

March 2021

# MARKET ACCESS

An open-ended investment company with variable share capital (“SICAV”)

R.C.S. LUXEMBOURG B 78 567

# PROSPECTUS

comprising 3 sub-funds:

MARKET ACCESS ROGERS INTERNATIONAL COMMODITY INDEX UCITS ETF  
MARKET ACCESS NYSE ARCA GOLD BUGS INDEX UCITS ETF  
MARKET ACCESS STOXX® CHINA A MINIMUM VARIANCE INDEX UCITS ETF

## **Investment Manager**

China Post Global (UK) Limited

## **Sponsor**

China Post Global (UK) Limited

## **Depositary, Domiciliary, Corporate, Central Administrative, Registrar, Transfer, Principal Paying and Listing Agent**

RBC Investor Services Bank S.A.

## **Management Company**

FundRock Management Company S.A. (formerly known as RBS Luxembourg S.A.)

**This Prospectus for Switzerland is exclusively reserved for the offer of shares of the Fund in Switzerland. This Prospectus does not cover the offer of shares of the Fund in any other country.**

**This Prospectus, together with the latest annual and semi-annual reports and accounts of the Fund, which are incorporated by reference into the prospectus as soon as they are published, constitute the listing prospectus for the listing of the shares of the aforementioned sub-funds of the Fund on the SIX Swiss Exchange.**

Subscriptions can only be accepted on the basis of this Prospectus which must be accompanied by the articles of incorporation, the latest annual report available as well as the latest semi-annual report if published after the latest annual report. These documents form an integral part of this Prospectus.

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Arendt & Medernach S.A.  
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**Mr. Christopher SATTERFIELD**

(Chairman of the Board)  
China Post & Capital Global Asset  
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**Mr. Daniel DOLAN**

China Post Global (UK) Limited  
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**Management Company**

**FundRock Management Company S.A.**

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**Depository, Domiciliary, Corporate, Central Administrative, Registrar, Transfer, Principal  
Paying And Listing Agent**

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**Ernst & Young, *Société Anonyme***

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**Sponsor**

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75 King William Street, London EC4N 7BE

**Investment Manager**

**China Post Global (UK) Limited**

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**Legal advisers under Luxembourg law**

**Arendt & Medernach S.A.**

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# 1. Introduction

MARKET ACCESS, formerly known as RBS MARKET ACCESS (referred to hereinafter as the “**Fund**”) is a Luxembourg open-ended investment company with variable share capital, sponsored by China Post Global (UK) Limited incorporated on 31 October 2000 for an unlimited period as a public limited company (société anonyme) under the name “Unifund” and organised in accordance with the provisions of Part I of the Law of 17 December 2010 on undertakings for collective investment (UCIs), as may be amended from time to time (the “**2010 Law**”). The Fund has appointed FundRock Management Company S.A. to act as management company of the Fund under Chapter 15 of the 2010 Law (the “**Management Company**”).

The Fund works as an umbrella fund, which means that it is comprised of sub-funds, each of which represents a specific class of assets and liabilities (each a “**Sub-Fund**”). Each Sub-Fund may be represented by specific class or classes of shares (each a “**class of shares**”) having:

- (a) a specific distribution policy, such as entitling to distributions or not entitling to distributions; and/or
- (b) a specific sales and redemption charge structure; and/or
- (c) a specific management or advisory fee structure; and/or
- (d) a specific assignment of distribution, shareholders’ services or other fees, and/or
- (e) the currency or currency unit in which the class of shares may be quoted and based on the rate of exchange between such currency or currency unit and the reference currency of the relevant Sub-Fund; and/or
- (f) the use of different hedging techniques in order to protect, in the relevant reference currency of the relevant Sub-Fund, the assets and returns quoted in the currency of the relevant class of shares against long-term movements of their currency of quotation; and/or
- (g) such other features as may be determined by the board of directors of the Fund (collectively, the “**Board of Directors**” or, individually, the “**Directors**”) from time to time in compliance with applicable law as described in Appendix 1 (*Sub Funds’ Particulars*).

The following exchange traded Sub-Funds are open to subscription (as of the Launch Date set forth in the relevant Sub-Fund’s Particulars, for newly-created Sub-Funds):

- (a) Market Access Rogers International Commodity Index UCITS ETF;
- (b) Market Access NYSE Arca Gold BUGS Index UCITS ETF; and
- (c) Market Access STOXX® China A Minimum Variance Index UCITS ETF.

The investment policy of each Sub-Fund is described in the paragraphs headed “Investment objectives” and “Investment policy” set out in the section of Appendix 1 (*Sub Funds’ Particulars*) relating to the relevant Sub-Fund.

The Board of Directors may decide at any time to create new Sub-Funds for investment in transferable securities and other eligible assets and/or new class of shares within an existing Sub-Fund. When a new Sub-Fund or a new class of shares is opened, an updated edition of the Prospectus will be published, providing investors with all the relevant information pertaining to this new Sub-Fund or new class of shares. The Board of Directors may also decide to change the characteristics of any class of shares in accordance with applicable procedures as determined by the Board of Directors from time to time.

The articles of incorporation of the Fund were last amended by a notarial deed of 5 May 2017 and the mention of the filing thereof has been published in the Recueil Electronique des Sociétés et Associations on 19 May 2017 and filed with the Luxembourg Trade and Companies’ Register where they are available to the public or from where a copy may be obtained.

This “**Prospectus**” is to be read in conjunction with the articles of incorporation of the Fund, the latest annual report available and the latest semi-annual report (if published after the latest annual report) which are deemed to be incorporated herein by reference; these documents form an integral part of this Prospectus.

This document does not constitute an offer or solicitation to anyone in any jurisdiction in which such offer or solicitation is not authorised or to any person to whom it is unlawful to make such offer or solicitation.

The Board of Directors is responsible for ensuring that no person or entity is solicited for investment in the Fund where this could result in the Fund being obliged to meet certain specific reporting requirements for tax purposes and/or where such solicitation would be unauthorised or unlawful, in particular where prior registration with local authorities is required.

The Board of Directors accepts responsibility for the information contained in this Prospectus. To the best of the knowledge and belief of the Board of Directors (which has taken all reasonable care to ensure that such is the case), the information contained in this document is in accordance with the facts and does not omit anything likely to affect the import of such information.

## **2. Share Capital**

The subscribed share capital of the Fund shall, at all times, be equal to the net asset value of all the Sub-Funds. The minimum capital of the Fund shall be EUR 1,250,000.00 (one million, two hundred and fifty thousand Euros). If the capital of the Fund falls below this minimum, the Fund will be liquidated in accordance with the 2010 Law and as provided for in Section 17 (*Liquidation*) hereunder.

No fraction of shares shall be issued.

### **2.1. Form of shares**

Shares in each Sub-Fund will be issued in registered or in bearer form, at the discretion of the Board of Directors, as further detailed in this Section 2 (*Share Capital*). Bearer shares, if issued, will only be represented by one or more global share certificates as further provided hereunder.

#### **2.1.1. Registered shares**

For shares issued in registered form, if any, the inscription of the shareholder’s name in the register of registered shares of the Fund evidences his/her/its right of ownership of such shares and a confirmation of registration in the register of registered shares will be sent to shareholders. No registered share certificates will be available.

#### **2.1.2. Bearer shares represented by Global Share Certificates**

Bearer shares, if issued, will only be represented by one or more global share certificates (“**Global Share Certificates**”) deposited with any Clearing Agents. A “**Clearing Agent**” is defined as any entity affiliated with one or more stock exchanges where the shares of the Fund are or will be listed and which facilitates the validation, delivery and settlement of transactions in the Fund’s shares. Clearing Agents include Clearstream Banking SA, Clearstream Banking AG and Euroclear Bank SA.

Bearer shares represented by a Global Share Certificate will only be available to investors in book entry form in the securities accounts of their financial intermediaries held, directly or indirectly, with a participant in the settlement system of the relevant Clearing Agent. No certificates representing individual bearer shares will be available. Bearer shares represented by a Global Share Certificate are freely transferable within the abovementioned settlement system, subject to and in accordance with the rules set out in this Prospectus, as well as with applicable laws, the rules of the relevant stock exchange and/or any rules and procedures issued by any Clearing Agent concerned with such transfer.

Further information in respect of bearer shares represented by Global Share Certificates and their respective processing procedures is available from the Administrative Agent.

## 2.2. Joint holdings

Shares may be held jointly. However, the Fund shall only recognise one person as having the right to exercise rights in relation to each of the Fund's shares. Unless the Board of Directors agrees otherwise, the person entitled to exercise such rights will be the person whose name appears first in the subscription form or, in the case of bearer share certificates, the person who is in possession of the relevant Global Share Certificate.

## 3. Investment Objectives and Policy

The investment objectives are specified in the Sub-Funds' Particulars. For each Sub-Fund, the investment policy, the class(es) of shares issued in respect of each Sub-Fund, if any, the terms of the offering of such shares and the management and administration of each Sub-Fund are set out in each Sub-Fund's Particulars below under Appendix 1 (*Sub Funds' Particulars*).

**By exception to paragraph 5.3(a)(iv) of Section 5 (*Investment Restrictions*), no more than 10% of the assets of the Fund or any of its Sub-Funds shall be invested in aggregate in other UCITS and/or UCIs.**

If and to the extent that voting rights attached to securities held by a Sub-Fund will be exercised on behalf of the Fund, a summary description of the strategies followed in the exercise of such rights, as well as the actions taken on the basis of those strategies, will be made available to investors upon their specific request addressed to the Fund.

Pursuant to EU Regulation (EU) 2019/2088 on sustainability-related disclosures in the financial services sector (the "SFDR"), each Sub-Fund is required to disclose the manner in which Sustainability risks (as defined below under 4. "Risk Considerations" are integrated into the investment decision and the results of the assessment of the likely impacts of Sustainability risks on the returns of the Sub-Fund.

All Sub-Funds do not actively promote Sustainability Factors and do not maximize portfolio alignment with Sustainability Factors, however each Sub-Fund remains exposed to Sustainability risks. Such Sustainability risks are integrated into each Sub-Fund's investment decision making and risk monitoring to the extent that they represent potential or actual material risks and/or opportunities to maximize the Sub-Fund's long-term risk-adjusted returns.

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

Such assessment of the likely impact must therefore be conducted at portfolio level, further detail and specific information is given in each Sub-Fund's Particulars.

Principal adverse impacts of investment decisions on sustainability factors are not currently considered due to the lack of available and reliable data. The situation will however be reviewed going forward.

## 4. Risk Considerations

### 4.1. Market fluctuations

Since the portfolio of each Sub-Fund is subject to market fluctuations, there is no guarantee that the objectives of the Fund's various Sub-Funds will be met.

## **4.2. Potential conflicts of interest**

China Post Global (UK) Limited and/or any of its affiliates may act concomitantly in various roles as Sponsor, Global Distributor and/or Investment Manager. The Board of Directors acknowledges that potential conflicts of interest are likely to arise as a result of the performance of these functions by China Post Global (UK) Limited and/or its affiliates. In such circumstances, China Post Global (UK) Limited and/or its affiliates have undertaken to use their reasonable endeavours to resolve any such conflicts of interest fairly (having regard to their respective obligations and duties) and to ensure that the interests of the Fund and the shareholders are not unfairly prejudiced.

In particular, China Post Global (UK) Limited and/or its affiliates have internal policies and procedures in place to manage potential conflicts of interest. These policies and procedures, which are designed to ensure that the interests of the Fund and the shareholders are not unfairly prejudiced, are the subject of ongoing monitoring and review processes and include, but are not limited to:

## **4.3. Information barriers and Chinese walls**

Information barriers are in place at China Post Global (UK) Limited which control the exchange of information between employees and/or parts of businesses where the interests of one client may conflict with the interests of another client or with the group's own interests. Well-established "Chinese Walls" policies and procedures designed to manage confidential information and prevent the inappropriate transmission of confidential or price sensitive information (often referred to as "insider information") are also in place.

## **4.4. Separate supervision and segregation of function**

Where appropriate, China Post Global (UK) Limited has arranged for the supervision and/or functional segregation of their employees and/or parts of their businesses carrying out activities for clients whose interests may conflict, or where the interests of their clients and their own interests may conflict. These steps are designed to prevent the simultaneous involvement of a relevant person in separate services or activities where such involvement may impair the proper management of conflicts.

## **4.5. Disclosure**

China Post Global (UK) Limited adheres to an appropriate "best execution" policy, which is designed to ensure that China Post Global (UK) Limited achieves the best possible results for the Fund when executing transactions on behalf of the Fund, notably when entering into derivative and securities transactions on behalf of the Fund, taking into account price, costs, speed, likelihood of execution and settlement, order size and nature, and any other consideration relevant to the execution of the order. Details on the best execution policy are available to shareholders free of charge from the Fund, upon request.

