold directly or indirectly in the United States of America or to any U.S. Person, as this term is defined by the Regulation S under the Securities Act of 1933 ("U.S. Person"). In addition, the Units may not be offered or sold to any corporation controlled by, or a majority of whose shares are held by, U.S. Persons.

Unitholders and potential buyers of Units of the Fund are responsible for ensuring that they are duly informed of the tax consequences, legal audits or foreign exchange restrictions and foreign exchange controls to which they may be subject in the country where they are domiciled or of which they are a national or where they reside and that could govern the subscription, purchase, holding or sale of Units of the Fund.

The Management Company draws the investors' attention to the fact that any investor will only be able to fully exercise his investor rights directly against the Fund, if the investor is

registered himself and in his own name in the Unitholders' register of the Fund. In cases where an investor invests in the Fund through an intermediary investing into the Fund in his own name but on behalf of the investor, it may not always be possible for the investor to exercise certain Unitholder rights directly against the Fund. Investors are advised to take advice on their rights.

Data Protection

Pursuant to data protection law applicable in Luxembourg (including, but not limited to, the Luxembourg Law of 2 August 2002 on the Protection of Persons with regard to the Processing of Personal Data (as amended from time to time) any personal data provided in connection with an investment in the Fund may be held on computer and processed by the Management Company, Investment Manager, the Depositary Bank, the Administrative Agent, Paying Agent, Registrar and Transfer Agent (each defined in the sections Management and Organisation, Depositary Bank, Administrative Agent, Paying Agent, Registrar and Transfer Agent of this Prospectus) and their affiliates (together the "Entities") as data processor or data controller, as appropriate. Personal data may be processed for the purposes of processing subscription and redemption orders, maintaining registers of Unitholders and carrying out the services provided by the Entities as well as to comply with legal or regulatory obligations including, but not limited to, legal obligations under applicable company law, anti-money laundering law and FATCA (Foreign Account Tax Compliance Act), common reporting standard ("CRS") or similar laws and regulations (e.g. at OECD or EU Level).

Personal data shall be disclosed to third parties where necessary for legitimate business interests only. This may include disclosure to third parties such as governmental or regulatory bodies including tax authorities, auditors, accountants, investment managers, investment advisers, paying agents and subscription and redemption agents, distributors as well as permanent representatives in places of registration and any other agents of the Entities who may process the personal data for carrying out their services and complying with legal obligations including legal obligations as described above.

Investors are also informed that, as a matter of general practice, telephone conversations and instructions may be recorded as proof of a transaction or related communication. Such recordings will benefit from the same protection under Luxembourg law as the information contained in this Prospectus and shall not be released to third parties, except in cases where the Entities are compelled or entitled by law or regulation to do so.

By subscribing for Units of the Fund, investors consent to the aforementioned processing of their personal data and in particular the disclosure of their personal data to, and the processing of their personal data by the parties referred to above including affiliates situated in countries outside of the European Union which may not offer a similar level of protection as the one deriving from Luxembourg data protection law. Investors acknowledge that the transfer of their personal data to these parties may occur via, and/or their personal data may be processed by parties in countries (such as, but not limited to, the United States) which may not have data protection requirements deemed equivalent to those prevailing in the European Union.

Investors acknowledge and accept that failure to provide relevant personal data requested by the Management Company acting on behalf of the Fund and/or the Administrative Agent in the course of their relationship with the Management Company may prevent them from maintaining

their holdings in the Fund and may be reported by the Management Company and/or the Administrative Agent to the relevant Luxembourg authorities.

Investors acknowledge and accept that the Management Company acting on behalf of the Fund or the Administrative Agent will report any relevant information in relation to their investments in the Fund to the Luxembourg tax authorities which will exchange this information on an automatic basis with the competent authorities in the United States or other permitted jurisdictions as agreed in the FATCA Law, CRS at OECD and EU levels or equivalent Luxembourg legislation.

Investors may request access to, rectification of or deletion of any personal data provided to any of the parties above or stored by any of the parties above in accordance with applicable data protection law. Investors should address such requests to the Management Company.

Reasonable measures have been taken to ensure confidentiality of the personal data transmitted between the parties mentioned above. However, due to the fact that the personal data is transferred electronically and made available outside of Luxembourg, the same level of confidentiality and the same level of protection in relation to data protection law as currently in force in Luxembourg may not be guaranteed while the personal data is kept abroad.

The Management Company will accept no liability with respect to any unauthorised third party receiving knowledge and/or having access to the investor's personal data, except in the event of wilful negligence or gross misconduct of the Management Company.

Personal data shall not be held for longer than necessary with regard to the purpose of the data processing, subject always to applicable legal minimum retention periods.

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MAIN CHARACTERISTICS AND DEFINITIONS

"Account consolidation currency"	EURO
"Administrative Agent", "Paying Agent" and "Registrar and Transfer Agent"	RBC Investor Services Bank S.A. or any successor.
"Application Form"	The application form for the subscription to Units in the Fund which is available at the registered office of the Management Company and of any distributor (if any).
"Articles of Incorporation"	The articles of incorporation of the Management Company, as amended from time to time.
"Base Currency"	The currency in which the accounts of each Compartment are held, as specified in the particulars of the relevant Compartment.
"Board of Directors"	The board of directors of the Management Company.
"Business Day"	Unless otherwise defined in the particulars of a Compartment, a full day on which banks are open for normal business banking in Luxembourg.
"Classes of Units"	The Board of Directors of the Management Company can create different Classes of Units within each Compartment, each having distinct characteristics such as a specific fee structure for issues or redemptions, a specific management fee structure, a special distribution policy, conditions of investor eligibility or any other criteria as specified in the particulars of the relevant Compartment.
"Compartment"	The Management Company can create different Compartments within the Fund, each constituting a separate pool of assets and commitments and different from other Compartments by their investment objective or policy or any other criteria as specified in the particulars of the relevant Compartment.
"Commitment Approach"	A method of calculation of global exposure as detailed in applicable laws and regulations including but not limited to CSSF Circular 11/512.
"CSSF"	The <i>Commission de Surveillance du Secteur Financier</i> , the Luxembourg supervisory authority of the financial sector.
"Depository Bank"	RBC Investor Services Bank S..A. or any successor.

"Director"	A member of the Board of Directors of the Management Company.
"Eligible Country"	Any Member State or any other State in Eastern and Western Europe, Asia, Oceania or the American and African continents.
"Eligible Market"	A market according to Article 4, paragraph 1., point 14) of the Directive 2004/39/EC of the European Parliament and of the Council of 21 April 2004 on markets in financial instruments, and any other Regulated Market.
"EUR" or "EURO"	The currency of the Member States of the European Union participating in the single currency.
"Feeder Fund"	As defined in the particulars of the relevant Compartment.
"Feeder UCITS"	As defined under "INVESTMENT RESTRICTIONS".
"Fund"	BINCKBANK FUND FCP.
"Initial subscription period"	An initial subscription period of a particular Compartment as defined by the Board of Directors and during which the Units are offered for subscription at a price as determined by the Management Company.
"Institutional Investor"	An institutional investor within the meaning of Article 174 (2) of the Law.
"Investment Manager"	An external investment manager of the Management Company, appointed by the Board of Directors to manage the assets of the Compartment(s), pursuant to the terms described in section 5 of this Prospectus. Unless otherwise specified in the particulars of the relevant Compartment, BinckBank N.V. acts as investment manager with respect to the assets of the Compartments of the Fund.
"KIID"	<p>The key investor information document containing information on Classes of Units launched which are available on the website http://www.bilmanageinvest.com and www.binck.be.</p> <p>The Management Company draws the attention of the investors to the fact that before any subscription of Units, the investors should consult the KIID on Classes of Units launched available on the website http://www.bilmanageinvest.com and www.binck.be. The KIID may also be obtained as a paper copy at the registered office of the Management Company or of a distributor, free of charge.</p>
"Law"	The Luxembourg Law of 17 December 2010 concerning undertakings for collective investment, as it may be amended from time to time.

"Management Company"	BIL Manage Invest S.A.
"Management Regulations"	The management regulations of the Fund, as amended from time to time.
"Master Fund"	As defined in the particulars of the relevant Compartment.
"Master UCITS"	As defined under "INVESTMENT RESTRICTIONS".
"Member State"	A Member State of the European Union.
"Net Asset Value"	The net asset value of the Fund is equal to the sum of the net assets of the different Compartments or Classes of Units.
"Net Asset Value per Unit"	The Net Asset Value per Unit of a Compartment/and or Class of Units is determined by dividing the value of the net assets attributable to the relevant Compartment and/or Class of Units, by the number of outstanding Units of the relevant Compartment and/or the Class of Units.
"Other UCI"	An undertaking for collective investment within the meaning of Article 1 paragraph (2), point (a) and point (b) of Directive 2009/65/EC.
"Prospectus"	The prospectus of the Fund, as amended from time to time.
"Regulated Market"	A regulated market that operates regularly and is recognised and open to the public, as defined by the Law.
"RESA"	<i>Recueil Electronique des Sociétés et Associations.</i>
"Subscription Price", "Redemption Price" and "Conversion Price"	Prices for subscription, redemption and conversion per Unit determined pursuant to sections 10, 11 and 12 of the Prospectus, respectively.
"UCI"	Undertaking for collective investment within the meaning of Article 1, paragraph (2), points a) and b) of the UCITS Directive.
"UCITS"	Undertaking for collective investment in transferable securities authorised according to the UCITS Directive.
"UCITS Directive"	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 certain undertakings for collective investment in transferable securities (UCITS), as amended by Directive 2014/91/EU on the coordination of laws, regulations and administrative provisions relating to UCITS as regards depositary functions, remuneration policies and sanctions, as amended.

"Unit"	A Unit in each Compartment and/or Class of Units that can be issued in registered form without nominal value composing the capital of the Fund.
"Unitholder"	A holder of Unit(s).
"Valuation Day"	Business Day as of which the Fund's assets will be valued as defined in the particulars of the relevant Compartment.

MANAGEMENT COMPANY

BIL Manage Invest S.A.

42, rue de la Vallée
L-2661 Luxembourg
Grand Duchy of Luxembourg

BOARD OF DIRECTORS OF THE MANAGEMENT COMPANY

- M. Hans-Peter Borgh, Head of Wealth Management, Banque Internationale à Luxembourg
- M. Pierre Malevez, Chief of Finance and Risks, Banque Internationale à Luxembourg
- M. Martin Freiermuth, Head of Products & Solutions, Banque Internationale à Luxembourg
- M. Marcel Leyers, Chief of Corporate and Institutional Banking, Banque Internationale à Luxembourg

CONDUCTING OFFICERS OF THE MANAGEMENT COMPANY

- Mr Alain Bastin, CEO, BIL Manage Invest S.A.
- Mr Giulio Senatore, Senior Portfolio Manager, BIL Manage Invest S.A.

INVESTMENT MANAGER

BinckBank N.V.

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DEPOSITARY BANK

RBC Investor Services Bank S.A.

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L-4360 Esch-sur-Alzette
Grand Duchy of Luxembourg

ADMINISTRATIVE AGENT, PAYING AGENT, REGISTRAR AND TRANSFER AGENT

RBC Investor Services Bank S.A.

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Grand Duchy of Luxembourg

1. LEGAL STATUS

BINCKBANK FUND FCP is a common fund with multiple compartments ("*fonds commun de placement à compartiments multiples*") governed by Luxembourg law, created pursuant to the Law in accordance with the Management Regulations approved as of 23 November 2016 by the Management Company and the Depositary Bank and published in the RESA on 28 November 2016 after having been filed with the Trade and Companies' Register of and in Luxembourg on 28 November 2016.

The Fund does not have a legal personality. Its assets are the undivided property of the Unitholders and are managed in the sole interest of such Unitholders by the Management Company.

The Fund's assets are and shall remain distinct from those of the Management Company.

The assets of each Compartment are segregated from those of the other Compartments in accordance with the provisions of article 181 of the Law. This means that the assets of each Compartment shall be invested for the Unitholders of the corresponding Compartment and that the assets of a specific Compartment Fund are solely accountable for the liabilities, commitments and obligations of that Compartment.

The Management Company may create different Classes of Units within each Compartment with each Class of Units having one or more distinct characteristics such as a specific structure of issue or redemption fees, a specific management fee structure, a special distribution policy, investor eligibility conditions or any other criteria as specified in the particulars of the relevant Compartment. All the Units of a same Class of Units have equal rights.

If different Classes of Units are issued within a Compartment, the characteristics of each Class of Units shall be described in the particulars of the relevant Compartment.

The Management Company may create new Compartments and/or Classes of Units.

The Management Company may at any time decide to close a Compartment or a Class of Units, as described in section 21 of this Prospectus.

2. INVESTMENT OBJECTIVE AND INVESTMENT POLICY OF THE FUND

2.1. Investment objective

While respecting the principle of risk spreading, the Fund's primary objective is to enable Unitholders to benefit from professional management of a portfolio of transferable securities and any other eligible assets and to benefit from the returns of the portfolio.

The investment objective of the Fund is to obtain maximum value for the assets within the framework of an optimal risk-return profile. The objective will be achieved by

active management that takes into account criteria such as liquidity, risk spreading and quality of investments.

The Fund may utilise the techniques and financial instruments described in section 3.2 and 3.3 of this Prospectus in accordance with the provisions specified for each Compartment.

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

2.2. Investment policies of the Compartments

The investment policy of each Compartment is disclosed in the particulars of the relevant Compartment.

3. INVESTMENT RESTRICTIONS

3.1. General Provisions

The Board of Directors has decided that the following investment restrictions shall apply to the Fund, as well as to the Compartments, if applicable, unless other provisions exist in the particulars of the relevant Compartment.

3.1.1. The Fund's investments shall include the following:

- (a) Transferable securities and money market instruments admitted to or dealt in on a Regulated Market;
- (b) Transferable securities and money market instruments dealt in on another Eligible Market of the European Union;
- (c) Transferable securities and money market instruments admitted to official listing on a stock exchange of an Eligible Country or dealt in on another Eligible Market;
- (d) Recently issued transferable securities and money market instruments, provided that:
 - the terms of issue include an undertaking that application will be made for admission to official listing on a stock exchange or a Regulated Market;
 - the admission is secured within one year of the issue; and/or

- (e) Shares/units of UCITS and/or Other UCIs, whether or not established in a Member State, provided that:
- such Other UCIs are 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 shareholders/unitholders in the Other UCIs is equivalent to that provided for shareholders/unitholders in a UCITS and, in particular, that the rules on asset segregation, borrowing, lending and uncovered sale of transferable securities and money market instruments are equivalent to the requirements of the UCITS Directive;
 - the business of the Other UCIs is reported in semi-annual and annual reports to enable an assessment of the assets and liabilities, income and operation 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 constitutive documents, be invested in shares/units of other UCITS or Other UCIs.
- (f) Deposits with a credit institution which are repayable on demand or have the right to be withdrawn, and maturing in no more than twelve 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 CSSF as equivalent to those laid down in Community law;
- (g) 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), provided that:
- the underlying consist of instruments covered by the present section 3.1.1, financial indices, interest rates, foreign exchange rates or currencies, in which the Management Company, acting on behalf of the Fund, may invest according to the Fund's investment objectives;
 - the counterparties to OTC derivative transactions are institutions subject to prudential supervision and belonging to the categories approved by the CSSF; and
 - the OTC derivatives are subject to reliable and verifiable valuation on a daily basis and may be sold, liquidated or closed by an offsetting transaction at any time and at their fair value at the Management Company's initiative.