The assets under management at any time during the life of a Sub-Fund may include proprietary money invested by one or more interested parties (such as the Investment Manager, the Sponsor and/or any affiliated parties) and such investment may constitute a significant portion of such assets under management. Any money invested by interested parties may result in an exposure to the performance of the Sub-Fund for such interested parties, or may be hedged in whole or part (i.e. reducing such party's exposure to the performance of the Sub-Fund). There is no assurance that any such monies will continue to be invested in the Sub-Fund by an interested party for any particular length of time. As many of the expenses of the Fund are fixed, a higher amount of assets under management will reduce the Sub-Fund's expenses per Share, and a lower amount of assets under management will increase the Sub-Fund's expenses per Share (resulting in a lower Net Asset Value). Redemption of any such proprietary investment in whole or part may affect the viability and/or performance of the Sub-Fund.

Investors should be aware that investment restrictions of a Sub-Fund might, outside the Sub-Fund and independently of any action of the Sub-Fund, be breached due to reasons other than those referred to in Article 49 of the 2010 Law, such as market fluctuations involving an increase or decrease of the value of the assets held by a Sub-Fund thereof or of the value of the underlyings of the futures contracts composing an index of a

Sub-Fund or under exceptional market conditions. Such breaches being “passive breaches”, the Board of Directors shall, in such circumstances, adopt as a priority objective the remedying of that situation, taking due account of the interest of the shareholders of the relevant Sub-Fund.

#### **4.6. Anticipated tracking error**

Tracking error is particularly relevant for index-tracking Sub-Funds. Tracking error is often confused with tracking difference.

Tracking difference measures the actual difference between the returns of a Sub-Fund and the returns of its underlying index (i.e. how closely the Sub-Fund tracks the index), while the tracking error measures the variations of the tracking difference (i.e. the volatility of the tracking difference or “standard deviation” of the differences in returns between the Sub-Fund and the index).

Some of the factors that typically affect the level of tracking error are the costs of replication of the index, the transaction/trading costs of the underlying index components and of implementing each index rebalancing, the applicable policy regarding dividend reinvestments and/or any tax or stamp duty applicable to the index components.

The anticipated tracking error is based on the expected volatility of the differences between the returns of the relevant Sub-Fund and the returns of its underlying index.

The anticipated level of tracking error, in normal market conditions, of each of the index-tracking Sub-Funds is shown in the relevant Sub-Fund’s Particulars.

#### **4.7. OTC financial derivative instruments**

In general, there is less government regulation and supervision of transactions in over-the-counter (“**OTC**”) markets than of transactions entered into on organised exchanges. OTC financial derivative instruments (“**OTC derivatives**”) are executed directly with the counterparty rather than through a recognised exchange and clearing house. Counterparties to OTC derivatives are not afforded the same protections as may apply to those trading on recognised exchanges, such as the performance guarantee of a clearing house.

The principal risk when engaging in OTC derivatives (such as non-exchange traded options, forwards, total return swaps or contracts for difference) is the risk of default by a counterparty who has become insolvent or is otherwise unable or refuses to honour its obligations as required by the terms of the instrument. OTC derivatives may expose a Sub-Fund to the risk that the counterparty will not settle a transaction in accordance with its terms, or will delay the settlement of the transaction, because of a dispute over the terms of the contract (whether or not bona fide) or because of the insolvency, bankruptcy or other credit or liquidity problems of the counterparty. Counterparty risk is generally mitigated by the transfer or pledge of collateral in favour of the Sub-Fund. The value of the collateral may fluctuate, however, and it may be difficult to sell, so there are no assurances that the value of collateral held will be sufficient to cover the amount owed to a Fund.

A Sub-Fund may enter into OTC derivatives cleared through a clearing house that serves as a central counterparty. Central clearing is designed to reduce counterparty risk and increase liquidity compared to bilaterally-cleared OTC derivatives, but it does not eliminate those risks completely. The central counterparty will require margin from the clearing broker which will in turn require margin from the Sub-Fund. There is a risk of loss by a Sub-Fund of its initial and variation margin deposits in the event of default of the clearing broker with which the Sub-Fund has an open position, or if margin is not identified and correctly reported to the particular Sub-Fund, in particular where margin is held in an omnibus account maintained by the clearing broker with the central counterparty. In the event that the clearing broker becomes insolvent, the Sub-Fund may not be able to transfer or “port” its positions to another clearing broker.

EU Regulation 648/2012 on OTC derivatives, central counterparties and trade repositories (also known as the European Market Infrastructure Regulation or EMIR) requires certain eligible OTC derivatives to be submitted for clearing to regulated central clearing counterparties and the reporting of certain details to trade repositories. In addition, EMIR imposes requirements for appropriate procedures and arrangements to measure, monitor and mitigate operational and counterparty risk in respect of OTC derivatives which are not subject to mandatory

clearing. Ultimately, these requirements are likely to include the exchange and segregation of collateral by the parties, including by the Sub-Funds. While some of the obligations under EMIR have come into force, a number of the requirements are subject to phase-in periods and certain key issues have not been finalised by the date of this Prospectus. It is as yet unclear how the OTC derivatives market will adapt to the new regulatory regime. ESMA has published an opinion calling for the UCITS Directive to be amended to reflect the requirements of EMIR and in particular the EMIR clearing obligation. However, it is unclear whether, when and in what form such amendments would take effect. Accordingly, it is difficult to predict the full impact of EMIR on the Fund, which may include an increase in the overall costs of entering into and maintaining OTC derivatives.

Investors should be aware that the regulatory changes arising from EMIR and other applicable laws requiring central clearing of OTC derivatives may in due course adversely affect the ability of the Sub-Funds to adhere to their respective investment policies and achieve their investment objective.

Investments in OTC derivatives may be subject to the risk of differing valuations arising out of different permitted valuation methods. Although the Fund has implemented appropriate valuation procedures to determine and verify the value of OTC derivatives, certain transactions are complex and valuation may only be provided by a limited number of market participants who may also be acting as the counterparty to the transactions. Inaccurate valuation can result in inaccurate recognition of gains or losses and counterparty exposure.

Unlike exchange-traded derivatives, which are standardised with respect to their terms and conditions, OTC derivatives are generally established through negotiation with the other party to the instrument. While this type of arrangement allows greater flexibility to tailor the instrument to the needs of the parties, OTC derivatives may involve greater legal risk than exchange-traded instruments, as there may be a risk of loss if the agreement is deemed not to be legally enforceable or not documented correctly. There also may be a legal or documentation risk that the parties may disagree as to the proper interpretation of the terms of the agreement. However, these risks are generally mitigated, to a certain extent, by the use of industry-standard agreements such as those published by the International Swaps and Derivatives Association (ISDA).

#### **4.8. Securities lending, repurchase agreements**

Securities lending transactions and repurchase agreements involve certain risks and there can be no assurance that the objective sought to be obtained from the use of such techniques will be achieved. At the date of this Prospectus, the Fund has not entered into any securities lending transactions or repurchase agreements. If this changes in the future, the Prospectus will be updated accordingly.

The principal risk when engaging in securities lending transactions and repurchase agreements is the risk of default by a counterparty who has become insolvent or is otherwise unable or refuses to honour its obligations to return securities or cash to the Sub-Fund as required by the terms of the transaction. Counterparty risk is generally mitigated by the transfer or pledge of collateral in favour of the Sub-Fund. However, there are certain risks associated with collateral management, including difficulties in selling collateral and/or losses incurred upon realization of collateral, as described below.

Securities lending transactions and repurchase agreements also entail liquidity risks such as, inter alia, the risk of locking cash or securities positions in transactions of excessive size or duration relative to the liquidity profile of the Sub-Fund or delays in recovering cash or securities paid to the counterparty. Such circumstances could delay or restrict the ability of the Fund to meet redemption requests. A Sub-Fund may also incur operational risks such as, inter alia, non-settlement or delay in settlement, failure or delays in satisfying delivery obligations under sales of securities, and legal risks related to the documentation used in respect of such transactions.

#### **4.9. Collateral management**

Counterparty risk arising from investments in OTC derivatives, securities lending transactions and repurchase agreements is generally mitigated by the transfer or pledge of collateral in favour of the Sub-Funds. However, transactions may not be fully collateralised. In particular, fees and returns due to the Sub-Funds may not be collateralised. If a counterparty defaults, the Sub-Funds may need to sell non-cash collateral received at prevailing market prices. In such a case the Sub-Funds could realise a loss due, inter alia, to inaccurate pricing

or monitoring of the collateral, adverse market movements, deterioration in the credit rating of issuers of the collateral or illiquidity of the market on which the collateral is traded. Difficulties in selling collateral may also delay or restrict the ability of the Fund to meet redemption requests.

A Sub-Fund may also incur a loss in reinvesting cash collateral received, where permitted. Such a loss may arise due to a decline in the value of the investments made. A decline in the value of such investments would reduce the amount of collateral available to be returned by the Sub-Fund to the counterparty as required by the terms of the transaction. The Sub-Fund would be required to cover the difference in value between the collateral originally received and the amount available to be returned to the counterparty, thereby resulting in a loss to the Sub-Fund.

#### **4.10. Sustainability risk**

Sustainability risk means an environmental, social or governance event or condition that, if it occurs, could cause an actual or a potential material negative impact on the value of the investments made by the Sub-Fund. Such risk may be linked to climate-related events resulting from climate change (also known as Physical Risks) or to society's response to climate change (also known as Transition Risks), which may result in unanticipated losses that could affect a Sub-Fund's investments and financial condition. Social events (e.g. inequality, inclusiveness, labour relations, investment in human capital, accident prevention, changing customer behavior, etc.) or governance shortcomings (e.g. recurrent significant breach of international agreements, bribery issues, product quality and/or safety, selling practices, etc.) may also translate into Sustainability risks.

#### **4.11. General**

Prospective investors should familiarise themselves with current laws and regulations and, if necessary, seek advice on the subscription, purchase, holding and sale of shares in the country of which they are nationals or in which they are resident or domiciled.

Prospective investors who consider purchasing shares in the Fund should reach an investment decision only after carefully considering the suitability of the shares in light of their particular circumstances.

More specific risk factors to each Sub-Fund are set out in the relevant Sub-Fund's Particulars.

### **5. Investment Restrictions**

The assets of each Sub-Fund are managed in accordance with the following investment restrictions. However, a Sub-Fund may be subject to different or additional investment restrictions that will be set forth in the relevant Sub-Fund's Particulars.

Each Sub-Fund is considered as a separate UCITS for the application of this Section 5 (*Investment Restrictions*).

|                                 |  |
|---------------------------------|--|
| <b>"EU"</b>                     | European Union.  |
| <b>"EU Law"</b>                 | European Union law.  |
| <b>"Group of Companies"</b>     | Companies belonging to the same body of undertakings and which must draw up consolidated accounts in accordance with Council Directive 83/349/EEC of 13 June 1983 on consolidated accounts and according to recognised international accounting rules. |
| <b>"Institutional Investor"</b> | An investor meeting the requirements to qualify as an institutional investor for the purpose of article 174 of the 2010 Law.   |
| <b>"Member State"</b>           | A member state of the European Union.  |

|                                  |   |
|----------------------------------|---|
| <b>“Money Market Instrument”</b> | Instruments normally dealt in on the money market which are liquid, and have a value which can be accurately determined at any time.  |
| <b>“OECD”</b>                    | Organisation for Economic Cooperation and Development.  |
| <b>“Other Regulated Market”</b>  | <p>A market which is regulated, operates regulatory and is recognised and open to the public, namely a market:</p> <ul style="list-style-type: none"> <li>(a) that meets the following cumulative criteria: liquidity; multilateral order matching (general matching of bid and ask prices in order to establish a single price); transparency (the circulation of complete information in order to give clients the possibility of tracking trades, thereby ensuring that their orders are executed on current conditions);</li> <li>(b) on which the securities are dealt in at a certain fixed frequency;</li> <li>(c) which is recognised by a state or by a public authority which has been delegated by that state or by another entity which is recognised by that state or by that public authority such as a professional association; and</li> <li>(d) on which the securities dealt are accessible to the public.</li> </ul> |
| <b>“Other State”</b>             | Any State of Europe which is not a Member State, and any State of America, Africa, Asia and Oceania.  |
| <b>“Prohibited Person”</b>       | <p>Any person falling within the definition of prohibited person in Article 8 of the articles of incorporation of the Fund. Such definition includes any person, firm or corporate body whose ownership (whether legal and/or beneficial) of any shares of any classes of a Sub-Fund:</p> <ul style="list-style-type: none"> <li>(a) may be detrimental to the Fund; or</li> <li>(b) may result in a breach of any law or regulation (whether Luxembourg or foreign); or</li> <li>(c) may expose the Fund to tax disadvantages, or other disadvantages, that it would not otherwise have incurred</li> </ul> <p>The Fund may restrict or prevent the ownership of any shares of any classes of a Sub-Fund by such persons (including but not limited to compulsorily redeeming any shares held (whether legally and/or beneficially) by such persons.</p>   |
| <b>“Regulated Market”</b>        | A regulated market within the meaning of Directive 2014/65/EU of the European Parliament and of the Council on markets in financial instruments.  |
| <b>“Regulatory Authority”</b>    | The Luxembourg Supervisory Authority.   |
| <b>“Sustainability Factors”</b>  | Any environmental, social and/or employee matters, respect for human rights, anti-corruption or anti-bribery matters.   |
| <b>“Transferable Securities”</b> | <ul style="list-style-type: none"> <li>(a) Shares and other securities equivalent to shares.</li> <li>(b) Bonds and other debt instruments.</li> <li>(c) Any other negotiable securities which carry the right to acquire any such transferable securities by subscription or to exchanges, with the exclusion of techniques and instruments.</li> </ul>  |

|                   |  |
|-------------------|--|
| “UCI”             | An undertaking for collective investment as defined by Luxembourg law.   |
| “UCITS”           | An undertaking for collective investment in transferable securities under Article 1(2) of 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 undertakings for collective investment in transferable securities (UCITS), as amended. |
| “Volatility”      | The relative rate at which the price of a security moves up and down. A high level of volatility usually means that the price of the relevant security will change widely.   |