- (h) Money market instruments other than those dealt in on a Regulated Market within the meaning of Article 1 of the Law, if the issue or the issuer of such instruments is itself regulated for the purpose of protecting investors and savings, and provided that these investments are:
- issued or guaranteed by a central, regional or local authority or a central bank of a Member State, the European Central Bank, the European Union, by the European Investment Bank, a third country or, in the 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 an Eligible Market; or
 - issued or guaranteed by an establishment subject to prudential supervision, in accordance with criteria defined by EU 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 European Union law; 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, second or third points above and provided that the issuer is a company whose capital and reserves amount to at least ten million euros (EUR 10,000,000) and that presents and publishes its annual accounts in accordance with the Fourth Directive 78/660/EEC, is an entity that, within a group of companies which includes one or several listed companies, is dedicated to the financing of the group or is an entity dedicated to the financing of securitisation vehicles which benefit from a banking liquidity line.

3.1.2. In addition, the Management Company acting on behalf of the Fund may, within each Compartment, make the following investments:

- (a) The Management Company acting on behalf of the Fund shall not invest more than 10% of the assets of each Compartment in transferable securities and money market instruments other than those referred to above under 3.1.1.
- (b) The Management Company acting on behalf of the Fund may hold ancillary liquid assets, unless otherwise provided in the particulars of a Compartment.
- (c) The Management Company acting on behalf of the Fund may borrow up to 10% of the net assets of each Compartment, provided that such borrowings are temporary. The Management Company acting on behalf of the Fund may however acquire foreign currencies by means of "back-to-back" loans or

provided that it enables for the Management Company acting on behalf of the Fund the acquisition of immovable property essential for the direct pursuit of its business and represents no more than 10% of its assets.

(d) The Management Company acting on behalf of the Fund may, in each Compartment, acquire units/shares of UCITS or Other UCIs subject to the following limits:

(i) The Management Company acting on behalf of the Fund may acquire units/shares of UCITS and/or Other UCIs referred to under 3.1.1 (e), provided that no more than 10% of the net assets of a Compartment are invested in the units/shares of UCITS or Other UCIs, unless otherwise provided for a Compartment.

If the investment policy of a Compartment provides that more than 10% of its net assets may be invested in units/shares of UCITS and/or Other UCIs, the following investment restrictions are applicable.

(ii) In case a Compartment may invest more than 10% of its net assets in units/shares of UCITS and/or Other UCIs referred to in 3.1.1 e), such Compartment may not invest more than 20% of its net assets in a single UCITS or Other UCI.

Investments made in units/shares of UCIs other than UCITS may not, in aggregate exceed 30% of such Compartment's assets.

(iii) Where the Management Company acting on behalf of the Fund invests in units/shares of other UCITS and/or Other UCIs that are managed, directly or by delegation, by the Management Company or by any other company with which the Management Company is linked by common management or control or by a substantial direct or indirect holding, the Management Company or other company may not charge subscription or redemption fees on account of the Management Company's investment on behalf of the Fund, in the units/shares of these UCITS and/or Other UCIs.

The Management Company may, on behalf of the Fund, invest in units/shares of such UCITS and/or Other UCIs, provided that the management fee paid to the Management Company and/or the UCITS and/or the Other UCI (excluding any performance fee) does not exceed 2.5 %.

(iv) The Management Company acting on behalf of the Fund may not purchase more than 25% of units/shares in the same UCITS and/or Other UCI. Where the UCITS or the Other UCI is an umbrella fund with multiple compartments, this limit relates to the legal entity.

- (v) For the purposes of the application of this limit, each compartment of a UCITS or Other UCI with multiple compartments is to be considered as a separate issuer provided that the principle of the segregation of obligations of the different compartments in relation to third parties is assured.

3.1.3. In addition, the Management Company acting on behalf of the Fund will, for each Compartment, comply with the following investment restrictions:

- (a) The Management Company acting on behalf of the Fund may not invest in assets issued by the same body in excess of the limits set forth below:
 - (i) The Management Company acting on behalf of the Fund may not invest more than 10% of the net assets of a Compartment in transferable securities and money market instruments issued by the same issuing body.

The Management Company acting on behalf of the Fund may not invest more than 20% of the net assets of a Compartment in deposits made with the same body.

The risk exposure to a counterparty of each Compartment in an OTC derivative transaction may not exceed 10% of its net assets when the counterparty is a credit institution mentioned in section 3.1.1 (f) above, or 5% of its net assets in other cases.

- (ii) In addition, the total value of the transferable securities and money market instruments held by a Compartment of issuing bodies of which it invests more than 5% of its assets shall not exceed 40% of the value of its assets.

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

Notwithstanding the individual limits laid down under (a) (i) above, the Management Company acting on behalf of the Fund shall not combine, where this would lead to investment of more than 20% of its assets in a single body, any of the following:

- investments in transferable securities or money market instruments issued by that body,
- deposits made with that body,
- exposures arising from OTC derivative transactions undertaken with that body.

- (iii) The 10% limit laid down in the first sentence under (a) (i) above may be of a maximum of 35% if the transferable securities or money market instruments are issued or guaranteed by a Member State, by its public or local authorities, by a third country or by public international bodies of which one or more Member States belong.
- (iv) The 10% limit laid down in the first sentence under (a) (i) above may be of a maximum of 25% for certain bonds, where 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 those bonds must be invested in accordance 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 reimbursement of the principal and payment of the accrued interest.

Where the Management Company acting on behalf of the Fund invests more than 5% of the assets of a Compartment in bonds referred to above which are issued by a single issuer, the total value of such investments may not exceed 80% of the value of the assets of this Compartment;

- (v) The 10% limit may be raised to a maximum of 20% for investments in shares and/or bonds issued by the same body when, pursuant to the Management Regulations, the aim of the Compartment's investment policy is to replicate the composition of a certain stock or bond index which is recognised by the CSSF, on the following basis: (i) the composition of the index is sufficiently diversified, (ii) the index represents an adequate benchmark of the market to which it refers, and (iii) it is published in an appropriate manner. This 20% limit is raised to 35% where that proves to be justified by exceptional market conditions, but only for a single issuer.

The transferable securities and money market instruments referred to above in 3.1.3. (a) (iii) and (iv) shall not be taken into account for the purpose of applying the 40% limit fixed in 3.1.3 (a) (ii).

The limits set forth in 3.1.3. (a) (i), (ii), (iii) and (iv) shall not be combined and, consequently, investments in transferable securities and money market instruments issued by the same body or in deposits or in financial derivative instruments made with this body in accordance with 3.1.3. (a) (i), (ii), (iii) and

(iv) may not, in any event, exceed in total 35% of the net assets of a Compartment.

Companies which are included in the same group for the purposes of consolidated accounts, as defined in accordance with Directive 2013/34/EU or

in accordance with recognised international accounting rules, shall be regarded as a single body for the purpose of calculating the limits contained in 3.1.3. (a).

The Management Company acting on behalf of the Fund may cumulatively invest up to 20% of its assets in transferable securities or money market instruments within the same group.

By way of derogation from the limits set forth in 3.1.3 (a) (i), (ii) and (iii), the Management Company acting on behalf of the Fund, in accordance with the risk diversification principles, is authorised to invest up to 100% of the net assets of each Compartment in different transferable securities and money market instruments issued or guaranteed by a Member State, its local authorities, by a state accepted by the CSSF (being at the date of this Prospectus, OECD member State, any member state of the G20 and Singapore) or a public body to which one or more EU Member States belong, provided that such securities held are from at least six different issues and securities from any single issue shall not account for more than 30% of the total amount of net assets of each Compartment.

- (b) The Management Company acting on behalf of the Fund may not purchase shares carrying voting rights which would enable the Management Company acting on behalf of the Fund to exercise significant influence over the management of an issuing body.
- (c) The Management Company acting on behalf of the Fund, for each Compartment, may not purchase more than:
 - i. 10% of non-voting shares of the same issuer;
 - ii. 10% of bonds of the same issuer.
 - iii. 10% of money market instruments of any single issuer.

The limits set forth above in (ii) and (iii) as well as in 3.1.2. (d) (iv) do not have to be complied with at the time of the acquisition if, at such time, the gross amount of bonds or money market instruments or the net amount of instruments in issue, cannot be calculated.

The limits set forth above in (i) to (iii) and in 3.1.2. (d) (iv) do not apply in relation to:

- Transferable securities and money market instruments issued or guaranteed by a Member State or its local authorities;
- Transferable securities and money market instruments issued or guaranteed by a non-Member State of the European Union;

- Transferable securities and money market instruments issued by public international bodies of which one or more Member States of the EU are members;
 - Shares held by the Fund in the capital of a company incorporated in a third country 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 Fund can invest in the securities of issuing bodies of that State. This derogation, however, shall apply only if in its investment policy the company from the third country of the EU complies with the limits laid down in 3.1.2.(d) (i), 3.1.3.(a) (i) (ii) (iii) (iv) and 3.1.3. (b) to (e). Where the limits laid down in 3.1.2.(d)(i) and 3.1.3.(a)(i) (ii) (iii) (iv) are exceeded, paragraph 3.1.4 below shall apply *mutatis mutandis*;
 - Shares held by one or more investment companies in the capital of subsidiary companies which carry on only the business of management, advice or marketing in the country where the subsidiary is established in regard to the redemption of units/shares at the request of unitholders or shareholders exclusively on its or their behalf.
- (d) The Management Company acting on behalf of the Fund may not purchase or invest directly in commodities, including precious metals, or in certificates that represent commodities.
- (e) The Management Company acting on behalf of the Fund may not carry out uncovered sales of transferable securities, money market instruments, undertakings for collective investment or any of the other financial instruments referred to in 3.1.1. (e), (g) and (h).
- (f) The Management Company acting on behalf of the Fund may not purchase movable or immovable property unless such a purchase is essential for the direct pursuit of its business.
- (g) The Management Company acting on behalf of the Fund may not grant loans or act as guarantor for third parties.

3.1.4. The limits set forth in 3.1.2. and 3.1.3. do not have to be complied with by the Management Company acting on behalf of the Fund when exercising subscription rights attached to transferable securities or money market instruments forming part of its assets.

Similarly, if a new Compartment is created, while ensuring observance of the principle of risk-spreading, the limits set forth do not have to be complied with by the newly authorised Compartment for a period of six months after the date of its launch in accordance with Article 49(1) of the Law.

If these limits are exceeded for reasons beyond the control of the Management Company acting on behalf of the Fund or as a result of the exercise of subscription rights, the Management Company acting on behalf of the Fund must adopt as a priority objective for its sales transactions, the remedying of that situation, taking due account of the interests of the Unitholders.

3.1.5. Cross Compartment investments

A Compartment (the "Investing Compartment") may subscribe, acquire and/or hold securities to be issued or issued by one or more Compartments (each a "Target Compartment"), under the condition however that:

- the Target Compartment does not, in turn, invest in the Investing Compartment invested in this Target Compartment(s); and
- no more than 10% of the assets that the Target Compartment whose acquisition is contemplated may according to its investment policy, be invested in units/shares of other UCITS or Other UCIs; and
- the Investing Compartment may not invest more than 20% of its nets assets in /Units of a single Target Compartment; and
- in any event, for as long as these securities are held by the Investing Compartment, their value will not be taken into consideration for the calculation of the net assets of the Fund for the purposes of verifying the minimum threshold of the net assets imposed by the Law.

3.1.6. Master-feeder structures

Under the conditions and within the limits laid down by the Law, the Management Company may, to the widest extent permitted by the Luxembourg laws and regulations (i) create any 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 3.1.2. b);
- financial derivative instruments, which may be used only for hedging purposes;

(c) For the purposes of compliance with paragraph 3.2, the Feeder UCITS shall calculate its global exposure related to financial derivative instruments by combining its own direct exposure under the second indent 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.

(d) A Master UCITS may not invest in a Feeder UCITS.

The Management Company acting on behalf of the Fund reserves the right to introduce other investment restrictions at any time, provided that such restrictions are compatible with Part I of the Law and are essential in order to comply with the laws and regulations in force in any jurisdiction where the Units of the Fund may be offered or sold.

3.2. Financial derivative instruments

Each Compartment may, subject to the conditions and within the limits laid down in the Law and any present or future related Luxembourg laws or implementing regulations, circulars and CSSF positions (the "Regulations") and in accordance with the investment restrictions and their relevant investment policy, as set out in the particulars of the relevant Compartment, use financial derivative instruments for investment purposes as well as efficient portfolio management purposes. In addition, each Compartment is entitled to use financial derivative instruments for currency, interest rate or other hedging purposes. Financial derivative instruments include, but are not limited to, futures, forwards, options, swaps (including, but not limited to, credit and credit-default, interest rate and inflation swaps), swaptions and forward foreign currency contracts. New financial derivative instruments may be developed which may be suitable for use by the Fund and the Management Company, acting on behalf of the Fund, may employ such financial derivative instruments in accordance with the Regulations and collateral received will be according to its collateral policy. The global exposure of each Compartment relating to financial derivative instruments shall not exceed the net assets of the Compartment, unless foreseen in the particulars of the relevant Compartment.

Under no circumstances may the use of financial derivative instruments result in an investment policy diverging from that set out for each Compartment in this Prospectus.

The Management Company must ensure that the total risk associated with financial derivative instruments does not exceed the total net value of the Fund's portfolio.

Exposure is calculated taking into account the current value of underlying assets, counterparty risk, foreseeable market movements and the time available to liquidate positions. This also applies to the following paragraphs.

As indicated above, the Compartments may, within the framework of their investment policy and within the limits set forth in section 3.1.1.(g) above, invest in financial derivative instruments, provided that the total risks to which the underlying assets are exposed do not exceed the investment limits set out in section 3.1.3. (a) above. If the Fund invests in index-based financial derivative instruments, these investments do not necessarily have to be combined for the purpose of the limits set out in section 3.1.3. (a).

When a financial derivative instrument is embedded in a transferable security or money market instrument, this must be taken into account for the purposes of complying with the provisions contained in this section of the Prospectus.

A Compartment may use total return swap instruments if specifically foreseen in the particulars of the relevant Compartment. In such cases, the counterparty to the transaction will be a counterparty approved and monitored by the Management Company or the Investment Manager. At no time will a counterparty in a transaction have discretion over the composition or the management of the Compartment's investment portfolio or over the underlying of the total return swap.

The risk of counterparty default and the effect on investor returns are described under paragraph "Swaps" of section 4. "Risk Factors" of this Prospectus.

3.3. Techniques and instruments

Each Compartment must comply with the Grand Ducal Regulations of 8 February 2008 and the requirements of ESMA Guidelines 2014/937 adopted by ESMA concerning ETFs and other UCITS issues as also specified within CSSF Circular 14/592 amending and/or supplementing the existing rules governing OTC derivative instruments, efficient portfolio management techniques and the management of collateral received in the context of such instruments and techniques.

A. General

The Management Company may, on behalf of the Fund, employ the following techniques and instruments related to transferable securities and money market instruments provided that such techniques or instruments are considered by the Board of Directors as economically appropriate to the efficient portfolio management of the Fund in accordance with the investment objectives of each Compartment.

Under no circumstances shall these operations cause a Compartment to diverge from its investment objectives as laid down in this Prospectus or result in additional risk higher than its risk profile as described in the Compartment specific text in this Prospectus. Such techniques and instruments may be used by any Compartment for the purpose of generating additional capital or income or for reducing costs or risk, to

the extent permitted by and within the limits set forth in (i) article 11 of the Grand Ducal regulation of 8 February 2008 relating to certain definitions of the Luxembourg Law, (ii) CSSF Circular 08/356 relating to the rules applicable to undertakings for collective investments when they use certain techniques and instruments relating to transferable securities and money market instruments, (iii) CSSF Circular 14/592 and (iv) any other applicable laws and regulations.

The risk exposure to a counterparty generated through efficient portfolio management techniques and OTC financial derivatives must be combined when calculating counterparty risk limits referred to in this Prospectus.

All revenues arising from efficient portfolio management techniques, net of direct and indirect operational costs and fees, will be returned to the Compartment concerned.