## 5.1. Investments

Investments in each Sub-Fund shall consist solely of:

- (a) Transferable Securities and Money Market Instruments listed or dealt in on a Regulated Market;
- (b) Transferable Securities and Money Market Instruments dealt in on an Other Regulated Market in a Member State;
- (c) Transferable Securities and Money Market Instruments admitted to official listing on a stock exchange in an Other State or dealt in on an Other Regulated Market in an Other State;
- (d) recently issued Transferable Securities and Money Market Instruments, provided that:
  - (i) the terms of issue include an undertaking that application will be made for admission to official listing on a Regulated Market, a stock exchange in an Other State or on an Other Regulated Market as described under paragraphs 5.1(a) to (c) above; and
  - (ii) such admission is secured within one year of issue;
- (e) units or shares of other UCITS, including shares/units of a master fund qualifying as UCITS (which shall never neither itself be a feeder fund nor hold units/shares of a feeder fund), and/or other UCIs within the meaning of Article 1, paragraph (2), points (a) and (b) of the UCITS Directive, whether or not established in a Member State under the terms and conditions as set out under Article 41 (1) (e) of the 2010 Law;
- (f) shares of other Sub-Funds to the extent permitted and at the conditions stipulated by the 2010 Law, without being subject to the requirements of the law of 10 August 1915 on commercial companies, as amended (as with respect to the subscription, acquisition and/or the holding by a company of its own shares);
- (g) deposits with credit institutions which are repayable on demand or have the right to be withdrawn, and maturing in no more than 12 months, provided that the credit institution has its registered office in a Member State or, if the registered office of the credit institution is situated in an Other State, provided that it is subject to prudential rules considered by the Regulatory Authority as equivalent to those laid down in EU Law;
- (h) financial derivative instruments, i.e. in particular options, futures, including equivalent cash-settled instruments, dealt in on a Regulated Market or on an Other Regulated Market referred to in paragraphs 5.1(a) to (c) above, and/or financial derivative instruments dealt in OTC (“**OTC derivatives**”), provided that:
  - (i) the underlying consists of instruments covered by this paragraph 5.1 (*Investments*), financial indices, interest rates, foreign exchange rates or currencies, in which the Sub-Fund may invest according to its investment objectives;

- (ii) the counterparties to OTC derivatives are institutions subject to prudential supervision, and belonging to the categories approved by the Regulatory Authority;
- (iii) the OTC derivatives are subject to reliable and verifiable valuation on a daily basis and can be sold, liquidated or closed by an offsetting transaction at any time at their fair value at the Fund's initiative; and
- (iv) under no circumstances shall these operations cause each Sub-Fund to diverge from its investment objectives.

The counterparties to OTC derivatives will be selected among credit institutions and/or investment firms established in EEA countries and/or the US or Japan, rated "Investment Grade" or above and specialised in the relevant type of transaction. Currently, the counterparties to the OTC derivative transactions entered into by the Fund on behalf of the Sub-Funds are Barclays Bank plc, as further specified in each Sub-Fund's investment policy. Barclays Bank plc, acting in its capacity as counterparty, has no discretion over the underlying investments of the Sub-Funds or the indices referenced in the Sub-Funds' investment objectives.

A Sub-Fund may use one or more total return swaps for investment or hedging purposes, in accordance with the conditions set out in the Prospectus and the investment objective and policy of the relevant Sub-Fund.

A total return swap is an agreement in which one party (total return payer) transfers the total economic performance of a reference asset to the other party (total return receiver). Total economic performance may, depending on the nature of the reference asset, include income from interest and/or dividends, gains or losses from market movements, fees, and/or any credit losses.

Each Sub-Fund may incur costs and fees in connection with total return swaps or other financial derivative instruments with similar characteristics, upon entering into total return swaps and/or any increase or decrease of their notional amount. The amount of these fees may be fixed or variable. Information on costs and fees incurred by each Sub-Fund in this respect, as well as the identity of the recipients and any affiliation they may have with the Depositary, the Investment Manager or the Management Company, if applicable, may be available in the annual report of the Fund.

- (i) Money Market Instruments other than those dealt in on a Regulated Market or on an Other Regulated Market, to the extent that the issue or the issuer of such instruments is itself regulated for the purpose of protecting investors and savings, and provided that such instruments are:
  - (i) issued or guaranteed by a central, regional or local authority or by a central bank of a Member State, the European Central Bank, the EU or the European Investment Bank, an Other State or, in case of a Federal State, by one of the members making up the federation, or by a public international body to which one or more Member States belong; or
  - (ii) issued by an undertaking any securities of which are dealt in on Regulated Markets or on Other Regulated Markets referred to in paragraphs 5.1(a) to (c) above; or
  - (iii) 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 Regulatory Authority to be at least as stringent as those laid down by EU Law; or
  - (iv) issued by other bodies belonging to the categories approved by the Regulatory Authority provided that investments in such instruments are subject to investor protection equivalent to that laid down in the first, the second or the third indent and provided that the issuer is a company whose capital and reserves amount to at least ten million Euro (EUR 10,000,000) and which presents and publishes its annual accounts in accordance with directive 78/660/EEC, is an entity which, within a Group of Companies which includes one or several listed companies, is dedicated to the

financing of the group or is an entity which is dedicated to the financing of securitisation vehicles which benefit from a banking liquidity line.

## 5.2. Exceptions

Each Sub-Fund may however:

- (a) invest up to 10% of its net assets in Transferable Securities and Money Market Instruments other than those referred to above under paragraph 5.1 except 5.1(f);
- (b) hold cash and cash equivalents on an ancillary basis; such restriction may exceptionally and temporarily be exceeded if the Board of Directors considers this to be in the best interest of the shareholders;
- (c) borrow up to 10% of its net assets, provided that such borrowings are made only on a temporary basis. Collateral arrangements with respect to the writing of options or the purchase or sale of forward or futures contracts are not deemed to constitute "borrowings" for the purpose of this restriction; and
- (d) acquire foreign currency by means of a back-to-back loan.

## 5.3. Restrictions per issuer

In addition, the Fund shall comply in respect of the net assets of each Sub-Fund with the following investment restrictions per issuer:

- (a) Risk Diversification rules

For the purpose of calculating the restrictions described in paragraphs 5.3(a)(i)(A) to (E), 5.3(a)(ii), 5.3(a)(iii)(A) and 5.3(a)(v) hereunder, companies which are included in the same Group of Companies are regarded as a single issuer.

To the extent an issuer is a legal entity with multiple Sub-Funds where the assets of a Sub-Fund are exclusively reserved to the investors in such Sub-Fund and to those creditors whose claim has arisen in connection with the creation, operation and liquidation of that Sub-Fund, each Sub-Fund is to be considered as a separate issuer for the purpose of the application of the risk spreading rules described under paragraphs 5.3(a)(i)(A)-(E), 5.3(a)(i)(G), 5.3(a)(ii), 5.3(a)(iii)(A), 5.3(a)(iv) and 5.3(a)(v) hereunder.

- (i) Transferable Securities and Money Market Instruments
  - (A) No Sub-Fund may purchase additional Transferable Securities and Money Market Instruments of any single issuer if:
    - (I) upon such purchase more than 10% of its net assets would consist of Transferable Securities and Money Market Instruments of one single issuer; or
    - (II) the total value of all Transferable Securities and Money Market Instruments of issuers in which it invests more than 5% of its net assets would exceed 40% of the value of its net assets. This limitation does not apply to deposits and OTC derivatives made with financial institutions subject to prudential supervision.
  - (B) A Sub-Fund may invest on a cumulative basis up to 20% of its net assets in Transferable Securities and Money Market Instruments issued by the same Group of Companies.

- (C) The limit of 10% set forth above under paragraph 5.3(a)(i)(A)(I) is increased to 35% in respect of Transferable Securities and Money Market Instruments issued or guaranteed by a Member State, by its local authorities, by any Other State or by a public international body of which one or more Member State(s) are member(s).
- (D) The limit of 10% set forth above under paragraph 5.3(a)(i)(A)(I) is increased up to 25% in respect of qualifying debt securities issued by a credit institution which has its registered office in a Member State and which, under applicable law, is submitted to specific public control in order to protect the holders of such qualifying debt securities. For the purposes hereof, “qualifying debt securities” are securities the proceeds of which are invested in accordance with applicable law in assets providing a return which will cover the debt service through to the maturity date of the securities and which will be applied on a priority basis to the payment of principal and interest in the event of a default by the issuer. To the extent that a relevant Sub-Fund invests more than 5% of its net assets in debt securities issued by such an issuer, the total value of such investments may not exceed 80% of the net assets of such Sub-Fund.
- (E) The securities specified above under paragraphs 5.3(a)(i)(C) and (D) are not to be included for purposes of computing the limit of 40% set forth above under paragraph 5.3(a)(i)(A)(II).
- (F) **Notwithstanding the limits set forth above, each Sub-Fund is authorised to invest, in accordance with the principle of risk spreading, up to 100% of its net assets in Transferable Securities and Money Market Instruments issued or guaranteed by a Member State, by its local authorities, by any other Member State of the Organisation for Economic Cooperation and Development (“OECD”) such as the U.S. or by a public international body of which one or more Member State(s) are member(s), provided that:**
- (I) **such securities are part of at least six different issues; and**
- (II) **the securities from any such issue do not account for more than 30% of the net assets of such Sub-Fund.**
- (G) Without prejudice to the limits set forth hereunder under paragraph 5.3(b) (*Limitations on Control*), the limits set forth in paragraph 5.3(a)(i)(A) are raised to a maximum of 20% for investments in shares and/or debt securities issued by the same body when the aim of each Sub-Fund's investment policy is to replicate the composition of a certain stock or debt securities index which is recognised by the Regulatory Authority, on the following basis:
- (I) the composition of the index is sufficiently diversified;
- (II) the index represents an adequate benchmark for the market to which it refers; and
- (III) it is published in an appropriate manner.

The limit of 20% is raised to 35% where that proves to be justified by exceptional market conditions in particular in Regulated Markets where certain Transferable Securities or Money Market Instruments are highly dominant. The investment up to this limit is only permitted for a single issuer.

The Fund does not intend to make use of the extended investment limit of 35% for a single body, unless it is expressly stated and justified in the relevant Sub-Fund's Particulars.

- (ii) Bank Deposits

A Sub-Fund may not invest more than 20% of its net assets in deposits made with the same body.

(iii) Derivative Instruments

- (A) The risk exposure to a counterparty in an OTC derivative may not exceed 10% of each Sub-Fund's net assets when the counterparty is a credit institution referred to in paragraph 5.1(g) above or 5% of its net assets in other cases.
- (B) Investment in financial derivative instruments shall only be made provided that the exposure to the underlying assets does not exceed in aggregate the investment limits set forth in paragraphs 5.3(a)(i)(A) to (E), 5.3(a)(ii), 5.3(a)(iii)(A) and 5.3(a)(v). When each Sub-Fund invests in index-based financial derivative instruments, these investments do not have to be combined to the limits set forth in paragraphs 5.3(a)(i)(A) to (E), 5.3(a)(ii), 5.3(a)(iii)(A) and 5.3(a)(v).
- (C) When a Transferable Security or Money Market Instrument embeds a derivative, the latter must be taken into account when complying with the requirements of paragraphs 5.1(h)(iv), 5.3(a)(iii)(B), 5.3(c), as well as with the risk exposure and information requirements laid down in this Prospectus.