In particular, fees and cost may be paid to agents of the Fund and other intermediaries providing services in connection with efficient portfolio management techniques as normal compensation of their services. Such fees may be calculated as a percentage of gross revenues earned by the Compartment through the use of such techniques. Information on direct and indirect operational costs and fees that may be incurred in this respect as well as the identity of the entities to which such costs and fees are paid – as well as any relationship they may have with the Depositary Bank will be available in the annual report of the Fund.

The counterparties to such transactions will be financial institutions headquartered in an OECD member state and have directly or at parent-level an investment grade credit rating from an internationally recognised rating agency. Details of the selection criteria and a list of approved counterparties is available from at the registered office of the Management Company.

B. Securities Lending Transaction

If specifically foreseen in the particulars of a relevant Compartment, the Management Company may, on behalf of such Compartment, enter into securities lending transactions provided that the following rules are complied with in addition to the above mentioned conditions:

- (i) The borrower in a securities lending transaction must be subject to prudential supervision rules considered by the CSSF as equivalent to those prescribed by EU law.;
- (ii) A Compartment may only lend securities to a borrower either directly or through a standardised system organised by a recognised clearing institution or through a lending system organised by a financial institution subject to prudential supervision rules considered by the CSSF as equivalent to those provided by EU law and specialised in this type of transaction;

- (iii) A Compartment may only enter into securities lending transactions provided that it is entitled at any time under the terms of the agreement to request the return of the securities lent or to terminate the agreement.

Further details regarding such transactions are disclosed in the particulars of the relevant Compartment (if applicable).

The risks related to the use of securities lending transactions and the effect on investors returns are described under section "4. Risk Factors" of this Prospectus.

C. Repurchase and reverse repurchase transactions

If specifically foreseen in the particulars of the relevant Compartment, the Management Company may, on behalf of a Compartment, enter into repurchase agreements that consist of forward transactions at the maturity of which the Compartment (seller) has the obligation to repurchase the assets sold and the counterparty (buyer) the obligation to return the assets purchased under the transactions. The Management Company may, on behalf of a Compartment, further enter into reverse repurchase agreements that consist of forward transactions at the maturity of which the counterparty (seller) has the obligation to repurchase the asset sold and the Compartment (buyer) the obligation to return the assets purchased under the transactions. The Management Company may, on behalf of a Compartment, also enter into transactions that consist in the purchase/sale of securities with a clause reserving for the counterparty/Compartment the right to repurchase the securities from the Compartment/counterparty at a price and term specified by the parties in their contractual arrangements.

The Fund's involvement in such transactions is, however, subject to the additional following rules:

- (i) The counterparty to these transactions must be subject to prudential supervision rules considered by the CSSF as equivalent to those prescribed by EU law;
- (ii) A Compartment may only enter into reverse repurchase agreement and/or repurchase agreement transactions provided that it is able at any time (a) to recall the full amount of cash in a reverse repurchase agreement or any securities subject to a repurchase agreement or (b) to terminate the agreement in accordance with applicable regulations. However, fixed-term transactions that do not exceed seven days should be considered as arrangements on terms that allow the assets to be recalled at any time by the Management Company, acting on behalf of the relevant Compartment.

Further details regarding such transactions are disclosed in the particulars of the relevant Compartment (if applicable).

The risks related to the use of repurchase and reverse repurchase transactions and the effect on investors returns are described under section "4. Risk Factors" of this prospectus.

Management of collateral and collateral policy

General

In the context of OTC financial derivatives transactions and efficient portfolio management techniques, each Compartment concerned may receive collateral with a view to reduce its counterparty risk. This section sets out the collateral policy applied in such case. All assets received by a Compartment in the context of efficient portfolio management techniques (securities lending, repurchase or reverse repurchase agreements) shall be considered as collateral for the purposes of this section.

Eligible collateral

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

- (a) Any collateral received other than cash should 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;
- (b) It should be valued on at least a daily basis and assets that exhibit high price volatility should not be accepted as collateral unless suitably conservative haircuts are in place;
- (c) It should be issued by an entity that is independent from the counterparty and is expected not to display a high correlation with the performance of the counterparty;
- (d) It should be sufficiently diversified in terms of country, markets and issuers with a maximum exposure of 20% of the Compartment's Net Asset Value to any single issuer on an aggregate basis, taking into account all collateral received. By way of derogation, a Compartment 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, any third country listed in the last paragraph of section 3.1.3 (a) above, or a public international body to which one or more Member States belong. In such event, the relevant Compartment should receive securities from at least six different issues, but securities from any single issue should not account for more than 30% of the Compartment's Net Asset Value;
- (e) It should be capable of being fully enforced on behalf of the relevant Compartment at any time without reference to or approval from the counterparty;
- (f) Where there is a title transfer, the collateral received will be held by the Depositary Bank. For other types of collateral arrangement, the collateral can be held by a third party depositary which is subject to prudential supervision, and which is unrelated to the provider of the collateral.

Collateral received by the Management Company for a Compartment may consist of cash. This Prospectus will be updated if the Management Company intends to receive collateral other than cash.

Cash collateral received shall only be:

- placed on deposit with entities prescribed in the Law;
- invested in high-quality government bonds;
- used for the purpose of reverse repo transactions provided the transactions are with credit institutions subject to prudential supervision and the Management Company, acting on behalf of the Fund, is able to recall at any time the full amount of cash on accrued basis;
- invested in short-term money market funds as defined in the CESR Guidelines on a Common Definition of European Money Market Funds (Ref. CESR/10-049).

Re-invested cash collateral should be diversified in accordance with the diversification requirements applicable to non-cash collateral. In case of reinvestment of cash collateral such reinvestment may (i) create leverage with corresponding risks and risk of losses and volatility, (ii) introduce market exposures inconsistent with the objectives of the relevant Compartment concerned, or (iii) yield a sum less than the amount of collateral to be returned.

Level of collateral

The Management Company, on behalf of each Compartment, will determine the required level of collateral for OTC financial derivatives transactions and efficient portfolio management techniques 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.

With respect to securities lending, the Management Company will generally require the borrower to post collateral representing, at any time during the lifetime of the agreement, at least 100% of the total value of the securities lent. Repurchase agreement and reverse repurchase agreements will generally be collateralised, at any time during the lifetime of the agreement, at a minimum of 100% of their notional amount.

Haircut policy

In line with market practice, collateral will be valued, on a daily basis, using available market prices and taking into account appropriate discounts which will be determined by the Management Company for each asset class based on the haircut policy. The policy takes into account a variety of factors, depending on the nature of the collateral received, such as the issuer's credit standing, the maturity, currency, price volatility of the assets and, where applicable, the outcome of liquidity stress tests carried out by the Management Company under normal and exceptional liquidity conditions. No haircut will generally be applied to cash collateral.

4. RISK FACTORS

▪ Overview

Any investment in equities involves risks. These risks may in particular include or be associated with risks linked to equities and to bonds, foreign exchange markets, interest rates, credit, volatility and/or lack of liquidity, as well as to political risks inherent in said markets, in particular in emerging countries. Each type of risk may coincide with another type of risk. Certain risk factors are briefly described below. Potential investors should moreover have experience in the financial derivative instruments used as part of the investment policy of the relevant Compartment.

Before making their investment decision, investors should moreover be fully aware of the risks inherent in investing in equities and consult their legal, tax, and financial advisors, auditor or other advisors in order to obtain exhaustive information on:

- (i) the appropriateness of an investment in equities, with respect to their financial and tax situation, and their personal circumstances;
- (ii) the information shown in this Prospectus; and
- (iii) the investment policy of the relevant Compartment (as described in the particulars of the relevant Compartment).

In addition to the potential capital gains and returns, it must be emphasised that an investment in the Compartments also involves risks of loss of capital. Shares are instruments whose value is determined on the basis of fluctuations in prices of securities and of other financial instruments held by the relevant Compartment. The value of these shares may thus either rise or fall with respect to their initial value.

There is no guarantee that the investment policy and objectives of the Compartments will be achieved.

▪ Market risk

Market risk is a general risk inherent in any kind of investment. In fact, prices of transferable securities change mainly in conjunction with trends in the financial markets and economic changes in the issuers, which are themselves influenced by the global economic situation and by the domestic economic and political background.

▪ Interest rate

Investors should be aware of the fact that an investment in equities could expose them to interest rate risks. These risks arise from changes in the interest

rates of the main currencies of the various securities or financial assets held by the Compartments.

- **Currency risk**

Within Compartments (or Classes of Units) authorising investments in currencies other than the Base Currency of a Compartment (or the Base Currency of a given Class of Units), the value of investments may be affected by fluctuations in the currency exchange rates.

- **Model risk**

Risk of underperformance when using a specific investment model or investment methodology.

- **Swaps**

In a standard swap transaction, two parties agree to exchange the returns (or differentials in rates of return) earned or realised on particular pre-determined investments or instruments.

Swap contracts can be individually traded and structured to include exposure to different types of investment or market factors. Depending on their structure, these swap operations can increase or decrease the exposure of the Compartment to strategies, shares, short- or long-term interest rates, foreign currency values, borrowing rates or other factors. Swaps can be of different forms, and are known under different names; they can increase or decrease the overall volatility of the Compartment, depending on how they are used. The main factor that determines the performance of a swap contract is the movement in the price of the underlying investment, specific interest rates, currencies and other factors used to calculate the payment due by and to the counterparty. If a swap contract requires payment by the Compartment, the latter must at all times be able to honour said payment. Moreover, if the counterparty loses its creditworthiness, the value of the swap contract entered into with this counterparty can be expected to fall, entailing potential losses for the Compartment.

- **Credit default swap risk**

A credit default swap allows the transfer of default risk. This allows a Compartment to effectively buy insurance on a reference obligation it holds (hedging the investment), or buy protection on a reference obligation it does not physically own in the expectation that the credit will decline in quality. One party, the protection buyer, makes a stream of payments to the seller of the protection, and a payment is due to the buyer if there is a credit event (a decline in credit quality, which will be predefined in the agreement between the parties). If the credit event does not occur the buyer pays all the required premiums and the swap terminates on maturity with no further payments. The risk of the buyer

is therefore limited to the value of the premiums paid. In addition, if there is a credit event and the Management Company, on behalf of a Compartment, does not hold the underlying reference obligation, there may be a market risk as the Management Company may need time to obtain the reference obligation and deliver it to the counterparty. Furthermore, if the counterparty becomes insolvent, the relevant Compartment may not recover the full amount due to it from the counterparty. The market for credit default swaps may sometimes be more illiquid than the bond markets. The Management Company will mitigate this risk by monitoring in an appropriate manner the use of this type of transaction.

- **Securities lending and repurchase transactions**

In relation to repurchase transactions, investors must notably be aware that (A) in the event of the failure of the counterparty with which cash of a Compartment has been placed there is the risk that collateral received may yield less than the cash placed out, whether because of inaccurate pricing of the collateral, adverse market movements, a deterioration in the credit rating of issuers of the collateral, or the illiquidity of the market in which the collateral is traded; that (B) (i) locking cash in transactions of excessive size or duration, (ii) delays in recovering cash placed out, or (iii) difficulty in realising collateral may restrict the ability of a Compartment to meet redemption requests, security purchases or, more generally, reinvestment; and that (C) repurchase transactions will, as the case may be, further expose a Compartment to risks similar to those associated with optional or forward derivative financial instruments, which risks are further described in other sections of this Prospectus.

In relation to securities lending transactions, investors must notably be aware that (A) if the borrower of securities lent by a Compartment fail to return these there is a risk that the collateral received may realise less than the value of the securities lent out, whether due to inaccurate pricing, adverse market movements, a deterioration in the credit rating of issuers of the collateral, or the illiquidity of the market in which the collateral is traded; that (B) in case of reinvestment of cash collateral such reinvestment may (i) create leverage with corresponding risks and risk of losses and volatility, (ii) introduce market exposures inconsistent with the objectives of a Compartment, or (iii) yield a sum less than the amount of collateral to be returned; and that (C) delays in the return of securities on loans may restrict the ability of a Compartment to meet delivery obligations under security sales.

- **Counterparty risk**

The Management Company, on behalf of a Compartment, may enter into transactions in over-the-counter markets, which will expose the Compartment to the credit of its counterparties and their ability to satisfy the terms of such contracts.

For example, the Management Company on behalf of a Compartment may enter into repurchase agreements, forward contracts, options and swap arrangements or other derivative techniques, each of which expose the relevant Compartment to the risk that the counterparty may default on its obligations to perform under the relevant contract. In the event of a bankruptcy or insolvency of a counterparty, the Compartment could experience delays in liquidating the position and significant losses, including declines in the value of its investment during the period in which the Management Company seeks to enforce the rights, inability to realise any gains on its investment during such period and fees and expenses incurred in enforcing its rights.

There is also a possibility that the above agreements and derivative techniques are terminated due, for instance, to bankruptcy, supervening illegality or change in the tax or accounting laws relative to those at the time the agreement was originated. In such circumstances, investors may be unable to cover any losses incurred. Derivative contracts such as swap contracts entered into by the Management Company on behalf of a Compartment involve credit risk that could result in a loss of the Compartment's entire investment as the Compartment may be fully exposed to the credit worthiness of a single approved counterparty where such an exposure will be collateralised.

- **Depository Risk**

The assets of the Fund shall be held in custody by the Depository Bank and its sub-custodian(s) and/or any other custodians, prime broker and/or broker-dealers appointed by the Management Company. Investors are hereby informed that cash and fiduciary deposits may not be treated as segregated assets and might therefore not be segregated from the relevant depository, sub-custodian(s), other custodian / third party bank, prime broker and/or broker dealer's own assets in the event of the insolvency or the opening of bankruptcy, moratorium, liquidation or reorganization proceedings of the depository, sub-custodian(s), other custodian / third party bank, prime broker or the broker dealer as the case may be. Subject to specific depositor's preferential rights in bankruptcy proceedings set forth by regulation in the jurisdiction of the relevant depository, sub-custodian(s), other custodian / third party bank, prime broker or the broker dealer, the Management Company's claim acting on behalf of the Fund might not be privileged and may only rank *pari passu* with all other unsecured creditors' claims. The Management Company, acting on behalf of a Compartment, might not be able to recover all of the assets in full.

- **Credit risk**

Investors must be fully aware of the credit risks linked to this kind of investment. Hence, bonds and debt instruments involve a risk linked to the issuer that may be assessed by its solvency rating. Bonds and debt securities with a low rating are in general considered as instruments with a higher credit risk, with a probability of default on payment greater than better rated issuers. However, the economic and financial difficulties weighing on the issuer of said

securities and instruments can also have an impact on the value of these securities and instruments (that may decline to zero) and on the coupons paid (that may also be zero).

- **Payment default risk**

In parallel with the general trends prevailing in the financial markets, the circumstantial changes of each issuer can have an impact on the price of an investment. Even a careful selection of securities and financial instruments cannot completely exclude the risk of loss due to depreciation of an issuer's assets.

- **Liquidity risk**

Liquidity risk is the difficulty of selling a particular instrument. Thus, it may be difficult to liquidate certain securities and financial assets in which the Fund has invested in the desired time, during certain periods or in a particular market segment. Finally, it is possible that the prices of shares handled in a narrow market segment are subject to high volatility.

- **Risks linked to investments in emerging markets**

Suspensions and payment defaults in developing countries are caused by various factors, in particular political instability, poor financial management, lack of currency reserves, flight of capital, internal conflicts or a lack of political willingness to honour past debts.

The same factors can penalise the ability of private-sector issuers to respect their commitments. Decrees, laws and regulations set up by authorities also have an impact on these issuers. Such decisions may, for example, bring about changes in foreign exchange controls or in provisions affecting regulatory and legal systems, expropriations or nationalisations, as well as the introduction or increase in taxes (for example withholding tax).

Uncertainties with respect to the vague legal framework and the impossibility of establishing definitive property rights are other decisive risk factors, as well as the lack of information available in these States, the non-compliance of accounting methods with international criteria as well as the absence of financial and commercial controls.