(iv) Units of other UCIs

No Sub-Fund may invest more than 20% of its net assets in the units of a single UCITS or other UCI.

For the purpose of the application of this investment limit, each Sub-Fund of a UCI with multiple compartments within the meaning of Article 40 and 181 of the 2010 Law is to be considered as a separate issuer provided that the principle of segregation of the obligations of the various compartments *vis-à-vis* third parties is ensured.

Investments made in units of UCIs other than UCITS may not in aggregate exceed 30% of the assets of a Sub-Fund.

When a Sub-Fund has acquired units of UCITS and/or other UCIs, the assets of the respective UCITS or other UCIs do not have to be combined for the purposes of the limits laid down in paragraphs 5.3(a)(i)(A) to (E), 5.3(a)(ii), 5.3(a)(iii)(A) and 5.3(a)(v).

When a Sub-Fund invests in the units 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 or any appointed sub-adviser is linked by common management or control, or by a direct or indirect holding of more than 10% of the share capital or of the votes, the Management Company or any appointed sub-adviser or other company may not charge subscription or redemption fees on account of each Sub-Fund's investment in the units of such other UCITS and/or UCIs. Furthermore, the Management Company may, in the foregoing circumstances, only charge an asset management fee to each Sub-Fund of up to 0.25% on the portion of each Sub-Fund's assets invested in such other UCITS and/or UCIs<sup>1</sup>.

A Sub-Fund that invests a substantial portion of its assets in other UCITS and/or other UCIs shall disclose in the Prospectus the maximum level of the asset management fee that may be charged both to each Sub-Fund itself and to the other UCITS and/or other UCIs in which it intends to invest. In its annual report, the Fund shall indicate the maximum proportion of asset management fee charged both to each Sub-Fund itself and to the UCITS and/or other UCIs in which it invests.

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<sup>1</sup> Investors should note that such maxima of 0.25% management fee is not applied in excess of the rate of the TER, respectively the maximum rate of management fee, as currently provided for in the relevant Sub-Fund's Particulars, but is included therein.

(v) Combined limits

- (A) Notwithstanding the individual limits laid down in paragraphs 5.3(a)(i)(A), 5.3(a)(ii) and 5.3(a)(iii)(A), a Sub-Fund may not combine:
- (I) investments in Transferable Securities or Money Market Instruments issued by;
  - (II) deposits made with; and/or
  - (III) exposures arising from OTC derivatives undertaken with a single body in excess of 20% of its net assets.
- (B) The limits set out in paragraphs 5.3(a)(i)(A), (C), (D), 5.3(a)(ii), 5.3(a)(iii)(A) and 5.3(a)(v)(A) may not be combined, and thus each Sub-Fund's investments in Transferable Securities or Money Market Instruments issued by the same body, in deposits or derivative instruments made with this body carried out in accordance with paragraphs 5.3(a)(i)(A), (C), (D), 5.3(a)(ii), 5.3(a)(iii)(A) and 5.3(a)(v)(A) above may not exceed a total of 35 % of the net assets of each Sub-Fund.

(b) Limitations on Control

- (i) No Sub-Fund may acquire such amount of shares carrying voting rights which would enable the Fund to exercise a significant influence over the management of the issuer.
- (ii) Neither any Sub-Fund nor the Fund as a whole may acquire:
- (A) more than 10% of the outstanding non-voting shares of any one issuer;
  - (B) more than 10% of the outstanding debt securities of any one issuer;
  - (C) more than 10% of the Money Market Instruments of any one issuer; or
  - (D) more than 25% of the outstanding shares or units of any one UCITS and/or UCI.

The limits set forth in paragraphs 5.3(b)(ii)(B) to (D) may be disregarded at the time of acquisition if at that time the gross amount of bonds or of the Money Market Instruments or the net amount of the instruments in issue cannot be calculated.

- (iii) The limits set forth above under paragraphs 5.3(b)(i) and (ii) do not apply in respect of:
- (A) Transferable Securities and Money Market Instruments issued or guaranteed by a Member State or by its local authorities;
  - (B) Transferable Securities and Money Market Instruments issued or guaranteed by any Other State;
  - (C) Transferable Securities and Money Market Instruments issued by a public international body of which one or more Member State(s) are member(s);
  - (D) shares in the capital of a company which is incorporated under or organised pursuant to the laws of an Other State provided that:
    - (I) such company invests its assets principally in securities issued by issuers of that State;
    - (II) pursuant to the laws of that State a participation by the relevant Sub-Fund in the equity of such company constitutes the only possible way to purchase securities of issuers of that State; and

- (III) such company observes in its investments policy the restrictions set forth under paragraphs 5.3(a)(i)(A) to (E), 5.3(a)(ii), 5.3(a)(iii)(A), 5.3(a)(iv), 5.3(a)(v) and 5.3(b)(i) and (ii); and
  - (E) shares in the capital of subsidiary companies which, exclusively on its or their behalf carry on only the business of management, advice or marketing in the country where the subsidiary is located, in regard to the redemption of shares at the request of shareholders.
- (c) In addition, the Fund shall comply in respect of its net assets with the following investment restrictions per instrument:
- (i) The Fund shall ensure that an appropriate methodology is used to calculate, monitor and manage the global risk exposure relating to financial derivative instruments for each Sub-Fund, as further detailed for each Sub-Fund in the Sub-Funds Particulars.
  - (ii) The exposure is calculated taking into account the current value of the underlying assets, the counterparty risk, foreseeable market movements and the time available to liquidate the positions.
- (d) Finally, the Fund shall comply in respect of the assets of each Sub-Fund with the following investment restrictions:
- (i) No Sub-Fund may acquire commodities or precious metals or certificates representative thereof, provided that transactions in foreign currencies, financial instruments, indices or Transferable Securities as well as futures and forward contracts, options and swaps thereon are not considered to be transactions in commodities for the purposes of this restriction.
  - (ii) No Sub-Fund may invest in real estate provided that investments may be made in securities secured by real estate or interests therein or issued by companies which invest in real estate or interests therein.
  - (iii) No Sub-Fund may issue warrants or other rights to subscribe for shares in such Sub-Fund.
  - (iv) A Sub-Fund may not grant loans or guarantees in favour of a third party, provided that such restriction shall not prevent each Sub-Fund from investing in non-fully paid-up Transferable Securities, Money Market Instruments or other financial instruments, as mentioned under paragraphs 5.1(e), (h) and (i).
  - (v) The Fund may not enter into uncovered sales of Transferable Securities, Money Market Instruments or other financial instruments as listed under paragraphs 5.1(e), (h) and (i).
- (e) Notwithstanding anything to the contrary herein contained:
- (i) The limits set forth above may be disregarded by each Sub-Fund when exercising subscription rights attaching to securities in such Sub-Fund's portfolio.
  - (ii) If such limits are exceeded for reasons beyond the control of a Sub-Fund or as a result of the exercise of subscription rights, such Sub-Fund must adopt as its priority objective in its sale transactions the remedying of such situation, taking due account of the interests of its shareholders.

The Board of Directors has the right to determine additional investment restrictions to the extent that those restrictions are necessary to comply with the laws and regulations of countries where shares of the Fund are offered or sold.

- (f) Global Risk Exposure and Risk Management

- (i) The Fund must employ a risk-management process which enables it to measure, monitor and manage at any time the risk of the positions in its Sub-Funds and their contribution to the overall risk profile of its portfolios.
  - (ii) In relation to financial derivative instruments the Fund must employ a process (or processes) for accurate and independent assessment of the value of OTC derivatives.
  - (iii) The Fund shall ensure that an appropriate methodology is used to calculate, monitor and manage the global risk exposure relating to financial derivative instruments for each Sub-Fund. Where the global risk exposure is calculated using the commitment approach, the Fund shall ensure that the Sub-Fund's global exposure does not exceed the total net value of the Sub-Fund's assets. Where the global risk exposure is calculated using the value at risk ("VaR") approach, the Fund shall ensure that the Sub-Fund's global exposure remains at all times within the limits applicable to UCITS, in accordance with applicable laws and regulations and specifically with Circular 11/512 of 30 May 2011 issued by the Regulatory Authority, as may be amended from time to time ("**Circular 11/512**").
  - (iv) The global risk exposure is calculated taking into account the current value of the underlying assets, the counterparty risk, future market movements and the time available to liquidate the positions.
  - (v) Each Sub-Fund may invest, according to its investment policy and within the limits laid down under Section 5 (*Investment Restrictions*) and Section 6 (*Use of Financial Techniques and Instruments*) in financial derivative instruments provided that the exposure to the underlying assets does not exceed in aggregate the investment limits laid down under Section 5 (*Investment Restrictions*).
  - (vi) When a Sub-Fund invests in index-based financial derivative instruments, these investments do not necessarily have to be combined to the limits laid down in under Section 5 (*Investment Restrictions*) paragraphs 5.3(a)(i)(A) to (E), 5.3(a)(ii), 5.3(a)(iii)(A) and 5.3(a)(v).
  - (vii) When a Transferable Security or Money Market Instrument embeds a derivative, the latter must be taken into account when complying with the requirements of this Section 5 (*Investment Restrictions*).
  - (viii) Whenever risk management processes adequate to perform the functions described above are employed on behalf of the Fund by the Management Company or the Investment Manager in managing each Sub-Fund, they are deemed to be employed by the Fund.
  - (ix) Further information on the approach used to monitor, measure and manage global risk exposure for each Sub-Fund, in accordance with applicable legal and regulatory requirements, as well as details on the expected level of leverage for each Sub-Fund, if any, are included in the Sub-Funds' Particulars under Appendix 1 (*Sub Funds' Particulars*).
- (g) Management of collateral for OTC derivatives and efficient portfolio management techniques

In the context of OTC derivatives and efficient portfolio management techniques, the Fund may receive collateral with a view to reduce its counterparty risk. This paragraph sets out the regulatory restrictions imposed on collateral received by the Fund.

- (i) All assets received by the Sub-Fund in the context of OTC derivatives and efficient portfolio management techniques shall be considered as collateral for the purpose of these guidelines and should comply with the following criteria:
  - (A) Liquidity: any collateral received other than cash must be 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. Collateral received should also comply with the provisions of Article 56 of the UCITS Directive.

- (B) Valuation: collateral received must be valued on at least a daily basis and assets that exhibit high price volatility should not be accepted as collateral unless suitably conservative valuation haircuts are in place. Daily valuation of the collateral may lead to daily margin calls.
- (C) Issuer credit quality: collateral received must be of high quality.
- (D) Correlation: the collateral received by the UCITS must 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.
- (E) Collateral diversification (asset concentration): collateral must be sufficiently diversified in terms of countries, markets and issuers. The criterion of sufficient diversification with respect to issuer concentration is considered to be respected if the Sub-Fund receives from a counterparty of efficient portfolio management or OTC derivatives a basket of collateral with a maximum exposure to a given issuer of 20% of its net asset value. When a Sub-Fund is exposed to different counterparties, the different baskets of collateral should be aggregated to calculate the 20% limit of exposure to a single issuer.

**By way of derogation, this limit may be exceeded and up to 100% of the collateral received by a Sub-Fund may consist in Transferable Securities and Money Market Instruments issued or guaranteed by a Member State, its local authorities, a member State of the OECD or by a public international body of which one or more Member States are members, provided that such securities or instruments are part of a basket of collateral comprised of securities or instruments of at least six different issues and that the securities or instruments from any one issue do not account for more than 30% of the net assets of the Sub-Fund;**

- (F) Risks linked to the management of collateral, such as operational and legal risks, must be identified, managed and mitigated by the risk management process.
- (G) Where there is title transfer, the collateral received must be held by the Depositary or one of its delegates/sub-custodians. For other types of collateral arrangement, the collateral can be held by a third party custodian which is subject to prudential supervision, and which is unrelated to the provider of the collateral.
- (H) Collateral received must be capable of being fully enforced by the Sub-Fund at any time without reference to or approval from the counterparty.
- (I) Non-cash collateral received should not be sold, reinvested or pledged.
- (J) Cash collateral received should only be:
  - (I) placed on deposit with entities prescribed in paragraph 5.1(g);
  - (II) invested (if allowed under the relevant Sub-Fund's Particulars) in high-quality government bonds and/or short-term money market funds;
  - (III) used for the purpose of reverse repo transactions provided the transactions are with credit institutions subject to prudential supervision and the Sub-Fund is able to recall at any time the full amount of cash on an accrued basis.