Investors must be particularly attentive to the fact that investments in Russia are currently subject to increasingly serious risks concerning ownership and holding of transferable securities: as part of current practice, bonds may be filed in Russian institutions that do not always have the insurance necessary to cover risks in the event of loss, destruction or disappearance of securities entrusted to Depositary banks.

- **Risks associated with the use of financial derivative instruments**

The acquisition of financial derivative instruments entails certain risks that can have a negative impact on performance.

Financial derivative instruments may be used in accordance with the investment policy described in the particulars of each Compartment. These instruments may be used not only for hedging purposes or for efficient portfolio management, but also as an integral part of the investment strategy. However, their use may be limited by certain market conditions or by different regulatory provisions. Participation in financial derivative transactions involves risks and additional fees that would not arise if the Compartment did not use them. Risks inherent in the use of options, foreign currencies, swap contracts and standardised forward contracts (futures) are, for example, linked to (a) the investment manager's ability to correctly predict movements in interest rates, securities prices and currency markets; (b) the imperfect correlation between, on the one hand, the price of options and standardised forward contracts (futures) and options thereupon and, on the other hand, movements in the prices of the securities or currencies being hedged; (c) the fact that the expertise needed to manage these instruments is different from that needed to select portfolio securities; (d) the possible absence of liquidity on the secondary market for any particular instrument at any time; and (e) the possible inability of a Compartment to purchase or sell a portfolio of securities at a given favourable time, or the obligation to sell a portfolio of securities at an unfavourable time. The use of financial derivative instruments moreover involves additional risks due to the leverage involved. This leverage occurs when a financial derivative instrument is purchased for a modest amount with respect to the capital required for direct purchase of the underlying security. The greater the leverage, the greater the variation in the price of the financial derivative instrument in the event of a change in the price of the underlying asset (compared to the subscription price calculated in accordance with the provisions of the financial derivative contract). The potential and the risks linked to the financial derivative instruments therefore increase as the leverage increases. Finally, it is impossible to guarantee that the investment objective pursued through the use of financial derivative instruments will be effectively reached.

- **Risks associated with the use of precious metals**

The price of gold and other precious metals as well as of securities based on related ores can quickly move up or down and have always offered weaker long-term performance than the stock market overall. The price of gold and other precious metals can be influenced by a variety of factors, notably economic, financial and political, and in particular by inflation: when inflation is low or when a decline in inflation is expected, the return on gold and precious metals tends to decrease.

- **Projections and Forecasts**

When reading the forecasts and projections contained in this Prospectus, investors should be aware of the fact that while they are based on analyses that have been subject to comparisons and can in general be considered as consistent, they inevitably involve an element of subjectivity. Their accuracy can thus not be guaranteed.

- **Below Investment Grade Risk Securities Risk**

Investment in debt securities or associated instruments rated BB or below (following Standard & Poors, Moody's or equivalent), or of equivalent quality in the opinion of the Investment Manager, can involve additional risks. securities rated BB or equivalent are regarded as predominantly speculative with respect to the issuer's capacity to pay interest and principal or maintain other terms of the Prospectus over any long period of time. Whilst such issues are likely to have some quality and protective characteristics, these are outweighed by large uncertainties or major risk exposure to adverse economic conditions. Securities rated lower than B, are most of the time issued by companies in weak financial condition, experiencing poor operating results, having substantial capital needs or negative net worth, facing special competitive or product obsolescence problems. These obligations are likely to be particularly risky investments although they also may offer the potential for correspondingly high returns. They are generally unsecured and may be subordinated to certain other outstanding securities and obligations of the issuer. Non-investment grade debt securities may not be protected by financial covenants or limitations on additional indebtedness. The ability of such companies to pay their debts on schedule could be affected by adverse interest rate movements, changes in the general economic climate, economic factors affecting a particular industry or specific developments within such companies. Among the risks inherent in investments in troubled entities is the fact that it frequently may be difficult to obtain information as to the true condition of such issuers. Such investments may also be adversely affected by laws relating to, among other things, fraudulent transfers and other voidable transfers or payments, lender liability, and the bankruptcy court's power to disallow, reduce, subordinate, recharacterise debt as equity or disenfranchise particular claims. There is no assurance that value of the assets collateralising the Fund's investments will be sufficient or that prospects for a successful reorganisation or similar action will become available. In any reorganisation or liquidation proceeding relating to a company in which the Fund invests, the Fund may lose its entire investment, may be required to accept cash or securities with a value less than its original investment and/or may be required to accept payment over an extended period of time. Under such circumstances, the returns generated from the Fund's investments may not compensate the unitholders adequately for the risks assumed.

In addition evaluating credit risk for debt securities involves uncertainty because credit rating agencies throughout the world have different standards,

making comparison across countries difficult. Also, the market for credit spreads is often inefficient and illiquid, making it difficult to accurately calculate discounting spreads for valuing financial instruments.

- **Risks related to feeder funds**

Feeder UCITS invest in Master UCITS and as such, Feeder UCITS are subject to the specific risks applicable to the relevant Master UCITS. Before investing in a Feeder UCITS, prospective investors should familiarise themselves with the risk factors associated with the relevant Master UCITS as disclosed in its prospectus or scheme particulars as well as its KIIDs or other documents of the Master UCITS.

Feeder UCITS are also exposed to fluctuations in value of the relevant Master UCITS. Although the Master UCITS' investments are diversified, the investments of the Feeder UCITS are not.

Prospective investors must also be aware that the performance and returns of Feeder UCITS may not be fully aligned with that of the relevant Master UCITS due to the way in which Feeder UCITS is operated and/or the way in which their assets are invested. For example, the Feeder UCITS may not fully invest all of its assets in the Master UCITS (some assets may be invested for cash management purposes as an example), currency conversions may not take place at the same time and/or rate, and the Classes of Units of the Feeder UCITS and Master UCITS may bear different ongoing charges and expenses.

A Feeder UCITS will not have an active role in the day-to-day management of the Master UCITS in which a Feeder UCITS invests. Accordingly, the returns of the Feeder UCITS primarily will depend on the performance of the investment manager of the Master UCITS and could be substantially adversely affected by the unfavourable performance of the investment manager. In addition, the Feeder UCITS will rely on the calculation and publication of the net asset value of the Master UCITS in the calculation of the Net Asset Value of the Feeder UCITS. Accordingly, any delay, suspension or inaccuracy in the calculation of the net asset value of the Master UCITS will directly impact on the calculation of the Net Asset Value of each Feeder UCITS.

5. MANAGEMENT AND ORGANISATION

5.1. Management Company

The Fund is managed for the Unitholders by the Management Company.

BIL Manage Invest S.A. was incorporated in Luxembourg on 28 June 2013 as a Luxembourg *Société Anonyme*, has a share capital of EUR 800,000 as at 9 October 2014 and is registered on the official list of management companies approved by the CSSF.

It has its registered office at 42, rue de la Vallée, L-2661 Luxembourg, Grand Duchy of Luxembourg.

The Management Company is registered with the Luxembourg Trade and Companies' Register under number B 178 517, where copies of the Articles of Incorporation may be obtained.

The Management Company is authorised by the CSSF as a management company under Chapter 15 of the Law and as alternative investment fund manager under chapter 2 of the Luxembourg law of 12 July 2013 on alternative investment fund managers. In this capacity, the Management Company acts as asset manager, administrator and distributor of the Fund.

The Management Company has delegated the abovementioned tasks as follows:

Tasks relating to investment management are performed by the investment manager(s) as further detailed under section "Investment Manager" and in the particulars of the relevant Compartment.

The Management Company has delegated the administration functions to the Administrative Agent and registrar and transfer functions to the Registrar and Transfer Agent.

Tasks relating to distribution are performed by the distributors as further detailed under section "Distribution of Units" and in the particulars of the relevant Compartment.

As of the date of this Prospectus, the Management Company has also been appointed to act as management company of other investment funds. A list of the relevant investment funds may be obtained from the Management Company upon request.

The Management Company has adopted various procedures and policies in accordance with Luxembourg laws and regulations (including but not limited to CSSF regulation 10-04 and CSSF circular 12/546 as amended) such as but not limited to shareholder/unitholder complaints handling procedures, conflicts of interest rules, voting rights policy etc. Unitholders may, in accordance with Luxembourg laws and regulations, obtain a summary and/or more detailed information on such procedures and policies upon request and free of charge.

A brief description of the strategy followed for the exercise of voting rights of the Fund will be available on <http://www.bilmanageinvest.com>.

Pursuant to the Law, the Management Company has established remuneration policies for those categories of staff (Identified Staff), including senior management, risk takers, control functions, and any employees receiving total remuneration that takes them into the same remuneration bracket as senior management and risk takers and whose professional activities have a material impact on the risk profiles of the Fund, that are consistent with and promote a sound and effective risk management and do not encourage risk-taking which is inconsistent with the risk profiles of the Fund or with its

Management Regulations and which do not interfere with the obligation of the Management Company to act in the best interests of the Fund.

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

The remuneration policy also provides that where remuneration is performance-related, the assessment of performance is set in a multi-year framework appropriate to the holding period recommended to the investors of the funds managed by the Management Company in order to ensure that the assessment process is based on the longer-term performance of the funds and their investment risks and that the actual payment of performance-based components of remuneration is spread over the same period.

As per the remuneration policy of the Management Company, Identified Staff will receive a fixed remuneration based on experience and role, fringe benefits and a variable remuneration based on individual and collective performance criteria as well as on category of staff. Fixed and variable components of total remuneration are appropriately balanced and the fixed component represents a sufficiently high proportion of the total remuneration to allow the operation of a fully flexible policy on variable remuneration components, including the possibility to pay no variable remuneration component

The up-to-date remuneration policy of the Management Company, including, but not limited to, a description of how remuneration and benefits are calculated, the identity of persons responsible for awarding the remuneration and benefits including the composition of the remuneration committee (if applicable), are available at <http://www.bilmanageinvest.com> and a paper copy will be made available free of charge upon request at the Management Company's registered office.

5.2. Investment Manager(s) and Investment Adviser(s)

The Management Company may delegate all or part of its portfolio management duties to one or more investment managers (each an "Investment Manager") whose identity will be disclosed in the particulars of the relevant Compartment.

Unless otherwise provided in the particulars of a relevant Compartment, the Management Company has appointed BinckBank N.V. to act as investment manager with respect to the assets of the Compartments.

BinckBank N.V., a public liability company incorporated in the Netherlands with its statutory seat in Amsterdam, whose registered number is 33162223, with a registered office located at Barbara Strozilaan 310, 1083 HN, the Netherlands, is an online bank for investors and savers. BinckBank N.V. provides services for private customers, independent asset managers and institutional investors in the trading (brokerage), investing and saving segments. BinckBank N.V. has a banking license and is primarily regulated by the Dutch Central Bank (*De Nederlandsche Bank*). This banking license also provides in the offering of (MiFID) investment services. These services are regulated by the *Autoriteit Financiële Markten* (AFM).

The Investment Manager has the discretion to acquire and dispose of securities of the Compartment(s) for which it has been appointed as the investment manager, subject to and in accordance with the legal and regulatory requirements applicable to the Fund and the guidelines received from the Management Company from time to time, and in accordance with the investment objectives and restrictions of the Compartment(s).

The Management Company or the Investment Manager, may also appoint one or more investment advisers (each an "Investment Adviser") to advise it on the portfolio management of one or more Compartment(s).

6. DISTRIBUTION OF UNITS

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

7. APPROVED STATUTORY AUDITOR

Ernst & Young, having its registered office at 35E, Avenue John F. Kennedy, L-1855 Luxembourg, Grand Duchy of Luxembourg, has been appointed as approved statutory auditor of the Fund.

8. DEPOSITARY BANK

The Management Company has appointed RBC Investor Services Bank S.A. ("RBC"), having its registered office at 14, Porte de France, L-4360 Esch-sur-Alzette, Grand Duchy of Luxembourg, as depositary bank and principal paying agent (the "Depositary") of the Fund with responsibility for the

- (a) safekeeping of the assets,
- (b) oversight duties and
- (c) cash flow monitoring

in accordance with the Law, and the Depositary Bank and Principal Paying Agent Agreement and entered into between the Management Company, on behalf of the Fund and RBC (the "**Depositary Bank and Principal Paying Agent Agreement**").

RBC Investor Services Bank S.A. is registered with the Luxembourg Register for Trade and Companies (RCS) under number B-47192 and was incorporated in 1994 under the name "First European Transfer Agent". It is licensed to carry out banking activities under the terms of the Luxembourg law of 5 April 1993 on the financial services sector and specialises in custody, fund administration and related services. Its equity capital as at 31 October 2015 amounted to approximately EUR 983,781,177.-.

The Depositary Bank has been authorized by the Management Company to delegate its safekeeping duties (i) to delegates in relation to other assets and (ii) to sub-

custodians in relation to financial instruments and to open accounts with such sub-custodians.

An up to date description of any safekeeping functions delegated by the Depositary and an up to date list of the delegates and sub-custodians may be obtained, upon request, from the Depositary Bank or via the following website link: <http://gmi.rbcits.com/rt/gss.nsf/Royal+Trust+Updates+Mini/53A7E8D6A49C9AA285257FA8004999BF?opendocument>.

The Depositary Bank shall act honestly, fairly, professionally, independently and solely in the interests of the Fund and the Unitholders in the execution of its duties under the Law and the Depositary Bank and Principal Paying Agent Agreement.

Under its oversight duties, the Depositary Bank will:

- ensure that the sale, issue, repurchase, redemption and cancellation of Units effected on behalf of the Fund are carried out in accordance with the Luxembourg law and with the Fund's Management Regulations,
- ensure that the value of Units is calculated in accordance with the Luxembourg law and the Fund's Management Regulations,
- carry out the instructions of the Management Company acting on behalf of the Fund, unless they conflict with the Luxembourg law or the Fund's Management Regulations,
- ensure that in transactions involving the Fund's assets, the consideration is remitted to the Fund within the usual time limits,
- ensure that the income of the Fund is applied in accordance with the Luxembourg law or the Fund's Management Regulations.

The Depositary Bank will also ensure that cash flows are properly monitored in accordance with the Law and the Depositary Bank and Principal Paying Agent Agreement.

Depositary Bank's conflicts of interests

From time to time conflicts of interests may arise between the Depositary Bank and the delegates, for example where an appointed delegate is an affiliated group company which receives remuneration for another custodial service it provides to the Fund. On an ongoing basis, the Depositary Bank analyses, based on applicable laws and regulations any potential conflicts of interests that may arise while carrying out its functions. Any identified potential conflict of interest is managed in accordance with the RBC's conflicts of interests' policy which is subject to applicable laws and regulation for a credit institution according to and under the terms of the Luxembourg law of 5 April 1993 on the financial services sector.

Further, potential conflicts of interest may arise from the provision by the Depositary Bank and/or its affiliates of other services to the Fund, the Management Company and/or other parties. For example, the Depositary Bank and/or its affiliates may act as the depositary, custodian and/or administrator of other funds. It is therefore possible

that the Depository Bank (or any of its affiliates) may in the course of its business have conflicts or potential conflicts of interest with those of the Fund, the Management Company and/or other funds for which the Depository Bank (or any of its affiliates) act.

RBC has implemented and maintains a management of conflicts of interests' policy, aiming namely at:

- Identifying and analysing potential situations of conflicts of interests;
- Recording, managing and monitoring the conflicts of interests situations in:
 - Implementing a functional and hierarchical segregation making sure that operations are carried out at arm's length from the Depository Bank business ;
 - Implementing preventive measures to decline any activity giving rise to the conflict of interest such as:
 - RBC and any third party to whom the custodian functions have been delegated do not accept any investment management mandates;
 - RBC does not accept any delegation of the compliance and risk management functions.
 - RBC has a strong escalation process in place to ensure that regulatory breaches are notified to compliance which reports material breaches to senior management and the board of directors of RBC.
 - A dedicated permanent internal audit department provides independent, objective risk assessment and evaluation of the adequacy and effectiveness of internal controls and governance processes.