- (ii) Reinvested cash collateral (if allowed under the relevant Sub-Fund's Particulars) must be diversified in accordance with the diversification requirements applicable to non-cash collateral.

- (iii) A Sub-Fund receiving collateral for at least 30% of its assets must have an appropriate stress testing policy in place to ensure regular stress tests are carried out under normal and exceptional liquidity conditions to enable the Sub-Fund to assess the liquidity risk attached to the collateral. The liquidity stress testing policy must at least prescribe the following:
  - (A) design of stress test scenario analysis including calibration, certification & sensitivity analysis;
  - (B) empirical approach to impact assessment, including back-testing of liquidity risk estimates;
  - (C) reporting frequency and limit/loss tolerance threshold(s); and
  - (D) mitigation actions to reduce loss such as haircut policy and/or gap risk protection, as the case may be.
- (iv) The Sub-Fund must have in place a clear haircut policy adapted for each class of assets received as collateral. When devising the haircut policy, the Sub-Fund must take into account the characteristics of the assets such as the credit standing or the price volatility, as well as the outcome of the stress tests performed in accordance with the above. This policy must be documented and must justify each decision to apply a specific haircut, or to refrain from applying any haircut, to a certain class of assets.

## **6. Use of Financial Techniques and Instruments**

### **6.1. General**

The Fund may employ techniques and instruments relating to Transferable Securities and Money Market Instrument for efficient portfolio management, for hedging or investment purposes. The use of such techniques and instruments should not result in a change of the declared investment objective of any Sub-Fund or substantially increase the stated risk profile of the Sub-Fund.

When these operations concern the use of OTC derivatives including, without limitation, total return swaps or other financial derivative instruments with similar characteristics, these conditions and limits shall conform to the provisions laid down under Section 5 (*Investment Restrictions*) above.

Under no circumstances shall these operations cause a Sub-Fund to diverge from its investment objectives as laid down under “Investment Objective Policies” in the relevant Sub-Fund’s Particulars.

### **6.2. Techniques and Instruments for Hedging Currency Risks**

In order to protect its present and future assets and liabilities against the fluctuation of currencies, the Fund may enter into foreign exchange transactions, call options or put options in respect of currencies, forward foreign exchange transactions, or transactions for the exchange of currencies, provided that these transactions be made either on a Regulated Market or OTC with eligible counterparties specialising in these types of transactions.

The objective of the transactions referred to above presupposes the existence of a direct relationship between the contemplated transaction and the assets or liabilities to be hedged and implies that, in principle, transactions in a given currency (including a currency bearing a substantial relation to the value of the reference currency of a Sub-Fund (usually referred to as “cross hedging”) may not exceed the total valuation of such assets and liabilities nor may they, as regards their duration, exceed the period where such assets are held or anticipated to be held or for which such liabilities are incurred or anticipated to be incurred.

### **6.3. Restrictions on Securities lending and Repurchase and Reverse Repurchase Transactions**

To the extent permitted by the regulations, and in particular the CSSF Circular 08/356 relating to the rules applicable to undertakings for collective investment when they use certain techniques and instruments relating to transferable securities and money market instruments, each Sub-Fund may, for the purpose of generating additional capital or income or for reducing its costs or risks, engage in securities lending transactions and enter, either as purchaser or seller, into repurchase or reverse repurchase transactions.

Those transactions shall exclusively be entered into for one or more of the following specific aims:

- (a) reduction of risk;
- (b) reduction of cost; and
- (c) generation of additional capital or income for the Fund with a level of risk which is consistent with the risk profile of the Fund and its relevant Sub-Fund and the risk diversification rules applicable to them.
- (d) Moreover, those transactions may be carried out for 100% of the assets held by the relevant Sub-Fund provided:
- (e) that their volume is kept at an appropriate level or that the Fund is entitled to request the return of the securities lent in a manner that enables it, at all times, to meet its redemption obligations; and
- (f) that these transactions do not jeopardise the management of the Fund's assets in accordance with the investment policy of the relevant Sub-Fund.

Securities lending transactions and repurchase or reverse repurchase transactions may involve certain risks, including, as the case may be, counterparty risk and conflicts of interest. Please refer to section 4.8 above for a description of the risks involved in these activities and where appropriate, depending on their use by a particular Sub-Fund, to the relevant Sub-Fund's Particulars. These risks shall be captured by the risk management process of the Fund. As of the date of the present Prospectus, the Fund does not use securities lending, repurchase or reverse repurchase transactions and the Prospectus will be updated in the case where this would change in the future.

All revenues arising from securities lending transactions and repurchase or reverse repurchase transactions, net of direct and indirect operational costs and fees (which may be fixed or variable), will be returned to the relevant Sub-Fund making 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 Depository, the Management Company and/or the Investment Manager – will be available in the annual report of the Fund, where applicable.

These transactions will be subject to the main investment restrictions described under the following paragraphs, it being understood that this list is not exhaustive.

The net exposures of a Sub-Fund (i.e. the exposures of a Sub-Fund less the collateral received by the Sub-Fund) to a counterparty arising from securities lending transactions or reverse repurchase/repurchase agreement transactions shall be taken into account in the 20% limit provided for in Article 43(2) of the 2010 Law (i.e. under Section 5 (*Investment Restrictions*), paragraph 5.3(a)(v)(A)).

#### **6.3.1. Securities lending transactions**

Securities lending transactions are transactions whereby a lender transfers securities or instruments to a borrower, subject to a commitment that the borrower will return equivalent securities or instruments on a future date or when requested to do so by the lender, such transaction being considered as securities lending for the party transferring the securities or instruments and being considered as securities borrowing for the counterparty to which they are transferred.

Where specified in its Particulars, a Sub-Fund may enter into securities lending transactions as lender of securities or instruments.

The Fund may enter into securities lending transactions provided that it complies with the following rules:

- (a) the Fund must be able at any time to recall any security that has been lent out or terminate any Securities Lending Transaction into which it has entered;
- (b) the Fund may lend securities either directly or through a standardised system organised by a recognised clearing institution or a lending program organised by a financial institution subject to prudential supervision rules which are recognised by the CSSF as equivalent to those laid down in EU law and specialised in this type of transaction;
- (c) the borrower must be subject to prudential supervision rules considered by the CSSF as equivalent to those prescribed by EU law;
- (d) the counterparty risk of the Fund vis-à-vis a single counterparty arising from one or more Securities Lending Transaction(s) must be combined with counterparty risk arising from OTC derivatives undertaken with the same counterparty when calculating the 5% or 10% counterparty risk limits laid down in paragraph 5.3(a)(iii) of Section 5 (*Investment Restrictions*);
- (e) as part of its lending transactions, the Fund must receive collateral 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, the value of which, during the duration of the lending agreement, must be equal to at least 90% of the global valuation of the securities lent (interests, dividends and other eventual rights included). Non-cash collateral must be sufficiently diversified in accordance with paragraph 5.3(g)(i)(E) (*Collateral diversification*) of Section 5 (*Investment Restrictions*);
- (f) such collateral must be received prior to or simultaneously with the transfer of the securities lent. When the securities are lent through one of the intermediaries referred to under paragraph 6.3.1(b), the transfer of the securities lent may be effected prior to receipt of the collateral, if the relevant intermediary ensures proper completion of the transaction. Such intermediary may provide collateral in lieu of the borrower;
- (g) the collateral must be given in the form of:
  - (i) liquid assets such as cash, short term bank deposits, money market instruments as defined in Directive 2007/16/EC of 19 March 2007, letters of credit and guarantees at first demand issued by a first class credit institution not affiliated to the counterparty;
  - (ii) bonds issued or guaranteed by a Member State of the OECD or by their local authorities or supranational institutions and bodies of a community, regional or world-wide scope;
  - (iii) shares or units issued by money market-type UCIs calculating a daily net asset value and having a rating of AAA or its equivalent;
  - (iv) shares or units issued by UCITS investing mainly in bonds/shares mentioned under paragraphs 6.3.1(g)(v) and (vi);
  - (v) bonds issued or guaranteed by first class issuers offering adequate liquidity; or
  - (vi) shares admitted to or dealt in on a regulated market of a Member State of the European Union or on a stock exchange of a Member State of the OECD, provided that these shares are included in a main index;
- (h) the collateral given under any form other than cash or shares/units of a UCI/UCITS shall be issued by an entity not affiliated to the counterparty;

- (i) when the collateral given in the form of cash exposes the Fund to a credit risk vis-à-vis the trustee of this collateral, such exposure shall be subject to the 20% limitation as laid down in paragraph 5.3(a)(ii) of Section 5 (*Investment Restrictions*);
- (j) the collateral given in a form other than cash may be safekept by a third party custodian which is subject to prudential supervision and which is unrelated to the provider of the collateral but shall be safekept by the Depositary or one of its delegates/sub-custodians in case of a title transfer;
- (k) the Fund shall calculate on a daily basis the value of the collateral received. If the value of the collateral already granted appears to be insufficient in comparison with the amount to be covered, the counterparty shall provide additional collateral within a very short timeframe. A haircut policy adapted for each class of assets received as collateral shall apply in order to take into consideration credit risks, exchange rate risks or market risks inherent to the assets accepted as collateral. In addition, when the Fund receives collateral for at least 30% of the net assets of the relevant Sub-Fund, it shall have an appropriate stress testing policy in place to ensure that regular stress tests are carried out under normal and exceptional liquidity conditions to enable the Fund to assess the liquidity risk attached to the collateral;
- (l) the Fund shall ensure that it is able to claim its rights on the collateral in case of the occurrence of an event of default, meaning that the collateral shall be available at all times, either directly or through the intermediary of a first class financial institution or a wholly-owned subsidiary of this institution, in such a manner that the Fund is able to appropriate or realise the assets given as collateral, without delay, if the counterparty does not comply with its obligation to return the securities lent;
- (m) during the duration of the collateral agreement, the collateral cannot be sold or given as a security or pledged; and
- (n) the Fund shall disclose the global valuation of the securities lent in the annual and semi-annual reports.

### 6.3.2. Repurchase or reverse repurchase transactions

The Fund may enter into:

- (a) repurchase transactions which consist of the purchase or sale of securities with a clause reserving the seller the right or the obligation to repurchase from the acquirer the securities sold at a price and term specified by the two parties in their contractual arrangement; and
- (b) reverse repurchase agreement transactions, which consist of a forward transaction at the maturity of which the seller (counterparty) has the obligation to repurchase the securities sold and the Fund the obligation to return the securities received under the transaction (collectively, the “**repo transactions**”).

The Fund can act either as purchaser or seller in repo transactions. Its involvement in such transactions is however subject to the following rules:

- (a) The counterparty to the repo transaction must be subject to prudential supervision rules considered by the CSSF as equivalent to those prescribed by EU law;
- (b) the counterparty risk of the Fund vis-à-vis a single counterparty arising from one or more repo transaction(s) must be combined with counterparty risk arising from OTC derivatives undertaken with the same counterparty when calculating the 5% or 10% counterparty risk limits laid down in paragraph 5.3(a)(iii) of Section 5 (*Investment Restrictions*).
- (c) the Fund shall be able at any time:
  - (i) to recall the full amount of cash or securities subject to a repo transaction; or
  - (ii) 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 Fund;

- (d) during the life of a repo transaction with the Fund acting as purchaser, the Fund shall not sell or pledge/give as security the securities which are the object of the contract before the counterparty has exercised its option or until the deadline for the repurchase has expired, unless, to the extent permitted by applicable regulation, where the Fund has other means of coverage;
- (e) the securities acquired by the Fund under a repo transaction must conform to the Sub-Fund's investment policy and investment restrictions (in addition, securities acquired by the Fund for a Sub-Fund must be sufficiently diversified in accordance with paragraph 5.3(g)(i)(E) (*Collateral diversification*) of Section 5 (*Investment Restrictions*)) and must be limited to:
  - (i) short-term bank certificates or money market instruments as defined in Directive 2007/16/EC of 19 March 2007;
  - (ii) bonds issued by non-governmental issuers offering adequate liquidity; and,
  - (iii) assets referred to under paragraphs 6.3.1(g)(ii), (iii) and (vi); and
- (f) the Fund shall disclose the total amount of the open repo transactions on the date of reference of its annual and semi-annual reports.

## 6.4. Reinvestment of the cash collateral

Without prejudice to the more restrictive provisions in paragraph 5.3(g) of Section 5 (*Investment Restrictions*), the Fund may reinvest the collateral received in the form of cash under OTC derivatives, securities lending and/or repo transactions in:

- (a) shares or units of short-term money market UCIs, as defined in CESR's Guidelines on a common definition of European money market funds (CESR/10-049);
- (b) short-term bank deposits eligible in accordance with paragraph 5.1 of Section 5 (*Investment Restrictions*) above;
- (c) high quality government bonds; and
- (d) reverse repurchase agreements.

In addition, the conditions under paragraphs 6.3.1(h) to (j) and 6.3.1(m) above, shall apply mutatis mutandis to the assets into which the cash collateral is reinvested. The reinvestment of the cash collateral is subject to the diversification rules laid down in paragraph 5.3(g)(i)(E) (*Collateral diversification*) of Section 5 (*Investment Restrictions*) above. The reinvestment of the cash collateral in financial assets providing a return in excess of the risk free rate shall be taken into account for the calculation of the Fund's global exposure in accordance with paragraph 5.3(f) of Section 5 (*Investment Restrictions*) above. The annual and semi-annual reports of the Fund shall disclose the assets into which the cash collateral is re-invested.

## 6.5. Haircut policy

### 6.5.1. General

Haircuts will be applied in regard to the calculation of the value of the collateral. A haircut is a reduction to the market value of a security in order to provide a safety margin in case the market value of that security falls. The applicable haircut levels will be a function of the characteristics of the particular collateral assets such as credit standing, price volatility or potential loss in extreme market conditions (for instance, haircuts applied to equity and corporate bonds are typically higher than those applied to high quality government bonds). In particular, valuation haircuts will likely be applied to bonds rated below A- or with more than one year to maturity.

These haircuts applied to bonds may range from 0.5% to more than 10%. For equity collateral, valuation haircuts applied may be up to 25%. For shares or units issued by money market-type UCIs, valuation haircuts applied may be up to 10%. For shares or units issued by UCITS, haircuts applied may be up to 20%. The value of the collateral will be calculated as the market value of the respective assets adjusted by the relevant haircut. No haircut will generally be applicable to collateral in the form of liquid assets set out under paragraph 6.3.1 (g) (i) unless it exposes the Sub-Fund to currency risk.

### **6.5.2. OTC derivatives**

In the event that OTC derivative transactions providing exposure to an underlying asset are not re-set (by settling the mark-to-market value) when the gross counterparty risk of the Sub-Fund's OTC derivative transactions concluded with the same counterparty is approaching or has reached the limits specified in Section 5 (*Investment Restrictions*) above, the Fund will reduce the gross counterparty risk of the Sub-Fund's OTC derivative transactions by causing the counterparty to deliver collateral in the form prescribed by the CSSF Circulars 08/356 and 13/559, as summarised above.

For any such Sub-Fund, the Fund and the OTC derivative counterparty will enter into an ISDA Credit Support Annex under which collateral will be transferred to the Fund under the conditions described in paragraph 5.3(g) of Section 5 (*Investment Restrictions*).

This collateral will be made up of the assets set out under paragraph 6.3.1(g) (i) to (vi). This collateral will be held by the Fund's Depositary or its delegates or sub-custodians. The relevant Sub-Funds have full legal rights to this collateral. In the event that the counterparty defaults or becomes insolvent, this collateral would be used to enable investors to recoup at least some of their money. Whilst the collateral may not cover the full value of the relevant OTC derivative transaction(s), it aims to cover at least 95% of the value of such transaction(s) at all times where the counterparty is not a credit institution and 90% in all other cases.

## **7. Management and Administration**

### **7.1. Board of Directors of the Fund**

The Board of Directors has overall responsibility for the management and administration of the Fund, its Sub-Funds and its corresponding classes of shares (if any), for authorising the creation of Sub-Funds and for establishing and monitoring their investment policies and restrictions.

### **7.2. Management Company**

FundRock Management Company S.A. (formerly known as RBS (Luxembourg) S.A.) serves as the Fund's designated management company within the meaning of the 2010 Law and pursuant to a fund management company agreement dated as of 22 June 2016 and effective as from 1 March 2016, entered into by and between the Fund and the Management Company (the "**Fund Management Company Agreement**"). The Management Company will provide, subject to the overall control of the Board of Directors and without limitation:

- (a) asset management services;
- (b) central administration, registrar and transfer agency services; and
- (c) distribution services to the Fund.

The rights and duties of the Management Company are further laid down in articles 101 et seq. of the 2010 Law.

The Management Company must at all times act honestly and fairly in conducting its activities in the best interests of the shareholders and in conformity with the 2010 Law, this Prospectus and the articles of incorporation of the Fund.

The Management Company was incorporated as a “*société anonyme*” under the laws of Luxembourg on 10 November 2004 and its consolidated articles were published in the *Recueil Electronique des Sociétés et Associations* on 19 January 2016. The Management Company is registered with the Luxembourg Trade and Companies Register under the number B 104 196 and is approved as a management company regulated by chapter 15 of the 2010 Law.

The Management Company has a board of directors which, at the date of this Prospectus, consists of the following members:

- (a) Romain Denis, Executive Director - IT Projects, Data Management & Strategic Projects, FundRock Management Company S.A., Luxembourg
- (b) Xavier Parain, Executive Director – Chief Executive Officer, FundRock Management Company S.A., Luxembourg
- (c) Thibault Gregoire, Executive Director – Chief Financial Officer, FundRock Management Company S.A., Luxembourg
- (d) Tracey McDermott, Independent Non-Executive Director, Luxembourg
- (e) Michael Vareika, Independent Non-Executive Director, Luxembourg

The following persons are the conducting officers (*dirigeants*) of the Management Company:

- (a) Romain Denis, Executive Director - IT Projects, Data Management & Strategic Projects
- (b) Matteo Sbrolla – Director – Investment Management & Distribution Oversight
- (c) Emmanuel Nantas – Director – Compliance
- (d) Franck Caramelle – Director – Alternative Investments
- (e) Alexis Fernandez – Head of Projects & Services – Information System Departmenet

The Management Company is vested with the day-to-day administration of the Fund. In fulfilling its duties as set forth by the 2010 Law and the Fund Management Company Agreement, the Management Company is authorised, for the purpose of a more efficient conduct of its business, to delegate, under its responsibility and control, and with the prior consent of the Fund and subject to the approval of the *Commission de Surveillance du Secteur Financier* (the “**CSSF**”), part or all of its functions and duties to any third party, which, having regard to the nature of the functions and duties to be delegated, must be qualified and capable of undertaking the duties in question. The Management Company shall remain liable to the Fund in respect of all matters so delegated.

The Management Company will require any such agent to which it intends to delegate its duties to comply with the provisions of this Prospectus, the articles of incorporation of the Fund and the relevant provisions of the Fund Management Company Agreement as well as the 2010 Law.

In relation to any delegated duty, the Management Company shall implement appropriate control mechanisms and procedures, including risk management controls, and regular reporting processes in order to ensure an effective supervision of the third parties to whom functions and duties have been delegated and that the services provided by such third party services providers are in compliance with the articles of incorporation of the Fund, this Prospectus and the agreement entered into with the relevant third party services provider as well as the 2010 Law.

The Management Company shall be careful and diligent in the selection and monitoring of the third parties to whom functions and duties may be delegated and ensure that the relevant third parties have sufficient experience and knowledge as well as the necessary authorisations required to carry out the functions delegated to them.

In accordance with and subject to the terms of the Fund Management Company Agreement (as amended from time to time) and under its own supervision, responsibility and expense, the Management Company is

authorised to delegate its management and advisory duties and functions. Any such delegation is subject to the prior approval of the Fund and, to the extent required by applicable law, any regulatory authorities.

The following functions have been delegated by the Management Company to third parties: investment management of all Sub-Funds, administration, marketing, distribution and registration of Sub-Funds or classes of shares with foreign competent authorities, as may be further set forth in this Prospectus and in the Sub-Funds' Particulars.

In particular, the following functions have been delegated by the Management Company:

- (a) Investment management services, including compliance with the investment restrictions, to China Post Global (UK) Limited;
- (b) Provision of certain services as agreed from time to time, including but not limited to assistance in relation to the registrations of the Sub-Funds to Global Funds Registration Ltd (GFR);
- (c) Global distribution and marketing of the shares of the Sub-Funds to China Post Global (UK) Limited
- (d) Administration, registrar and transfer agency services, accounting and valuations of the Sub-Funds to RBC Investor Services Bank S.A.;
- (e) Data processing, including the recording of each portfolio transaction or subscription, redemption or conversion order to RBC Investor Services Bank S.A.; and
- (f) Collateral management for OTC swap transactions for the relevant Sub-Funds, as the case may be, to RBC Investor Services Bank S.A.

The Management Company has established and applies a remuneration policy in accordance with principles laid out under the UCITS Directive and any related legal and regulatory provisions applicable in Luxembourg.

The remuneration policy is aligned with the business strategy, objectives, values and interests of the Management Company and the UCITS that it manages and of the investors in such UCITS, and which includes, inter alia, measures to avoid conflicts of interest; and it is consistent with and promotes sound and effective risk management and does not encourage risk taking which is inconsistent with the risk profiles, rules or instruments of incorporation of the UCITS that the Management Company manages.

As an independent management company relying on a full-delegation model (i.e. delegation of the collective portfolio management function), the Management Company ensures that its remuneration policy adequately reflects the predominance of its oversight activity within its core activities. As such, it should be noted that the Management Company's employees who are identified as risk-takers in accordance with the UCITS Directive are not remunerated based on the performance of the UCITS under management.

The Management Company's remuneration policy, in a multi-year framework, ensures a balanced regime where remuneration both drives and rewards the performance of its employees in a measured, fair and well-thought-out fashion, which relies on the following principles\*:

- Identification of the persons responsible for awarding remuneration and benefits (under the supervision of the remuneration committee and subject to the control of an independent internal audit committee);
- Identification of the functions performed within the Management Company which may impact the performance of the UCITS under management;
- Calculation of remuneration and benefits based on the combination of individual and company's performance assessment;
- Determination of a balanced remuneration (fixed and variable);
- Implementation of an appropriate retention policy with regards to financial instruments used as variable remuneration;

- Deferral of variable remuneration over 3-year periods;
- Implementation of control procedures/adequate contractual arrangements on the remuneration guidelines set up by the Management Company's respective portfolio management delegates.

\*It should be noted that the Management Company's remuneration policy may be subject to certain amendments and/or adjustments.

Details of the up-to-date remuneration policy of the Management Company, including a description of how remuneration and benefits are calculated and the identity of persons responsible for awarding the remuneration and benefits, including the composition of the remuneration committee, are available at: [https://www.fundrock.com/pdf/Fundrock\\_Remuneration\\_policy.pdf](https://www.fundrock.com/pdf/Fundrock_Remuneration_policy.pdf). A paper version of this remuneration policy is made available free of charge to investors upon request at the Management Company's registered office.

The Fund Management Company Agreement has been entered into for an undetermined period of time and may be terminated by either the Fund or the Management Company upon serving to the other a written notice at least ninety days prior to the termination.

### **7.3. The Investment Manager**

The Management Company has appointed, with the consent of the Fund, China Post Global (UK) Limited (the "**Investment Manager**") as investment manager of the Fund. China Post Global (UK) Limited was appointed as Investment Manager in replacement of Mirabella Financial Services LLP, effective as of 26 September 2017, pursuant to an investment management agreement between China Post Global (UK) Limited, the Management Company and the Fund (the "**Investment Management Agreement**").

During the period from 1 March 2016 to 26 September 2017, China Post Global (UK) Limited seconded four of its employees to Mirabella Financial Services LLP to lead the provision of services as the Investment Manager to the Fund.

China Post Global (UK) Limited is a registered investment advisory and investment management firm located in London, United Kingdom and incorporated on 18 January 2016. China Post Global (UK) Limited is authorised and regulated by the Financial Conduct Authority of the United Kingdom ("**FCA**") to enable it to (*inter alia*) act as Investment Manager to the Fund, as appointed by the Fund.

#### **7.3.1. Main responsibilities of the Investment Manager**

Pursuant to the above-mentioned Investment Management Agreement, the Investment Manager shall provide the Management Company with advice, reports and recommendations in connection with the management of the assets of the relevant Sub-Funds and shall advise the Management Company as to the selection of the transferable securities and other assets constituting the portfolios of such Sub-Funds. Under the terms of the same agreement, the Investment Manager has discretion, on a day-to-day basis and subject to the overall control and ultimate responsibility of the Management Company, to purchase and sell securities and other eligible financial liquid assets and otherwise to manage the relevant Sub-Funds' portfolios.