RBC confirms that based on the above no potential situation of conflicts of interest could be identified.

An up to date information on conflicts of interest policy referred to above may be obtained, upon request, from the Depository Bank or via the following website link: https://www.rbcits.com/AboutUs/CorporateGovernance/p_InformationOnConflictsOfInterestPolicy.aspx.”

9. ADMINISTRATIVE AGENT, PAYING AGENT, REGISTRAR AND TRANSFER AGENT

By an Investment Fund Services Agreement, RBC Investor Services Bank S.A. has been appointed by the Management Company, as Central Administration Agent. As such, RBC Investor Services Bank S.A. is responsible for the general administrative functions required by Luxembourg law, calculating the Net Asset Value and maintaining the accounting records of the Company.

In its capacity as Registrar and Transfer Agent, RBC Investor Services Bank S.A. is responsible for processing the issue, switching and redemption of Shares and maintaining the register of Shareholders.

10. UNITHOLDERS' RIGHTS

Units are without mention of nominal value and are freely transferable.

The Board of Directors of the Management Company may create different Classes of Units within each Compartment, each having one or more distinct characteristics such as, for example, a specific structure of issue or redemption fees, a specific management fee structure, a special distribution policy, specific investor eligibility criteria or any other criteria as specified in the particulars of the relevant Compartment.

All Units in the same Class of Units have equal rights.

The Units of different Compartments, if any, and/or different Classes of Units may be of unequal value.

In addition, regardless of the Compartment or the Class of Units to which the Units belong, Capitalisation Units ("Capitalisation Units") and/or Distribution Units ("Distribution Units") may be issued. The types of Units issued by a Compartment shall be specified in the particulars of the relevant Compartment.

Units of each Compartment have equal rights to the liquidation proceeds of the relevant Compartment.

Units shall be issued in registered form only by entry in the register of Unitholders. The register of Unitholders is kept in Luxembourg by the Registrar and Transfer Agent and no certificate will be issued. Unitholders will only receive a confirmation (contract note) of their registration in the Fund's register of Unitholders. Units will be entirely paid-up at the time of the issue.

Fractions of Units up to three decimals will be issued.

The Board of Directors may, for each Compartment and/or Class of Units, request the listing of the Units on one or more stock exchanges. For further information, please see the particulars of the relevant Compartment.

Any individual or legal person may be Unitholder and acquire one or more Units of the Fund upon payment of the Subscription Price calculated on the basis of and in accordance with the procedures indicated in sections 10 and 14 of this Prospectus.

Unitholders have a co-ownership right in the Fund's assets. By the acquisition of one Unit, any Unitholder fully accepts this Prospectus and the Management Regulations as well as any amendments that may be made thereto.

For each Compartment and/or Class of Units, each Unit is indivisible. In their relationship with the Management Company or with the Depository Bank, the undivided Unitholders as well as bare owners and usufructuaries of Units, must be

represented to the Management Company and the Depositary Bank by the same person. The exercise of rights attached to Units may be suspended until these conditions are met.

Neither the liquidation nor the split of the Fund may be required by a Unitholder or its successors in interest.

There will be no annual general meeting of the Unitholders.

Subject to the Management Regulations, the Management Company may impose or relax restrictions on any Class of Units or Fund (other than any restriction on transfer) (but not necessarily on all Classes of Units within the same Compartment), or require redemption of Units, as they may think necessary to ensure that Units are neither acquired nor held by or on behalf of any person in breach of the law or requirements of any country or governmental or regulatory authority, or which might have adverse taxation or other pecuniary consequences for the Fund, including a requirement to register under any securities or investment or similar laws or requirements of any country or authority. The Management Company may in this connection require a Unitholder to provide such information as it may consider necessary to establish whether he is the beneficial owner of the Units which he holds. Without limiting the generality of the foregoing, the Management Company may impose restrictions on Units which are to be issued to U.S. Persons, including restrictions as to the holding, transfer, and switching of such Units. Units which are held by persons precluded from holding Units may be required to be redeemed if the Management Company has reason to believe that they are held by persons precluded from holding them. If it shall come to the attention of the Management Company at any time that Units are beneficially owned by a person precluded from holding Units, either alone or in conjunction with any other person, the Management Company shall have the right compulsorily to redeem such Units.

11. SUBSCRIPTIONS

The Units of each Compartment or Class of Units of the Fund may be subscribed for as of each Valuation Day as defined in the particulars of each Compartment. Applicants subscribing to Units for the first time need to complete the Application Form which can be sent first by fax to the Registrar and Transfer Agent. The original Application Form has to be sent to the Registrar and Transfer Agent by post. Any subsequent subscription to Units can be made by Swift, fax or any other electronic form of transmission previously agreed upon between the applicant and the Registrar and Transfer Agent.

Subscription requests received by the Registrar and Transfer Agent prior to the time indicated in the particulars of each Compartment shall be processed on the basis of the Subscription Price (as defined below) determined as of the applicable Valuation Day. Subscription requests received after the time indicated in the particulars of the relevant Compartment shall be processed on the basis of the Subscription Price determined as of the next following Valuation Day.

The Subscription Price for the Units of each Compartment is based on the Net Asset Value per Compartment and/or per Class of Units calculated as of the applicable Valuation Day in accordance with section 15 of this Prospectus, plus any subscription fee at the rate indicated in the particulars of the relevant Compartment or any other charge as disclosed in this Prospectus.

The Board of Directors does not authorise practices associated with Market Timing and Late Trading and reserves the right to reject subscription requests from investors that the Board of Directors suspects of using such practices and to take all necessary measures in order to protect the Fund's other investors.

Payment for subscribed Units should be made in cash, in the Base Currency of the relevant Compartment or the currency of the relevant Class of Units, within the period indicated in the particulars of each Compartment. Payment for subscribed Units can also be made in any other freely convertible currency. In that case, any currency conversion costs shall be borne by the applicant. The particulars of a Compartment may differ from the above.

Units may be issued, at the discretion of the Management Company, against contributions in kind. However, assets so contributed have to comply with the investment policies of the Compartment concerned as disclosed in the present Prospectus. The assets contributed to the Compartment at the conditions mentioned above will be subject, if required by applicable laws and regulations, to a special report of the approved statutory auditor of the Fund. The expenses in relation to the production of the special report and all other expenses in relation to the subscription in kind shall be borne by the Unitholder who has chosen this method of payment, or by the Fund in case the Board of Directors considers that the subscription in kind is in the interest of the Fund or made to protect the interests of the Fund.

The Management Company may, at any time, suspend or cease the issue of Units of the Fund. In addition, it may, at its sole discretion and without having to provide any reason, refuse any subscription request for Units.

When the Management Company decides to resume issuance of Units after having suspended the issue of Units for any period of time, all pending subscription requests shall be executed on the basis of the first Net Asset Value calculated after the expiry of the suspension period, provided that the subscription request has not been revoked in writing prior to the resumption of the issue of Units.

Prevention of money laundering and terrorist financing

In accordance with international regulations and Luxembourg laws and regulations (including, but not limited to, the amended Law of 12 November 2004 on the fight against money laundering and financing of terrorism), the Grand Ducal Regulation dated 1 February 2010, CSSF Regulation 12-02 of 14 December 2012, CSSF Circulars 13/556 and 15/609 concerning the fight against money laundering and terrorist financing, and any respective amendments or replacements, obligations have been imposed on all professionals of the financial sector in order to prevent undertakings for

collective investment from money laundering and financing of terrorism purposes. As result of such provisions, the Registrar and Transfer Agent must ascertain the identity of subscriber in accordance with Luxembourg laws and regulations. The Registrar and Transfer Agent may require the subscribers to provide any document it deems necessary to effect such identification. In addition, the Registrar and Transfer Agent, as delegate, may require any other information that the Management Company may require in order to comply with its legal and regulatory obligations, including but not limited to CRS Law.

In case of delay or failure by an applicant to provide the required documentation, the subscription request will not be accepted and in case of redemption, payment of redemption proceeds delayed. Neither the undertaking for collective investment nor the Registrar and Transfer Agent will be held responsible for said delay or failure to process deals resulting from the failure of the applicant to provide documentation or incomplete documentation.

From time to time, Unitholders may, be asked to supply additional or updated identification documents accordance with client' on-going due diligence obligations according to the relevant laws and regulations.

12. REDEMPTIONS OF UNITS

All Unitholders may, at any time, request redemption of their Units in accordance with the provisions of this Prospectus. Unitholders who wish all or some of their Units to be redeemed by the Fund must make an irrevocable redemption request by sending such request to the Registrar and Transfer Agent.

Except in exceptional circumstances, for example when calculation of the Net Asset Value has been suspended pursuant to section 15 of this Prospectus, the Management Company will accept such redemption requests as of each Valuation Day.

Redemption requests received prior to the time disclosed in the particulars of each Compartment shall be processed on the basis of the Redemption Price (as defined below) determined as of the applicable Valuation Day. Redemption requests received after the time disclosed in the particulars of a Compartment shall be processed on the basis of the Redemption Price determined as of the next following Valuation Day.

The Redemption Price is based on the Net Asset Value per Compartment and/or per Class of Units calculated in accordance with section 15 of this Prospectus, less any redemption fee at the rate indicated in the particulars of the relevant Compartment or other charge as disclosed in this Prospectus.

Payment of the Redemption Price will be made in the Base Currency of the relevant Compartment, or the currency of the relevant Class of Units (if different to the Base Currency). Payment of redemption proceeds may also be made in any other freely convertible currency specified by the Unitholder. In that case, any currency conversion costs shall be borne by the Unitholder and payment of the redemption proceeds will be

carried out at the risk of the Unitholder within the period indicated in the particulars of each Compartment.

With the consent or upon the request of a Unitholder, the Management Company may (subject to the equal treatment of Unitholders) satisfy redemption requests in whole or in part by allocating to the redeeming Unitholder investments from the portfolio in value equal to the Net Asset Value attributable to the Units to be redeemed. The charges in relation to the redemption in kind (principally the costs related to the production of a special report by the approved statutory auditor) shall be borne by the Unitholder choosing this form of payment or by the Fund in case the Board of Directors considers that the redemption in kind is in the interest of the Fund or made to protect the interests of the Fund.

The Management Company is also entitled to compulsorily redeem all Units of a Unitholder where:

1. a Unitholder has transferred or attempted to transfer any portion of its Units in violation of this Prospectus and/or of the Management Regulations; or
2. any of the representations or warranties made by a Unitholder in connection with the acquisition of Units was not true when made or has ceased to be true or the Unitholder has otherwise breached an agreement with the Management Company; or
3. in any other circumstances in which the Management Company determines in its absolute discretion that such compulsory redemption would avoid material legal, pecuniary, tax, economic, proprietary, administrative or other disadvantages to the Fund.

The Redemption Price may be greater than, equal to or less than the Subscription Price paid, depending on the performance of the Net Asset Value.

The Management Company may limit the redemption of Units in the event that the Fund should receive as of any Valuation Day redemption requests in excess of 10% of the Net Asset Value of any Compartment or in excess of such other higher percentage as may be determined from time to time by the Management Company and disclosed in the particulars of the relevant Compartment. All requests exceeding such threshold shall be postponed to the next applicable Valuation Day. On that Valuation Day, requests for redemption which had been postponed shall be given priority over requests for redemption received in relation to that Valuation Day and which had not been postponed always subject to the aforementioned threshold.

If a redemption request would result in a Unitholder's investment in any one Compartment (or Class of Units) being less than the minimum holding for that Compartment (or Class of Units) (if any), the Management Company reserves the right to redeem the full unitholding in that Compartment (or Class of Units) and pay the proceeds to the Unitholder.

13. CONVERSION OF UNITS FROM ONE COMPARTMENT AND/OR CLASS OF UNITS INTO UNITS OF ANOTHER COMPARTMENT AND/OR CLASS OF UNITS

Where there are several Compartments in the Fund, any Unitholder may request conversion of all or part of its Units into Units of another Compartment, unless otherwise provided in the particulars of the relevant Compartment and subject to the conditions disclosed in this Prospectus.

Likewise, any Unitholder may request conversion of all or part of its Units into Units of another Class of Units, unless otherwise provided in the particulars of the relevant Compartment.

However, the right to convert Units is subject to compliance with the terms and conditions that apply to the relevant Compartment and/or Class of Units into which the conversion is requested.

Requests for conversion received prior to the time as disclosed in the particulars of each Compartment shall be processed on the basis of the Net Asset Value determined as of the applicable Valuation Day. Requests received after the time disclosed in the particulars of the relevant Compartment shall be processed on the basis of the Net Asset Value determined as of the next following Valuation Day.

Subject to the suspension of the Net Asset Value calculation as provided in section 15 of this Prospectus, conversion of Units may take place as of each Valuation Day.

If a request to switch Units would result in a Unitholder owning less than the minimum holding in any one Compartment (or Class of Units), the Management Company reserves the right to switch the full Unitholding in that Compartment (or Class of Units). Switching constitutes a redemption of the Units of one Class of Units and the issuance of new Units of another Class of Units in their place, based upon the formula described below and subject to applicable switching charges.

All or part of the Units of a particular Compartment and/or Class of Units (the "Initial Compartment and/or Class of Units") are converted into Units of another Compartment and/or Class of Units (the "new Compartment and/or Class of Units ") according to the following formula:

$$A = \frac{B \times C \times E}{D}$$

- A: the number of Units of the new Compartment and/or Class of Units to be allocated;
- B: the number of Units of the initial Compartment and/or Class of Units to be converted;
- C: the net asset value per Unit of the initial Compartment and/or Class of Units on the applicable day;
- D: the net asset value per Unit of the new Compartment and/or Class of Units on the applicable day;
- E: the exchange rate applicable at the time of the transaction between the currency of the Units of the initial Compartment and/or Class of Units to be converted and the currency of the new Compartment and/or Class of Units to be attributed.

After conversion, Unitholders will receive confirmation of the number of Units of the new Compartment and/or Class of Units that they have obtained upon the conversion as well as of the Conversion Price.

Under no circumstances may fractions of Units resulting from the conversion be attributed to a Unitholder who shall be deemed to have requested the redemption of such fractions.

A conversion fee calculated on the basis of the Net Asset Value of the Units of the Compartment and/or Class of Units for which the Unitholder has subscribed may be applied in case of a conversion of Units from one Compartment and/or Class of Units to another Compartment and/or Class of Units. The specific rate of the conversion fee will be disclosed in the particulars of the relevant Compartment. This fee will be paid to the Management Company.

The Management Company reserves the right to amend or to impose restrictions on the frequency of conversions.

14. TRANSFERS OF UNITS

A Unitholder may transfer its Units to one or more persons. In order to be entered into the register of Unitholders, the assignee must provide the required information with respect to anti-money laundering and an appropriate instrument of transfer acceptable to the Management Company.

To register the transfer in the register of Unitholders, the assigning Unitholder must inform the Registrar and Transfer Agent of the proposed date and the number of Units concerned and send in advance to the Registrar and Transfer Agent any transfer instrument required by it.

The Management Company may refuse to register such transfer if either the transferor and/or the transferee i) are precluded from holding Units, ii) fail to meet the applicable

eligibility criteria or iii) following the transfer, would hold less than the minimum holding for the relevant Class of Units.

15. NET ASSET VALUE

Determination of the Net Asset Value

For each Compartment and/or Class of Units, the Net Asset Value per Unit is determined in Luxembourg, under the responsibility of the Management Company, as of each Valuation Day as determined in the particulars of the relevant Compartment. If the Valuation Day indicated in the particulars of a Compartment is not a Business Day, the Net Asset Value per Unit of the relevant Compartment and/or Class of Units will be calculated as of the next following Business Day.

The Net Asset Value is expressed in the Base Currency of the relevant Compartment.