The Investment Manager, in the execution of its duties and the exercise of its powers, shall be responsible for the compliance by the Sub-Funds with their investment policy and restrictions. The Investment Manager may, subject to the approval of the Board of Directors, the Management Company and the CSSF, sub-delegate its powers, in which case this Prospectus will be updated or supplemented accordingly. The Investment Manager shall remain responsible for the proper performance by such party of those responsibilities so delegated.

#### **7.3.2. Fees of the Investment Manager**

The remuneration of the Investment Manager is paid out of the assets of the Fund and included in the relevant total expense ratio set out in the relevant Sub-Fund's Particulars.

## 7.4. Depositary and Central Administration

RBC Investor Services Bank S.A. (“**RBC**”) is acting as depositary and principal paying agent (the “**Depositary**”) of the Fund’s assets under the terms of an agreement effective as from 18 March 2016. This agreement is entered into for an unlimited period of time unless terminated by either party giving the other at least ninety days’ prior notice.

It was also appointed as domiciliary and corporate, central administrative, registrar, transfer, principal paying and listing agent of the Fund under the terms of:

- (a) an administration agency agreement dated July 28, 2008 and entered into by and between RBC Investor Services Bank S.A., the Management Company and the Fund by which RBC Investor Services Bank S.A. (the “**Administrative Agent**”) is appointed as central administrative agent and registrar and transfer agent of the fund (the “**Administration Agency Agreement**”); and
- (b) an investment fund service agreement dated July 28, 2008 and entered into by and between RBC Investor Services Bank S.A. and the Fund (the “**Investment Fund Service Agreement**”) by which RBC Investor Services Bank S.A. (the “**Domiciliary Agent**”) is appointed as domiciliary and corporate agent as well as principal paying and listing agent.

These agreements are entered into for an unlimited period of time unless terminated by either party giving the others at least ninety days’ prior notice.

### 7.4.1. Main responsibilities of the Depositary

The Depositary has responsibility for the

- (a) safekeeping of the Fund’s assets,
- (b) oversight duties,
- (c) cash flow monitoring, and
- (d) principal paying agency functions.

in accordance with the 2010 Law, and the Depositary Bank and Principal Paying Agent Agreement effective as of 18 March 2016 and entered into between the Fund and RBC (the “**Depositary Bank and Principal Paying Agent Agreement**”).

RBC is registered with the Luxembourg Trade and Companies’ Register 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 (the “**1993 Law**”) and specialises in custody, fund administration and related services. Its equity capital as at 31 October 2016 amounted to approximately EUR 1,059,950,131.-.

The Depositary has been authorized by the Fund 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 or via the following website link:  
<http://gmi.rbcits.com/rt/gss.nsf/Royal+Trust+Updates+Mini/53A7E8D6A49C9AA285257FA8004999BF?open&document>.

The Depositary shall act honestly, fairly, professionally, independently and solely in the interests of the Fund and the shareholders in the execution of its duties under the 2010 Law and the Depositary Bank and Principal Paying Agent Agreement.

Under its oversight duties, the Depositary will:

- ensure that the sale, issue, repurchase, redemption and cancellation of shares effected on behalf of the Fund are carried out in accordance with the 2010 Law and with the articles of incorporation of the Fund,
- ensure that the value of shares is calculated in accordance with the 2010 Law and the articles of incorporation of the Fund,
- carry out the instructions of the Fund or the Management Company acting on behalf of the Fund, unless they conflict with the 2010 Law or the articles of incorporation of the Fund,
- 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 2010 Law or the articles of incorporation of the Fund.

The Depositary will also ensure that cash flows are properly monitored in accordance with the 2010 Law and the Depositary Bank and Principal Paying Agent Agreement.

#### **7.4.2. Depositary's conflicts of interests**

From time to time conflicts of interests may arise between the Depositary 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 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 1993 Law.

Further, potential conflicts of interest may arise from the provision by the Depositary and/or its affiliates of other services to the Fund, the Management Company and/or other parties. For example, the Depositary and/or its affiliates may act as the depositary, custodian and/or administrator of other funds. It is therefore possible that the Depositary (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 Depositary (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 Depositary 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 or via the following website link: [https://www.rbcits.com/AboutUs/CorporateGovernance/p\\_InformationOnConflictsOfInterestPolicy.aspx](https://www.rbcits.com/AboutUs/CorporateGovernance/p_InformationOnConflictsOfInterestPolicy.aspx).

#### **7.4.3. Fees and costs of the Depository, Domiciliary and Administrative Agent**

The fees for the Depository, Domiciliary and Administrative Agent's services are charged out of the assets of the relevant Sub-Fund of the Fund in accordance with normal practice in Luxembourg and included in the total expense ratio set out in the relevant Sub-Fund's Particulars.

### **7.5. The Pricing Agent (Swap Valuation)**

Where applicable, for the purpose of a proper calculation of the net asset value of the Sub-Funds, Barclays Bank plc (as applicable) (the "**Pricing Agent**") in its capacity as swap counterparty to certain Sub-Funds shall be responsible for providing the Administrative Agent, on each Valuation Date as this term is defined in each Sub-Fund's Particulars, with the relevant market value of the swap agreements entered into by the corresponding Sub-Funds.

### **7.6. The Market Makers**

Subject to the terms of their appointment, Primary Authorised Participants and Secondary Authorised Participants approved by the Fund may act as market makers for the shares of some Sub-Funds of the Fund, maintaining bids and offers on a secondary market where the shares of such Sub-Funds are listed (the "**Market Makers**"), as further detailed in the relevant Sub-Fund's Particulars. An updated list of the Market Makers is available at the registered office of the Fund.

### **7.7. The Global Distributor**

The Management Company has appointed China Post Global (UK) Limited, domiciled in London, as Global Distributor (the "**Global Distributor**") pursuant to a global distribution agreement entered into between the Fund, the Management Company and the Global Distributor dated as of 1 March 2016.

#### **7.7.1. Main responsibilities of the Global Distributor**

The Global Distributor has been appointed as principal distributor of the shares of the Fund on a worldwide basis. The Global Distributor shall provide the Fund with recommendations in connection with the appointment of Primary Authorised Participants and Secondary Authorised Participants and is authorised to appoint one or more sub-distributors or sub-introducers of shares of the Fund in any country.

## **8. Dividends**

The objective of the Fund's investment policy in respect of the Sub-Funds is mainly to maintain capital in real terms and secure long-term growth of the assets. Unless otherwise specified in a Sub-Funds' Particulars, there are therefore no provisions for a distribution by way of dividend.

However, the Board of Directors does not rule out the option of offering to the shareholders of any Sub-Fund, respectively of any class of shares, at the annual general meeting the payment of a dividend if such is deemed beneficial to the shareholders of such Sub-Fund, respectively of any class of shares. The vote on the payment of a dividend (if any) of a particular Sub-Fund requires a majority vote from the meeting of shareholders of the Sub-Fund concerned. Same requirement applies with respect to a class of shares.

The shares of each class of shares within a Sub-Fund have equal rights with respect to distribution of dividends attributable to such class of shares (if any) and to the liquidation proceeds of the relevant Sub-Fund.

In the event that there is a distribution of dividends, the dividend may relate to all the net assets of each Sub-Fund concerned, provided this distribution does not cause a decrease in the global net assets of the Fund, all Sub-Funds jointly, below the legal minimum, i.e. EUR 1,250,000.00.

Interim dividends may also be distributed as the Board of Directors may determine.

Dividend payment notices shall be published, in the case where bearer shares represented by a Global Share Certificate are issued, in a Luxembourg newspaper and in any other newspaper which the Board of Directors deems appropriate. Registered shareholders, if any, will be paid by means of a cheque sent to their address as indicated in the register of shareholders or by bank transfer in accordance with their instructions. Dividends payable with respect to bearer shares issued under and represented by a Global Share Certificate, as further explained under Section 2 (*Share Capital*) of this Prospectus, will be paid in accordance with the rules of the relevant stock exchange and/or the rules of the relevant Clearing Agent.

Dividends which have not been claimed within five years of their date of availability for payment will be subject to a period of limitation and will revert to the relevant Sub-Fund or class of shares to which they are attributable.

## 9. Net Asset Value

The net asset value per share of each Sub-Fund, respectively each class of shares, is determined under the responsibility of the Board of Directors at a periodicity as set out in the relevant Sub-Fund's Particulars.

The net value of the assets closest to the last day of the financial year and the half-year period will, however, be replaced by a net asset value calculated on the last day of the relevant period in order to prepare the financial statements.

The net asset value per share of each class of shares within a Sub-Fund shall be determined by dividing the value of the net assets of the Sub-Fund attributable to the relevant class of shares, being the value of the assets of the Sub-Fund attributable to this class of shares after deduction of the liabilities of the Sub-Fund attributable to such class of shares, by the total number of shares of the said class of shares in circulation at that time and rounded up or down to the nearest ten-thousandth of the base currency of the corresponding class of shares.

If the base currency of the class of shares concerned is different from the reference currency of the corresponding Sub-Fund, the net assets of the Sub-Fund attributed to the class of shares valued in the reference currency of the Sub-Fund shall be converted into the base currency of the class of shares concerned.

The net assets of the different Sub-Funds will be valued as follows:

- (a) The assets of the Fund will specifically include:
  - (i) all cash in hand or with banks, including interest due but not yet paid and interest accrued on these deposits up to the Valuation Date;
  - (ii) all bills and notes payable on sight and accounts receivable (including returns on sales of securities, the price of which has not yet been collected);
  - (iii) all securities, units, shares, debt securities, option or subscription rights and other investments and transferable securities which are the property of the Fund;

- (iv) all dividends and distributions receivable by the Fund in cash or in securities to the extent that the Fund is aware of such;
  - (v) all interest due but not yet paid and all interest generated up to the Valuation Date by securities belonging to the Fund, unless such interest is included in the principal of these securities;
  - (vi) all other assets of any nature whatsoever, including expenses paid on account.
- (b) The value of the Fund's assets is established as follows:
- (i) the value of the cash in hand or on deposit, the bills and promissory notes payable at sight and the accounts receivable, the prepaid expenses, dividends and interest declared or due but not yet received will be valued at their nominal value, unless it proves unlikely that this value can be obtained. If this should be the case, the value of these assets will be determined by deducting an amount which the Fund judges sufficient to reflect the real value of the said assets;
  - (ii) the valuation of any financial asset officially listed or dealt in on a Regulated Market, a stock exchange in an Other State or on any Other Regulated Market will be based on the last known price in Luxembourg on the Valuation Date and, if this financial asset is traded on several of these stock exchanges or markets, will be based on the last known price of the Regulated Market, stock exchange in an Other State or Other Regulated Market considered to be the principal market for this asset. If the last known price is not representative, the valuation shall be based on the probable realisation value estimated by the Board of Directors with due care and in good faith;
  - (iii) financial assets not listed or dealt in on any Regulated Market, any stock exchange in an Other State or on any Other Regulated Market will be valued on the basis of the probable realisation value estimated by the Board of Directors conservatively and in good faith;
  - (iv) the liquidation value of fixed-term contracts (futures and forward) or of options not officially traded on Regulated Markets, stock exchanges in Other States or on Other Regulated Markets will be determined on the basis of the net value of the said contracts valued in accordance with the valuation policy adopted by the Board of Directors and based on the relevant principles pertaining to the nature of the contracts;
  - (v) the liquidation value of fixed-term contracts (futures and forward) or of options officially traded on Regulated Markets, stock exchanges in Other States or on Other Regulated Markets will be determined on the basis of the last liquidation price available on Regulated Markets, stock exchanges in Other States or on Other Regulated Markets on which these specific contracts are traded by the Fund, and assuming a specific contract could not be liquidated on the corresponding Valuation Date, the basis applied as a means of determining the liquidation value of the said contract will be the value deemed by the Board of Directors to be fair and reasonable;
  - (vi) index or financial instrument related swaps will be valued at their market value established by reference to the applicable index or financial instrument. The valuation of the index or financial instrument related swap agreement shall be based upon the market value of such swap transaction, which is subject to parameters such as the level of the index, the interest rates, the equity dividend yields and the estimated index Volatility;
  - (vii) where required, an appropriate model, as determined by the Board of Directors, will be used to value the various Sub-Fund strategies. The Board of Directors has the right to check the valuations of the swap agreements by comparing them with valuations requested from a third party produced on the basis of retraceable criteria. In the event of any doubt, the Board of Directors is obliged to have the valuations checked by a third party. The valuation criteria must be chosen in such a way that they can be controlled

by the Fund's independent auditors. Furthermore, the independent auditors will carry out their audit of the Fund, including procedures relating to the swap agreements;

- (viii) securities denominated in a currency other than that of the corresponding Sub-Fund will be converted at the relevant exchange rate of the currency concerned; and
- (ix) units or shares of other open-ended UCIs/UCITS will be valued on the basis of the last net asset value available or, if such price is not representative of the fair market value of such assets, then the price shall be determined by the Board of Directors on a fair and equitable basis. Units or shares of a closed-ended UCI will be valued at their last available stock market value.