The value of the Units of a Compartment that has only issued a single Class of Units is obtained by dividing the net assets of the relevant Compartment by the number of the Units of this Compartment in issue as of the applicable Valuation Day and by rounding the resulting amount up or down to three (3) decimal places.

In the event that a Compartment has issued two or more Classes of Units, the Net Asset Value per Unit for each Class of Units will be determined by dividing the net assets of the relevant Class of Units by the total number of Units of the same Class of Units in issue as of the applicable Valuation Day and by rounding the resulting amount up or down to three (3) decimal places.

Valuation of assets

The valuation of the assets and liabilities of each Compartment of the Fund will be conducted in accordance with the following principles:

- (1) The value of any cash on hand or on deposit, bills and demand notes and accounts receivable, prepaid expenses, cash dividends and interest declared or accrued as aforesaid and not yet received shall be deemed to be the full amount thereof, unless in any case the same is unlikely to be paid or received in full, in which case the value thereof shall be arrived at after making such discount as the Management Company may consider appropriate in such case to reflect the true value thereof;
- (2) the value of securities and/or financial derivative instruments which are listed on any official stock exchange or traded on any other organised market at the last closing price. Where such securities or other assets are quoted or dealt in or on more than one stock exchange or other organised markets, the Board of Directors shall select the principal of such stock exchanges or markets for such purposes;

- (3) in the event that any of the securities held in the Fund's portfolio on the relevant Valuation Day are not listed on any stock exchange or traded on any organised market or if with respect to securities listed on any stock exchange or traded on any other organised market, the price as determined pursuant to sub-paragraph (2) is not, in the opinion of the Management Company, representative of the fair market value of the relevant securities, the value of such securities will be determined prudently and in good faith based on the reasonably foreseeable sales price or any other appropriate valuation principles;
- (4) the financial derivative instruments which are not listed on any official stock exchange or traded on any other organised market will be valued in a reliable and verifiable manner on a daily basis and verified by a competent professional appointed by the Management Company;
- (5) units or shares in underlying open-ended investment funds shall be valued at their last available net asset value reduced by any applicable charges;
- (6) money market instruments shall be valued using the amortised cost method, at their nominal value plus any accrued interest or on a mark to market basis; and
- (7) in the event that the above mentioned calculation methods are inappropriate or misleading, the Management Company may adjust the value of any investment or permit some other method of valuation to be used for the assets of the Fund if it considers that the circumstances justify that such adjustment or other method of valuation should be adopted to reflect more fairly the value of such investments.

The Management Company is authorised to use other appropriate valuation principles for the Compartment's assets in the event that the determination of values according to the aforementioned valuation principles is not possible or sufficient.

Appropriate deductions shall be made for expenses the Fund must pay and its liabilities will be taken into consideration according to the principles of fairness and prudence.

Swing Pricing

If on any Valuation Day the aggregate value of transaction in Units of a Compartment/Class results in a net increase or decrease of Units which exceeds a threshold set by the Board of Directors from time to time for that Compartment/Class, it may determine to apply an alternative Net Asset Value calculation method (to include such reasonable factors as they see fit) to the Net Asset Value per Unit. This method of valuation is intended to pass the estimated costs of underlying investment activity of the Fund to the active Unitholders by adjusting the Net Asset Value of the relevant Unit and thus to protect the Fund's long-term Unitholders from costs associated with ongoing subscription and redemption activity. Such adjustment may vary from Compartment / Class to Compartment / Class and will not exceed 2% of the original Net Asset Value per Unit.

This alternative Net Asset Value calculation method may take account of trading spreads on the Fund's investments, the value of any duties and charges incurred as a result of trading and may include an allowance for market impact. Where the Board of Directors, based on the prevailing market conditions and the level of subscriptions or redemptions requested by Unitholders or potential Unitholders in relation to the size of the relevant portfolio, have determined for a particular portfolio to apply an alternative Net Asset Value calculation method, the portfolio may be valued either on a bid or offer basis.

Because the determination of whether to value the Fund's Net Asset Value on an offer or bid basis is based on the net transaction activity of the relevant day, Unitholders transacting in the opposite direction of the Fund's net transaction activity may benefit at the expense of the other Unitholders in the Fund. In addition, the Fund's Net Asset Value and short-term performance may experience greater volatility as a result of this alternative Net Asset Value calculation method.

16. SUSPENSION OF CALCULATION OF THE NET ASSET VALUE, ISSUES, REDEMPTIONS AND CONVERSIONS

1. The Board of Directors is authorised to temporarily suspend the calculation of the Net Asset Value of one or more Compartments and/or of Classes of Units of the Fund and the issue, redemption and conversion of Units of such Compartment(s) and/or Class(es) of Units in the following cases:
 - (a) during any period, other than ordinary holidays, when any market or stock exchange on which a material part of the investments of the relevant Compartment for the time being is quoted, is closed, or during which dealings are substantially restricted or suspended;
 - (b) during the existence of any state of affairs as a result of which disposal or valuation of assets owned by the Fund attributable to such Compartment would be impracticable;
 - (c) when for any other reason the prices of any investments owned by the Fund cannot promptly or accurately be ascertained (including the suspension of the determination of the net asset value of an underlying UCI);
 - (d) during any breakdown in or restriction in the use of the means of communication normally employed to determine the price or value of any of the investments attributable to such Compartment or the current prices or values on any stock exchange;

- (e) during any period when the Management Company, on behalf of the Fund is unable to repatriate funds for the purpose of making payments on the redemption of such Units or during which any transfer of funds involved in the realisation or acquisition of investments or payments due on redemption of such Units cannot in the opinion of the Board of Directors be effected at normal rates of exchange;
 - (f) during any period when in the opinion of the Board of Directors there exists unusual circumstances where it would be impractical or unfair towards the Unitholders to continue dealing in the Units of the Fund or of any Compartment or any other circumstance or circumstances where a failure to do so might result in the Unitholders of the Fund or a Compartment incurring any liability to taxation or suffering other pecuniary disadvantages or other detriment which the Unitholders of the Fund or a Compartment might not otherwise have suffered; or
 - (g) if the Fund or a Compartment is being or may be wound up or liquidated, on or following the date on which such decision is taken by the Board of Directors or notice is given of a proposed resolution to that effect;
 - (h) in the case of a merger of the Fund or a Compartment, if the Board of Directors deems this to be necessary and in the best interest of Unitholders; or
 - (i) in the case of a suspension of the calculation of the net asset value of one or several UCITS and/or Other UCIs in which a Compartment has invested a substantial portion of assets;
 - (j) any other circumstances beyond the control of the Board of Directors.
2. The suspension of the calculation of the Net Asset Value of the Units of one or more Compartment(s) and/or Class(es) of Units will be announced by any appropriate means. In case of suspension of the calculation of the Net Asset Value, the Management Company will inform any investor or Unitholder that requested the subscription, conversion or redemption of Units of the relevant Compartment(s) and/or Class(es) of Units. During the suspension period, those investors or Unitholders having requested the subscription, conversion or redemption will have the opportunity to revoke their requests provided that such requests are received prior to the lifting of the suspension period.
 3. Under exceptional circumstances that could negatively affect the interests of Unitholders, or in the case of substantial redemption requests relating to Units of a Compartment and/or Class of Units, the Board of Directors reserves the right to adjust the value of the relevant Compartment and/or Class of Units only after conducting, on behalf of the relevant Compartment and/or Class of Units, the necessary sales of securities.

In the cases stipulated in points 2 and 3 above, subscription and redemption requests being executed simultaneously will be processed on the basis of the Net Asset Value calculated as of the first applicable Valuation Day.

Any suspension of the Net Asset Value of a Compartment and/or Class of Units shall have no effect on the calculation of the Net Asset Value and, if applicable, the issue, redemption and conversion of Units of other Compartments and/or Classes of Units.

17. DISTRIBUTION OF INCOME

Units issued by the Compartment(s) are Capitalisation Units and Distribution Units.

Capitalisation Units do not, in principle, pay a dividend and the revenue of investments is reinvested.

Distribution Units give their owners, in principle, the right to receive distributions. Following each cash distribution to the holders of Distribution Units, the portion of net assets to be attributed to all Distribution Units will be reduced by an amount equal to the distribution, consequently resulting in a decrease in the percentage of the net assets attributable to all Distribution Units.

The Management Company may decide to pay interim dividends.

No distribution may result in the reduction of the Net Asset Value to an amount less than the minimum required by the Law. Distribution may be paid out of investment income, capital gains or capital.

Distributions will be paid in the Base Currency of the relevant Compartment.

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

No dividend will be distributed if the amount is below EUR 35 or its equivalent in the relevant Base Currency. Such amount will automatically be reinvested in further Units relating to the Compartment concerned.

When a dividend is declared and not claimed by the person entitled thereto within five years of the distribution, it can no longer be claimed and will revert to the relevant Compartment. No interest will be paid on a declared dividend held on behalf of its beneficiary.

18. CHARGES AND EXPENSES

18.1 Management and Service Fee

Each Compartment and Class will incur an annual management and service fee (the “**Management and Service Fee**”) which is accrued on each Valuation Day and payable monthly at a total rate as described for each Class in the particulars of the relevant Compartment.

The Management and Service Fee covers:

- fees and expenses related to the management of the Fund and its Compartments which are payable to the Management Company (as described below) and the Investment Manager(s)/Investment Adviser(s) (excluding any Performance Fee);
- fees and charges payable to the Depositary Bank as described below;
- fees for fund administration services payable to the Administrative Agent and transfer agency fees for registrar and transfer agency services payable to the Registrar and Transfer Agent as described below;
- annual fees and expenses charged by the Luxembourg supervisory authority, Commission de Surveillance du Secteur Financier ("CSSF");
- other fees charged by the supervisory authorities in the countries in which the Fund is registered;
- costs of preparing, printing and distributing all prospectuses, memoranda, reports and other necessary documents concerning the Fund;
- costs for production of the KIIDs and/or the corresponding documents for distribution to the public;
- cost for publication of prices and operational expenses,
- costs for publication and sending of notices to unitholders;
- fees incurred in connection with the registration/listing of the Fund and sales in Luxembourg and abroad;
- costs in relation to the monitoring of the Management and Service Fee;
- fees and other expenses for the payment of dividends to unitholders; and
- auditor's, legal and tax advisers' fees.

The Management Company and BinckBank N.V. will enter into a fixed fee agreement (the “**Fixed Fee Agreement**”) pursuant to which the Management and Service Fee will be paid to one or more dedicated accounts of the Fund which will be monitored by the Management Company.

The Management Company will pay the above mentioned costs to the relevant service providers from this account.

Any amount supposed to cover the abovementioned fees and costs which is in excess to the Management and Service Fee will be retained by BinckBank N.V. On the contrary, if the Management and Service Fee is not sufficient to cover these fees and costs, they will be borne by BinckBank N.V.

BinckBank N.V. seeks to preserve Unitholders from fluctuations in the operating, administrative and servicing expenses of the Fund and has agreed with the Management Company that BinckBank N.V. will bear the excess of any such expenses above the annual rate of the Management and Service Fee specified for each Compartment/Class of Units. Conversely, BinckBank N.V. will be entitled to receive any amount by which the annual rate of the Management and Service Fee to be borne by the each Compartment/Class of Units exceeds the actual expenses incurred by the relevant Compartment /Class.

The Depositary Bank, the Administrative Agent and the Registrar and Transfer Agent will receive annual fees out of the Management and Service Fee which will vary from 0.010 % of the net asset value per Compartment to a maximum of 2% of the net asset value per Compartment subject to a minimum of EUR 45,600 at the Fund level. These fees are payable on a monthly basis and do not include any transaction related fees and costs of sub-custodians or similar agents. The Depositary Bank, the Administrative Agent as well as the Registrar and Transfer Agent are also entitled to be reimbursed of reasonable disbursements and out of pocket expenses which are not included in the above mentioned fees. The amount paid to the Depositary Bank, the Administrative Agent and the Registrar and Transfer Agent will be mentioned in the annual report of the Fund.

The Management Company is entitled to receive a management company fee out of the Management and Service Fee of up to 6.5 bps per annum of the net asset value of the Fund, reduced by the amount directly invested in the Master Fund to avoid duplication of cost, accrued on each Valuation Day and payable monthly with a minimum annual fee of 25,000 EUR per Compartment irrespective of their net asset value.

18.2 Other Cost and Expenses

Other costs and expenses directly charged to each Compartment/Class (and hence not included in the Management and Service Fee) include:

- all taxes and duties, including VAT (if any) which might be due on the Fund's assets or income earned by the Fund or on services acquired for the benefit of the Fund, in particular the subscription tax (see section "Tax Status" below) charged on the Fund's net assets; and
- brokerage fees, clearing and registration fees, bank transaction fees, borrowing cost (if any), costs and expenses in relation with securities lending and hedging transaction costs as well as costs and expenses in relation to swing pricing;
- any extraordinary expenses including, without limitation, litigation expenses and the full amount of any levy, duty or similar charge and any unforeseen charges imposed on the Fund or its assets will be out of the assets of the Fund.

Notwithstanding the foregoing, all or part of the above costs and expenses may be directly paid by BinckBank N.V. or included in the Management and Service Fee on a

temporary basis or for an undefined period. Further details of such arrangements will be made available in the periodic reports of the Fund.

The costs and expenses for the formation of the Fund and the initial issue of its Units will be borne by the first Compartments of the Fund (namely Binck Global Developed Markets Equity Feeder Fund and Binck Euro Bond Feeder Fund) and amortized over a period not exceeding 5 years. Any additional Compartment(s) which may be created in the future shall bear their own formation expenses to be amortized over a period not exceeding 5 years.

18.3 Performance Fee

To the extent provided for in the particulars of a relevant Compartment, the Investment Manager may also be entitled to receive a performance fee (the "Performance Fee"), the details of which will (where applicable) be disclosed in the particulars of the relevant Compartment.

19. FINANCIAL YEAR

The Fund's financial year starts on **1 January** and ends on **31 December** of each year.

The Fund's first financial year will end on 31 December 2017.

20. PERIODIC REPORTS

The Fund will publish an annual report for the year ended on 31 December and a semi-annual report for the period ended on 30 June of each year. The first annual report will be established as of 31 December 2017 and the first semi-annual report will be established as of 30 June 2017.

The annual report includes the Fund's financial statements audited by the approved statutory auditor. The semi-annual report includes the unaudited financial statements of the Fund.

The Net Asset Value per Unit as well as the Subscription Price and the Redemption Price are available every Valuation Day at the registered office of the Management Company and the Depositary Bank.

21. MANAGEMENT REGULATIONS

The rights and obligations of the Unitholders, and those of the Management Company and the Depositary Bank are determined by the Management Regulations.

In accordance with Luxembourg law and the provisions of the Management Regulations, the Management Company may amend the Management Regulations with the Depositary Bank's agreement. The amendment will be filed with the Luxembourg Trade and Companies' Register.

22. DURATION, FUND LIQUIDATION AND CLOSING OR MERGER OF COMPARTMENTS AND/OR CLASSES OF UNITS

22.1. Fund Liquidation

The Fund has been created for an unlimited duration.

The Management Company may however, with the consent of the Depositary Bank, decide to liquidate the Fund.

The liquidation of the Fund shall be carried out by the Management Company pursuant to the provisions of the Law.

Should the Fund be liquidated, the decision shall be published in the RESA.

As soon as the decision to liquidate the Fund is taken, no Units will be issued. The Management Company may decide that the redemption of Units remains authorised if the equal treatment of Unitholders is guaranteed.

Any amount that could not be distributed at the end of the liquidation shall be deposited at the *Caisse de Consignation* in Luxembourg on behalf of the beneficiaries. Amounts so deposited and not claimed shall be forfeited in accordance with Luxembourg law.

22.2. Closing or merger of Compartments and/or Classes of Units, Consolidation/Split of Classes of Units and split of Compartments

Closing of Compartments and/or Classes of Units

A Compartment or a Class of Units may be dissolved by decision of the Management Company if the Net Asset Value of a Compartment or Class is below an amount to be determined by the Management Company, or in the event of special circumstances beyond its control, such as political, economic, or military emergencies, or if the Management Company should conclude, in light of prevailing market or other conditions, including conditions that may adversely affect the ability of a Compartment or a Class to operate in an economically efficient manner, and with due regard to the best interests of Unitholders, that a Compartment or a Class of Units should be terminated.

In such event, notice of the termination of the Compartment or the Class will be given in writing to registered Unitholders. No Units shall be issued after the date of the decision to liquidate the Compartment or the Class. The Management Company, however, will not be precluded from redeeming or converting all or part of the Units of Unitholders, at their request, at the applicable Net Asset Value (taking into account actual realisation prices of investments as well as realisation expenses in connection with such dissolution), as from the date on which the decision to dissolve the Compartment or Class has been taken until its effectiveness, provided that such redemption or conversion does not affect the equal treatment among Unitholders.

The liquidation proceeds of the relevant Compartment and/or Class of Units shall be paid to the Unitholders of the relevant Compartment and/or Class of Units. Any amount that could not be distributed at the end of the liquidation of the relevant Compartment and/or Class of Units shall be deposited at the *Caisse de Consignation* in Luxembourg on behalf of the beneficiaries. Amounts so deposited and not claimed shall be forfeited in accordance with Luxembourg law.

Merger/Split of Compartments and/or Classes of Units

In addition the Board of Directors may decide to merge a Compartment with one or more Compartments of the Fund or with another UCITS (or compartment thereof).

Any such merger will be undertaken in accordance with the Law which provides, inter alia, that Unitholders will be informed of such mergers and have the possibility to redeem their Units free of charge during thirty (30) days prior to the last day on which such redemptions will be accepted.

The merger will be binding on all Unitholders who do not request redemption or conversion of their Units within the time indicated above.

The Board of Directors may also decide the reorganisation of a Compartment, by means of a division into two or more Compartments. Such decision will be notified to Unitholders. Such notification will normally be made one month before the date on which the reorganisation becomes effective in order to enable the unitholders to request redemption of their units, free of charge, before the operation involving division into two or more Compartments becomes effective.

Consolidation/Split of Classes of Units

The Management Company may also decide to split or consolidate different Classes of Units within a Compartment. Such decision will be published in accordance with applicable laws and regulations.

22.3. Specific provisions applicable to Compartments qualifying as Feeder UCITS

A Compartment qualifying as a Feeder UCITS will be liquidated:

- (a) when its Master UCITS is liquidated, unless the CSSF grants approval to the Feeder UCITS to:
 - a. invest at least 85% of the assets in units or shares of another Master UCITS; or
 - b. amend its investment policy in order to convert into a non-Feeder UCITS

- (b) when the Master UCITS merges with another UCITS, or is divided into two or more UCITS, unless the CSSF grants approval to the Feeder UCITS to:
- a. continue to be a Feeder UCITS of the same Master UCITS or another UCITS resulting from the merger or division of the Master UCITS; or
 - b. invest at least 85% of its assets in units or shares of another Master UCITS; or
 - c. amend its investment policy in order to convert into a non-Feeder UCITS.

23. PRESCRIPTION

Unitholders' claims against the Management Company or the Depositary Bank will lapse five years after the date of the event that gave rise to the claim.

24. TAX STATUS

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

The following is based on the Management Company's understanding of certain aspects of the law and practice currently in force in Luxembourg. There can be no guarantee that the tax position at the date of this Prospectus or at the time of an investment will endure indefinitely.

Taxation of the Fund

The Fund is not subject to any taxes in Luxembourg on income or capital gains.

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

A reduced subscription tax rate (*taxe d'abonnement*) of 0.01% per annum is applicable to Luxembourg FCP-UCITS whose exclusive object is the collective investment in money market instruments, the placing of deposits with credit institutions, or both. A

reduced subscription tax rate of 0.01% per annum is applicable to individual compartments of FCP-UCITS with multiple compartments, as well as for individual classes of securities issued within a FCP-UCITS or within a compartment of a FCP-UCITS with multiple compartments, provided that the securities of such compartments or unit classes are reserved to one or more institutional investors.

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

Withholding Tax

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

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

Taxation of the Unitholders

From a Luxembourg tax perspective, the Fund as a co-ownership between the investors without legal personality, is in principle fully tax transparent. Unitholders will be subject to tax on the income and capital gains derived from the investment in accordance with the laws in force in their country of residence.

Under current legislation, Unitholders are not subject to any capital gains, income or withholding tax in Luxembourg except for those domiciled, resident or having a permanent establishment in Luxembourg.

As a matter of administrative practice, capital gains derived from the Fund are not subject to tax if realized at least 6 months after the subscription or purchase of the Units and provided that the investment in the Fund does not represent a substantial holding, unless the Unitholder claims the strict application of the tax transparency of the Fund and will be regarded as having realized the profits and losses on the underlying investment in the Fund. The Unitholders are deemed realizing themselves the profits and losses of the Fund at the time the Fund realized them. Distributions of the Fund will be subject to income tax.

Non-Luxembourg residents are not subject to any capital gains, income or withholding tax unless not protected by a tax treaty, who hold through the Fund more than 10% of a Luxembourg company and have their Units in the Fund redeemed less than 6 months after subscription of the Units in the Fund.

The Fund collects the income generated after deduction of any withholding tax in the relevant countries. From a Luxembourg tax perspective, any potential entitlement to reduction in the rate of applicable withholding taxes depends on the status of the Unitholders, as the Fund is a co-ownership between the Unitholders. Where a

Unitholder is exempt from tax in his/her/its country of residence, or is eligible for treaty relief under a double tax treaty concluded between his/her/its country of residence and the country where the security is located, it may be possible to obtain a full or partial refund of his/her/its proportionate share of the withholding tax suffered by the Fund.

Automatic Exchange of Information

The Organisation for Economic Co-operation and Development ("OECD") has developed a common reporting standard ("CRS") to achieve a comprehensive and multilateral automatic exchange of information ("AEOI") on a global basis. On 9 December 2014, Council Directive 2014/107/EU amending Directive 2011/16/EU as regards mandatory automatic exchange of information in the field of taxation (the "Euro-CRS Directive") was adopted in order to implement the CRS among the Member States. For Austria, the Euro-CRS Directive applies the first time by 30 September 2018 for the calendar year 2017, i.e. the Council Directive 2003/48/EC on the taxation of savings income in the form of interest payments will apply one year longer.

The Euro-CRS Directive was implemented into Luxembourg Law by the Law of 18 December 2015 on the automatic exchange of financial account information in the field of taxation ("CRS Law"). The CRS Law requires Luxembourg financial institutions to identify financial assets holders and establish if they are fiscally resident in countries with which Luxembourg has a tax information sharing agreement. Luxembourg financial institutions will then report financial account information of the asset holder to the Luxembourg tax authorities, which will thereafter automatically transfer this information to the competent foreign tax authorities on a yearly basis.

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

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

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

The Management Company acting on behalf of the Fund reserves the right to refuse any application for Units if the information provided or not provided does not satisfy the requirements under the CRS Law.

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

FATCA

The Foreign Account Tax Compliance Act ("FATCA"), a portion of the 2010 Hiring Incentives to Restore Employment Act, became law in the United States in 2010. It requires financial institutions outside the US ("foreign financial institutions" or "FFIs") to pass information about "Financial Accounts" held by "Specified US Persons", directly or indirectly, to the US tax authorities, the Internal Revenue Service ("IRS") on an annual basis. A 30% withholding tax is imposed on certain US source income of any FFI that fails to comply with this requirement. On 28 March 2014, the Grand-Duchy of Luxembourg entered into a Model 1 Intergovernmental Agreement ("IGA") with the United States of America and a memorandum of understanding in respect thereof. The Fund would hence have to comply with such Luxembourg IGA as implemented into Luxembourg law by the Law of 24 July 2015 relating to FATCA (the "FATCA Law") in order to comply with the provisions of FATCA rather than directly complying with the US Treasury Regulations implementing FATCA. Under the FATCA Law and the Luxembourg IGA, the Management Company may be required to collect information aiming to identify its direct and indirect Unitholders that are Specified US Persons for FATCA purposes ("FATCA reportable accounts"). Any such information on FATCA reportable accounts provided to the Management Company will be shared with the Luxembourg tax authorities which will exchange that information on an automatic basis with the Government of the United States of America pursuant to Article 28 of the convention between the Government of the United States of America and the Government of the Grand-Duchy of Luxembourg for the Avoidance of Double Taxation and the Prevention of Fiscal Evasion with respect to Taxes in Income and Capital, entered into in Luxembourg on 3 April 1996. The Fund intends to comply with the provisions of the FATCA Law and the Luxembourg IGA to be deemed compliant with FATCA and will thus not be subject to the 30% withholding tax with respect to its Unit of any such payments attributable to actual and deemed U.S. investments of the Fund. The Management Company will continually assess the extent of the requirements that FATCA and notably FATCA Law place upon it.

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

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

The Management Company, on behalf of the Fund, shall communicate any information to the Unitholder according to which (i) the Management Company acting on behalf of the Fund is responsible for the treatment of the personal data provided for in the FATCA Law; (ii) the personal data will *inter alia* be used for the purposes of the FATCA Law; (iii) the personal data may be communicated to the Luxembourg tax authorities (*Administration des Contributions Directes*); (iv) responding to FATCA-related questions is mandatory and accordingly the potential consequences in case of no response; and (v) the Unitholder has a right of access to and rectification of the data communicated to the Luxembourg tax authorities (*Administration des Contributions Directes*).

The Management Company acting on behalf of the Fund reserves the right to refuse any application for Units if the information provided by a potential investor does not satisfy the requirements under FATCA, the FATCA Law and the IGA.

25. DOCUMENTS AVAILABLE FOR INSPECTION

The following documents:

1. the Management Regulations;
2. most recent Prospectus;
3. KIIDs;

4. Depositary Bank and Principal Paying Agent Agreement signed by the Depositary Bank and the Management Company;
5. Investment Fund Services Agreement signed by the Administrative Agent and the Management Company;
6. the UCITS Portfolio Management Agreement; and
7. the annual and semi-annual reports prepared for the Fund

shall be filed at the registered office of the Management Company where they may be consulted and where copies of the Management Regulations and of the financial reports, including the performance of the Units of the Fund and of its Compartment(s), may be obtained, free of charge.

ANNEX I: PARTICULARS OF EACH COMPARTMENT

1. BINCKBANK FUND FCP – Binck Global Developed Markets Equity Feeder Fund

Investment Objective and policy of the Compartment

The Compartment is a Feeder UCITS of LUX MULTIMANAGER SICAV – BINCKBANK-Binck Global Developed Markets Equity Fund (the "Master Sub-Fund"), a sub-fund of LUX MULTIMANAGER SICAV (the "Master Fund"), an open-ended investment company with variable capital governed by the provision of the UCITS Directive, incorporated in the Grand Duchy of Luxembourg and authorised by the CSSF.

In compliance with the relevant provisions of the Law, the Compartment will at all times invest at least 85% of its assets in the Master Sub-Fund. The Compartment may hold up to 15% of its assets in ancillary liquid assets, including cash, cash equivalents and short term bank deposits in accordance with the provisions of Article 41(2) of the Law. However, the Compartment intends to be normally fully invested in the Master Sub-Fund. The Compartment may use derivative financial instruments for hedging purposes only.

The Compartment will invest in Class I of the Master Sub-Fund.

BinckBank N.V. acts as Investment Manager of the Compartment and of the Master Sub-Fund.

Investment Objective and Policy of the Master Sub-Fund

a) Objectives

The objective of the Master Sub-Fund is to achieve long term capital appreciation and growth through exposure to global developed countries equities.

There is no guarantee that the Master Sub-Fund's investment objective will be achieved.

b) Benchmark

MSCI World NR EUR Index (100%) or an equivalent benchmark (the "**Benchmark**").

The MSCI World Index captures large and mid cap representation across 23 developed markets countries as classified by MSCI Inc. The index covers approximately 85% of the free float-adjusted market capitalization in each country. More information, including the list of developed markets countries currently included in the Benchmark, can be found on <https://www.msci.com/world>

Although index tracking funds may form a large part of the portfolio the Master Sub-Fund in itself does not aim to track the performance of the Benchmark. The Benchmark is provided for comparative purpose only and the performance of the Master Sub-Fund may substantially deviate from the Benchmark.

c) Investment Strategy

The Master Sub-Fund will invest in a combination of UCITS and Other UCIs which either qualify as exchange traded funds (ETF's) and/or as actively managed funds (together referred to as the "**Target Funds**") which either:

- i) track (all or a part of) the above Benchmark or a similar benchmark; or
- ii) the investments of which the Investment Manager expects to provide, on the basis of their previous investment activities, above average, risk adjusted returns compared to the fund's Benchmark.

The Target Funds selected by the Investment Manager (BinckBank (N.V.) will invest in developed markets equity only.

At least 70% of the net assets of the Master Sub-Fund will be invested in Target Funds which qualify as UCITS.

No more than 50% of the net assets of the Master Sub-Fund will be invested in actively managed quant funds and/or trackers tracking an investment style index.

An investment style index is an index where equity presence and weights are based on a pre-determined investment style. Such investment style might for example be a momentum, value or low-volatility strategy.

The selection of Target Funds is made by the Investment Manager based on qualitative and/or quantitative research. Such research may be based on but is not limited to, the following criteria:

- An assessment of the key return and risk characteristics of the Target Fund itself and the impact of adding the Target Fund to the investment portfolio.
- An assessment of the Target Fund investment managers' characteristics
- An assessment on the applicability of the Target Fund (and its mandate) within the investment portfolio, including regional and sector allocation, (non-) use of derivatives and (non-) use of hedging techniques.
- An estimate of the degree of correlation (and/or other relevant measures) of the strategy used in the Target Fund with the strategies of other funds present in the investment portfolio.
- An evaluation of the cost of using a specific Target Fund, including fees and transaction costs.
- Each Target Fund must be consistent with the investment objectives or a part thereof.

The Target Funds' key characteristics and their effect on the total investment portfolio are monitored on an ongoing basis by the Investment Manager. Based on this assessment the Investment Manager may decide to acquire or sell (part of) a Target Funds.

The Master Sub-Fund may hold liquid assets on an ancillary basis.

The Master Sub-Fund may use financial derivative instruments and techniques and instruments relating to transferable securities and money market instruments for efficient portfolio management and hedging purposes.

Specific risks

Investors should note the specific risks warnings contained in section “4. Risk Factors” of this Prospectus and specifically risks linked to Master-Feeder structures.

Investors should also consult the risk factors in the prospectus of the Master Fund in relation to the Master Sub-Fund.

Base Currency of the Compartment

EUR

Additional Information

The prospectus, the KIIDs, articles of incorporation and the most recent annual and interim financial statements of the Master Fund are available on the website <http://www.bilmanageinvest.com> and www.binck.be. A paper copy of the prospectus and the annual and interim financial statements of the Master Fund is delivered to Unitholders upon request and free of charge. Any further information on the Master Fund and the Master Sub-Fund can be obtained at the registered office of the Management Company.

The Management Company has established, as prescribed in article 79 of the Law, internal conduct of business rules describing, inter alia, the appropriate measures to mitigate conflicts of interest that may arise between the Fund and the Master Fund, the basis of investment and divestment by the Compartment, standard dealing arrangements, events affecting dealing arrangements and the changes to key provisions of constitutional document and/or the offering document of the Master Fund. A brief summary of these internal conduct of business rules is disclosed in Annex II of this Prospectus. Further information on the internal conduct of business rules is also available at the registered office of the Management Company.

Profile of the typical investor

The typical investor is an investor that seeks exposure to global developed markets equity. The Compartment is suitable for investors with sufficient knowledge of equity investments and risks.

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

Classes of Units

For this Compartment, the Management Company has decided to issue the following Classes of Units:

Classes of Units	Class I EUR	Class A EUR
Reference Currency	EUR	EUR
Currency Hedging Strategy	N/A	N/A
Minimum initial investment	N/A	N/A
Minimum subsequent investment	N/A	N/A
Distribution policy	Capitalisation Units	Capitalisation Units

Class I Units are available to all Institutional Investors.

Class A Units are available to all investors.

Fees and Expenses

Class of Units	Class I EUR	Class A EUR
Management and Service Fee	Up to 0.1% per annum	Up to 0.1% per annum
Aggregate Management and Service Fees of the Compartment and the Master Sub-Fund	Up to 0.55% per annum	Up to 0.55% per annum
Subscription fee	N/A	N/A
Redemption fee	N/A	N/A

The Compartment will not be subject to a subscription or redemption fee on its investment into the Master Fund.

Business Day / Valuation Day

With respect to this Compartment, a Business Day means a full day on which banks are open for normal business banking in Luxembourg.

The Net Asset Value per Unit of each Class will be calculated as of each Business Day (the "**Valuation Day**").

Subscription

a) Subscriptions during the initial subscription period

During the initial subscription period detailed in the Application Form, subscriptions of Units in the Compartment will be accepted at an initial subscription price of EUR 25 per Unit, increased as the case may be, by any applicable subscription fee, as disclosed under "Fees and Expenses" above.

Applications must be received by the Registrar and Transfer Agent or by any appointed distributor no later than 12:00 noon (Luxembourg time) on the last day of the initial subscription period. The subscription moneys must be received on the account of the Compartment no later than 2 Business Days after the last day of the initial subscription period.

b) Subscriptions after initial subscription period

Units will be issued at the Subscription Price calculated as of the applicable Valuation Day.

Applications must be received by the Registrar and Transfer Agent or by any appointed distributor no later than 12:00 noon (Luxembourg time) on the Valuation Day in order to be dealt with on the basis of the Subscription Price calculated as of that Valuation Day. Subscription requests received after the applicable deadline shall be processed on the basis of the Subscription Price calculated as of the next following Valuation Day.

Payment for subscribed Units has to be made no later than 2 Business Days after the relevant Valuation Day.

Redemption

Units will be redeemed at the Redemption Price calculated as of the applicable Valuation Day.

Applications must be received by the Registrar and Transfer Agent or by any appointed distributor no later than noon (Luxembourg time) on the Valuation Day in order to be dealt with on the basis of the Redemption Price calculated as of that Valuation Day. Redemption requests received after the applicable deadline shall be processed on the basis of the Redemption Price calculated as of the next following Valuation Day.

Payment for redeemed Units has to be made no later than 2 Business Days after the relevant Valuation Day. If, in exceptional circumstances, the liquidity of the Compartment is insufficient to enable redemption proceeds to be paid within that period, or if there are other reasons, such as exchange controls or other regulations which delay payment, payment will be made as soon as reasonably practicable thereafter, but without interest.

Conversions

Conversions from one Class of Units to another of the same Compartment or to Units of another Compartment are not permitted.

Method of calculation of global exposure

The global exposure of the Compartment is calculated using the Commitment Approach.

Historical performance

Information on the historical performance of the Compartment (if available) is disclosed in the relevant KIID.

2. BINCKBANK FUND FCP – Binck Euro Bond Feeder Fund

Investment Objective and policy of the Compartment

The Compartment is a Feeder UCITS of LUX MULTIMANAGER SICAV – BINCKBANK - Binck Euro Bond Fund (the "Master Sub-Fund"), a sub-fund of LUX MULTIMANAGER SICAV (the "Master Fund"), an open-ended investment company with variable capital governed by the provision of the UCITS Directive, incorporated in the Grand Duchy of Luxembourg and authorised by the CSSF.

In compliance with the relevant provisions of the Law, the Compartment will at all times invest at least 85% of its assets in the Master Sub-Fund. The Compartment may hold up to 15% of its assets in ancillary liquid assets, including cash, cash equivalents and short term bank deposits in accordance with the provisions of Article 41(2) of the Law. However, the Compartment intends to be normally fully invested in the Master Sub-Fund. The Compartment may use derivative financial instruments for hedging purposes only.

The Compartment will invest in Class I of the Master Sub-Fund.

BinckBank N.V. acts as Investment Manager of the Compartment and of the Master Sub-Fund.

Investment Objective and Policy of the Master Sub-Fund

a) Objectives

The objective of the Master Sub-Fund is to achieve capital preservation through exposure to investments in euro government and corporate bonds and money market funds.

There is no guarantee that the Master Sub-Fund's investment objective will be achieved.

b) Benchmark

The benchmark will be constructed out of the following indices with the weight of each index specified in brackets behind the name;

- Barclays 3-5 Year Euro Treasury Bond Index (60%);
- Barclays 1-5 Year Euro Corporate Bond Index (40%).

For every day the daily returns of both indices will be multiplied by their weights, and the results summed. The resulting daily returns are then cumulated obtaining the "Benchmark".

Both indices consist of investment grade bonds. More information can be found on https://index.barcap.com/Benchmark_Indices/Aggregate/Bond_Indices

Although index tracking funds may form a large part of the portfolio the Master Sub-Fund in itself does not aim to track the performance of the Benchmark. The Benchmark is provided for comparative purpose only and the performance of the Master Sub-Fund may substantially deviate from the Benchmark.

c) Investment Strategy

The Master Sub-Fund will invest in a combination of UCITS and Other UCIs which either qualify as exchange traded funds (ETF's) and/or as actively managed funds (together referred to as the "**Target Funds**") which either:

- i) track (all or a part of) the above Benchmark or a similar benchmark; or
- ii) the investments of which the Investment Manager expects to provide, on the basis of their previous investment activities, above average, risk adjusted returns compared to the fund's Benchmark.

The Target Funds selected by the Investment Manager (BinckBank (N.V.) will invest in government and corporate investment euro bonds only.

At least 70% of the net assets of the Master Sub-Fund will be invested in Target Funds which qualify as UCITS.

No more than 50% of the net assets of the Sub-Fund will be invested in actively managed funds and/or trackers tracking an investment style index.

An investment style index is an index where bond presence and weights are based on a pre-determined investment style. Such investment style might for example be interest rate anticipation, timing, valuation and spread exploitation and multiple interest rate scenarios.

The selection of Target Funds is made by the Investment Manager based on qualitative and/or quantitative research. Such research may be based on but is not limited to, the following criteria:

- An assessment of the key return and risk characteristics of the Target Fund itself and the impact of adding the Target Fund to the investment portfolio. Considering the tracking objective of the investment portfolio both tracking error and tracking difference are the main characteristics in the assessment
- An assessment on the applicability of the Target Fund (and its mandate) within the investment portfolio, including the use of derivatives and the use of hedging techniques.
- An estimate of the degree of correlation (and/or other relevant measures) of the strategy used in the Target Fund with the strategies of other funds present in the investment portfolio.
- An evaluation of the cost of using a specific Target Fund, including fees and transaction costs.
- Each Target Fund must be consistent with the investment objectives or a part thereof.

The Target Funds' key characteristics and their effect on the total investment portfolio are monitored on an ongoing basis by the Investment Manager. Based on this assessment the Investment Manager may decide to acquire or sell (part of) a Target Funds.

The Master Sub-Fund may hold liquid assets on an ancillary basis.

The Master Sub-Fund may use financial derivative instruments and techniques and instruments relating to transferable securities and money market instruments for efficient portfolio management and hedging purposes.

Specific risks

Investors should note the specific risks warnings contained in section "4. Risk Factors" of this Prospectus and specifically risks linked to Master-Feeder structures.

Investors should also consult the risk factors in the prospectus of the Master Fund in relation to the Master Sub-Fund.

Base Currency of the Compartment

EUR

Additional Information

The prospectus, the KIIDs, articles of incorporation and the most recent annual and interim financial statements of the Master Fund are available on the website <http://www.bilmanageinvest.com> and www.binck.be. A paper copy of the prospectus and the annual and interim financial statements of the Master Fund is delivered to Unitholders upon request and free of charge. Any further information on the Master Fund and the Master Sub-Fund can be obtained at the registered office of the Management Company.

The Management Company has established, as prescribed in article 79 of the Law, internal conduct of business rules describing, inter alia, the appropriate measures to mitigate conflicts of interest that may arise between the Fund and the Master Fund, the basis of investment and divestment by the Compartment, standard dealing arrangements, events affecting dealing arrangements and the changes to key provisions of constitutional document and/or the offering document of the Master Fund. A brief summary of these internal conduct of business rules is disclosed in Annex II of this Prospectus. Further information on the internal conduct of business rules is also available at the registered office of the Management Company.

Profile of the typical investor

The typical investor is an investor that seeks exposure to euro investment grade government and corporate bonds. The Compartment is suitable for investors with sufficient knowledge of fixed income investments and risks.

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

Classes of Units

For this Compartment, the Management Company has decided to issue the following Classes of Units:

Classes of Units	Class I EUR	Class A EUR
Reference Currency	EUR	EUR
Currency Hedging Strategy	N/A	N/A
Minimum initial investment	N/A	N/A
Minimum subsequent investment	N/A	N/A
Distribution policy	Capitalisation Units	Capitalisation Units

Class I Units are available to all Institutional Investors.

Class A Units are available to all investors.

Fees and Expenses

Class of Units	Class I EUR	Class A EUR
Management and Service Fee	Up to 0.1% per annum	Up to 0.1% per annum
Aggregate Management and Service Fees of the Compartment and the Master Fund	Up to 0.40% per annum	Up to 0.40% per annum
Subscription fee	N/A	N/A
Redemption fee	N/A	N/A

The Compartment will not be subject to a subscription or redemption fee on its investment into the Master Fund.

Business Day / Valuation Day

With respect to this Compartment, a Business Day means a full day on which banks are open for normal business banking in the Netherlands and Luxembourg.

The Net Asset Value per Unit of each Class will be calculated as of each Business Day (the "**Valuation Day**").

Subscription

a) Subscriptions during the initial subscription period

During the initial subscription period detailed in the Application Form, subscriptions of Units in the Compartment will be accepted at an initial subscription price of EUR 25 per Unit, increased as the case may be, by any applicable subscription fee, as disclosed under "Fees and Expenses" above.

Applications must be received by the Registrar and Transfer Agent or by any appointed distributor no later than 12:00 noon (Luxembourg time) on the last day of the initial subscription period. The subscription moneys must be received on the account of the Compartment no later than 2 Business Days after the last day of the initial subscription period.

b) Subscriptions after initial subscription period

Units will be issued at the Subscription Price calculated as of the applicable Valuation Day.

Applications must be received by the Registrar and Transfer Agent or by any appointed distributor no later than 12:00 noon (Luxembourg time) on the Valuation Day in order to be dealt with on the basis of the Subscription Price calculated as of that Valuation Day. Subscription requests received after the applicable deadline shall be processed on the basis of the Subscription Price calculated as of the next following Valuation Day. Payment for subscribed Units has to be made no later than 2 Business Days after the relevant Valuation Day.

Redemption

Units will be redeemed at the Redemption Price calculated as of the applicable Valuation Day.

Applications must be received by the Registrar and Transfer Agent or by any appointed distributor no later than 12:00 noon (Luxembourg time) on the Valuation Day in order to be dealt with on the basis of the Redemption Price calculated as of that Valuation Day. Redemption requests received after the applicable deadline shall be processed on the basis of the Redemption Price calculated as of the next following Valuation Day.

Payment for redeemed Units has to be made no later than 2 Business Days after the relevant Valuation Day. If, in exceptional circumstances, the liquidity of the Compartment is

insufficient to enable redemption proceeds to be paid within that period, or if there are other reasons, such as exchange controls or other regulations which delay payment, payment will be made as soon as reasonably practicable thereafter, but without interest.

Conversions

Conversions from one Class of Units to another of the same Compartment or to Units of another Compartment are not permitted.

Method of calculation of global exposure

The global exposure of the Compartment is calculated using the Commitment Approach.

Historical performance

Information on the historical performance of the Compartment (if available) is disclosed in the relevant KIID.

ANNEX II: INFORMATION ON MASTER-FEEDER STRUCTURE

Description of LUX MULTI MANAGER SICAV (the "Company" for the purpose of this Annex)

The Company is an umbrella investment company with variable capital (*société d'investissement à capital variable*) incorporated under the form of a *société anonyme* in the Grand Duchy of Luxembourg. It qualifies as an undertaking for collective investment in transferable securities ("UCITS") under Part I of the Law. As an umbrella structure, the Company may operate separate sub-funds (a "Sub-Fund" for the purpose of this Annex), each being distinguished among others by their specific investment policy or any other specific feature as detailed in the relevant section of the "Sub-Fund Particulars" of the prospectus of the Company.

The Company was incorporated for an unlimited period in Luxembourg on 21 January 2016 and is registered with the *Registre de Commerce et des Sociétés, Luxembourg* under number RCS Luxembourg B 203385.

The articles of incorporation have been deposited with the *Registre de Commerce et des Sociétés, Luxembourg* and thereafter published in the *Mémorial* on 5 February 2016.

The registered office of the Company is at 11-13 Boulevard de la Foire, L-1528 Luxembourg.

The Company has appointed BIL Manage Invest S.A. (i.e. the Management Company) as management company pursuant to a management company agreement.

The Management Company has delegated the investment management function with respect to the two Master Sub-Funds, LUX MULTIMANAGER SICAV – BINCKBANK – Binck Global Developed Markets Equity Feeder Fund and LUX MULTIMANAGER SICAV – BINCKBANK – Binck Euro Bond Feeder Fund, to BinckBank N.V.

The primary objective of the Company is to provide investors with an opportunity to invest in professionally managed portfolios. The assets of the Sub-Funds are invested, in accordance with the principle of risk diversification, in transferable securities and other assets as specified in Article 41 of the Law. The Company seeks to provide a range of sub-fund(s) with the purpose of spreading investment risk and satisfying the requirements of investors seeking to emphasise income, capital conservation and/or capital growth as detailed for each sub-fund in the relevant section of the "Sub-Fund Particulars" of the prospectus of the Company.

The investment objective for each Sub-Fund is to maximize the appreciation of the assets invested.

The prospectus of the Company, the KIIDs and the Company's articles of incorporation can be found on the website <http://www.bilmanageinvest.com>

EXCHANGE OF INFORMATION BETWEEN MASTER UCITS AND FEEDER UCITS

According to Article 79 (1) of the Law, in the event a Master UCITS and its Feeder UCITS are managed by the same management company, the master-feeder agreement (as required under the Law) may be replaced by internal conduct of business rules ensuring compliance with the requirements of the Law as per which the Master UCITS provides the Feeder UCITS with all documents and information necessary for the latter to meet the requirements laid down in the Law.

According to Article 79 (2) of the Law, the Master UCITS and the Feeder UCITS shall take appropriate measures to coordinate the timing of their net asset value calculation and publication, in order to avoid market timing in their units, preventing arbitrage opportunities.

The Management Company, in accordance with the provisions of Directive 2009/65 and Directive 2010/44, as amended and as implemented by Luxembourg Laws and regulations, in particular by Regulation 10-5, has set internal rules of conduct (the "**Internal Rules**") to be applied in relation to the master-feeder structures.

The Internal Rules ensure compliance with the requirements mentioned in the EU and Luxembourg laws concerning the master-feeder structures.

These Internal Rules were prepared in accordance with the applicable laws and in particular Regulation 10-5, and cover the following with respect to the master-feeder structures:

- Conflicts of interest and access to information;
- Basis of investment and divestment by the Feeder UCITS;
- Standard dealing arrangements;
- Events affecting dealing arrangements;
- Standard arrangement for the audit report;
- Events having an impact on the Master UCITS;
- Events notifiable to unitholders of the Feeder UCITS;
- Obligation to assist Master UCITS and Feeder UCITS; and
- Effectiveness of the Internal Rules.