For the purpose of determining the value of the Fund's assets, the Administrative Agent relies upon information received from various pricing sources (including the Pricing Agents for swap agreements) and the guidelines from the Board of Directors. In the absence of manifest error, the Administrative Agent shall not be responsible for checking the accuracy of the valuations provided by such pricing sources.

In circumstances where one or more pricing sources fail to provide valuations to the Administrative Agent, the latter is authorised not to calculate a net asset value and as a result may be unable to determine subscription and redemption prices. The Board of Directors shall be informed immediately by the Administrative Agent should this situation arise. The Board of Directors may then decide to suspend the net asset value calculation, in accordance with the procedures set out in Section 10 (*Suspension of the Net Asset Value Calculation and of the Issue, Repurchase and Conversion of Shares*).

For the avoidance of doubt, in exceptional circumstances where some of the prices of the underlying constituents of an index are stale because the relevant markets on which they are traded are closed for trading or because of a market disruption event or a suspension in trading on a given day, the valuation of such swap referencing the index may be adjusted to reflect the next available live prices for the affected constituents. This adjusted swap valuation will be determined by the Pricing Agent(s) and verified by the Investment Manager and the Administrative Agent.

- (c) The liabilities of the Fund will specifically include:
  - (i) all loans, due bills and other suppliers' debts;
  - (ii) all known obligations, due or not, including all contractual obligations falling due and incurring payment in cash or in kind (including the amount of dividends declared by the Fund but not yet distributed);
  - (iii) all reserves authorised or approved by the Board of Directors, in particular those set up as a means of meeting any potential loss on certain investments by the Fund; and
  - (iv) all other commitments undertaken by the Fund, with the exception of those represented by the Fund's own resources. In valuing the amount of other commitments, all expenses incurred by the Fund will be taken into account and include:
    - (A) upfront costs (including the cost of drawing up and printing the Prospectus and the key investor information document ("KIID"), notarial fees, fees for registration with administrative and stock exchange authorities and any other costs relating to the incorporation and launch of the Fund or additional Sub-Funds and to registration of the Fund or any Sub-Fund or class(es) of shares thereof in other countries), and expenses related to subsequent amendments to the articles of incorporation;

- (B) the fees and/or expenses of the Management Company, the Investment Manager, the Depositary, including the correspondents (clearing or banking system) of the Depositary to whom the safekeeping of the Fund's assets has been entrusted, the Domiciliary Agent and all other agents of the Fund as well as the sales agent(s) under the terms of any agreements with the Fund;
- (C) legal expenses and annual audit fees incurred by the Fund;
- (D) advertising and distribution fees and costs;
- (E) printing costs, translation (if necessary), publication and distribution of the half-yearly report and accounts, the certified annual accounts and report and all expenses incurred in respect of the Prospectus, the KIDs and publications in the financial press;
- (F) costs incurred by meetings of shareholders and meetings of the Board of Directors;
- (G) attendance fees (where applicable) for the Directors and reimbursement to the Directors of their reasonable travelling expenses, hotel and other disbursements inherent in attending meetings of the Board of Directors or administration committee meetings, or general meetings of shareholders of the Fund;
- (H) fees and expenses incurred in respect of registration (and maintenance of the registration) of the Fund (and/or each Sub-Fund, respectively class of shares) with the public authorities or stock exchanges in order to license product selling or trading irrespective of jurisdiction;
- (I) all taxes and duties levied by public authorities and stock exchanges;
- (J) all other operating expenses, including licensing fees due for utilisation of stock indices and financing, banking and brokerage fees incurred owing to the purchase or sale of assets or by any other means; and
- (K) all other administrative expenses.

In order to evaluate the extent of these commitments, the Fund will keep account *pro rata temporis* of administrative or other expenses which are of a regular or periodic nature.

- (d) In the case where any asset or liability of the Fund cannot be considered as being attributable to a particular class of shares, such asset or liability shall be allocated to all the classes of shares *pro rata* to their respective net asset values or in such other manner as determined by the Board of Directors acting in good faith, provided that:
  - (i) where assets, on behalf of several Sub-Funds, are held in one account and/or are co-managed as a segregated pool of assets by an agent of the Board of Directors, the respective right of each Sub-Fund shall correspond to the prorated portion resulting from the contribution of the relevant Sub-Fund to the relevant account or pool; and
  - (ii) the right shall vary in accordance with the contributions and withdrawals made for the account of the Sub-Fund.

Upon the payment of distributions to the shareholders within any Sub-Fund, respectively class of shares, the net asset value of such Sub-Fund, respectively class of shares, shall be reduced by the amount of such distributions.

- (e) The Board of Directors shall establish a Sub-Fund in respect of each class of shares and may establish a Sub-Fund in respect of two or more classes of shares in the following manner:
- (i) If two or more classes of shares relate to one Sub-Fund, the assets attributable to such classes of shares shall be commonly invested pursuant to the specific investment policy of the Sub-Fund concerned. Within a Sub-Fund, classes of shares may be defined from time to time by the Board of Directors so as to correspond to:
    - (A) a specific distribution policy, such as entitling to distributions or not entitling to distributions; and/or
    - (B) a specific sales and redemption charge structure; and/or
    - (C) a specific management or advisory fee structure; and/or
    - (D) a specific assignment of distribution, shareholders' services or other fees; and/or
    - (E) the base currency in which the class of shares may be quoted and based on the rate of exchange between such base currency and the reference currency of the relevant Sub-Fund; and/or
    - (F) the use of different hedging techniques in order to protect, in the relevant reference currency of the relevant Sub-Fund, the assets and returns quoted in the currency of the relevant class of shares against long-term movements of their currency of quotation; and/or
    - (G) such other features as may be determined by the Board of Directors from time to time in compliance with applicable law;
  - (ii) the proceeds from the issue of each share of a class are to be applied in the books of the Fund to the class or classes of shares issued in respect of such Sub-Fund and, as the case may be, the relevant amount shall increase the proportion of the net assets of such Sub-Fund attributable to the class of shares to be issued;
  - (iii) the assets and liabilities and income and expenditure attributable to a Sub-Fund are applied to the class or classes of shares issued in respect of such Sub-Fund, subject to the provisions above under (i);
  - (iv) where any asset is derived from another asset, such derivative asset is applied in the books of the Fund to the same class or classes of shares within a Sub-Fund as the asset from which it was derived and on each revaluation of an asset, the increase or diminution in value is applied to the relevant class or classes of shares of the relevant Sub-Fund.
- (f) Each Sub-Fund is treated as a separate entity, generating without restriction its own contributions, capital gains and capital losses, fees and expenses.
- (g) Each share in the Fund which is about to be repurchased will be considered as an issued and existing share until the close of business on the relevant Valuation Date and its price will be regarded as a liability of the Fund with effect from close of business on the aforesaid date until the price has been paid.
- (h) Each share to be issued by the Fund will be deemed, subject to payment in full, to be issued with effect from the close of business on the date on which its issue price is valued and its price will be treated as an amount receivable by the Fund until such time as it has been collected.

- (i) As far as possible, each investment or disinvestment agreed by the Fund will be accounted for up to and until 6:00 p.m. (Luxembourg time) on the Luxembourg bank business day preceding the Valuation Date.

## **10. Suspension of the Net Asset Value Calculation and of the Issue, Repurchase and Conversion of Shares**

The Board of Directors is authorised to suspend temporarily the calculation of the net asset value of the class or classes of shares within one or more Sub-Funds of the Fund as well as the issue, repurchase and conversion of shares under the following circumstances:

- (a) during any period in which a Regulated Market, stock exchange in an Other State or an Other Regulated Market which is the main market or stock exchange on which a substantial proportion of the investments of the relevant Sub-Fund is listed at a given time is closed, except in the case of regular closing days or in periods during which trading is subject to major restrictions. In particular, the valuation of swap agreements shall, as detailed further in the relevant swap documentation, be suspended in the case of suspension or limitation imposed on trading on the relevant stock exchange in securities that comprise 20% or more of the level of the relevant index, or in options or futures contracts on the index on any futures and options exchange;
- (b) if the political, economic, military, monetary or social situation or any act of force majeure, beyond the responsibility or outside the control of the Fund, makes it impossible to dispose of its assets by reasonable and normal means without incurring serious prejudice to the interests of the shareholders;
- (c) in the case of a breakdown in the normal means of communication used for the valuation of any investment of, or any transaction entered into and attributable to, the relevant Sub-Fund or if, for any reason, the value of any asset of such Sub-Fund may not be determined as rapidly and accurately as required;
- (d) if exchange or capital flow restrictions prevent the conduct of transactions on behalf of the relevant Sub-Fund or if the transactions of buying or selling the assets of such Sub-Fund cannot be completed at normal exchange rates;
- (e) when the Board of Directors so resolve subject to maintenance of the principle of shareholder equality and in accordance with applicable laws and regulations:
  - (i) as soon as a general meeting of shareholders is called during which the liquidation/dissolution of the Fund or a Sub-Fund shall be considered; or
  - (ii) in the cases where the Board of Directors has the power to resolve thereon, as soon as they decide the liquidation/dissolution of the Fund or a Sub-Fund;
- (f) following the suspension of:
  - (i) the calculation of the net asset value per share/unit;
  - (ii) the issue;
  - (iii) the redemption; and/or
  - (iv) the conversion

at the level of a master UCITS (as defined in the 2010 Law) in which a Sub-Fund invests in its capacity as feeder UCITS (within the meaning of the 2010 Law) of such master UCITS; and

- (g) in exceptional circumstances which might adversely affect the interests of the shareholders or in the event of large-scale applications to repurchase shares, the Board of Directors reserves the right to abstain from fixing the value of a share until the transferable securities or other relevant assets in question have been sold on behalf of the relevant Sub-Fund and as soon as possible.

Any such suspension shall be notified to the investors or shareholders affected, i.e. those who have made an application for subscription, redemption or conversion of shares in accordance with the terms of this Prospectus, for which the calculation of the net asset value has been suspended. If appropriate, the suspension of the calculation of the net asset value shall be published by the Fund.

Suspended subscription, redemption and conversion applications shall be processed on the first Dealing Day, as this term is defined in each Sub-Fund's Particulars, after the suspension ends.

Suspended subscription, redemption and conversion applications may be withdrawn by means of a written notice, provided the Fund receives such notice before the suspension ends.

In the case where the calculation of the net asset value is suspended for a period exceeding 1 week, all shareholders of the relevant Sub-Fund will be personally notified.

## 11. Acquiring and Disposing of Shares

### 11.1. General

As further described below, shares issued by the Fund on the primary market may only be acquired or disposed of by Institutional Investors who satisfy specific requirements (such as, inter alia, satisfying anti-money laundering checks, credit checks, having access to one or more recognised clearing and settlement systems or investing a minimum amount) as set out in the Prospectus, the relevant Sub-Fund's Particulars or as may be imposed by the Investment Manager from time to time. Unless the shares are unlisted, as may be specified in the relevant Sub-Fund's Particulars, these Institutional Investors are appointed as either "**Primary Authorised Participant**" or "**Secondary Authorised Participant**" and typically enter into a specific agreement to be able to trade on the primary market with either the Fund (for each Primary Authorised Participant) or a Primary Authorised Participant (for each Secondary Authorised Participant). Primary Authorised Participants and Secondary Authorised Participants may act as Market Makers for the shares of the Fund, as further described in paragraph 7.6 (*The Market Makers*) above.

The Board of Directors or its duly appointed delegate may decide from time to time to appoint one or more Primary Authorised Participants. Subscriptions, redemptions or conversions of shares directly with the Fund are only accepted from the Primary Authorised Participant(s) (or other eligible Institutional Investors in case of unlisted share classes).

All subscriptions, redemptions or conversions directly with the Fund, as specified above, will be effected at the net asset value of the relevant Sub-Fund or class of shares for the Dealing Day in respect of which the order is received (i.e. a net asset value which is unknown at the time the order is placed) taking into account any relevant transaction charge as further detailed in the relevant Sub-Fund's Particulars.

The Board of Directors or its duly appointed delegate may also decide from time to time to appoint one or more Secondary Authorised Participants. On the primary market, the Secondary Authorised Participant(s) may only acquire or dispose of shares of the Fund through transactions with a Primary Authorised Participant, at a price per share corresponding to the net asset value per share taking into account any relevant transaction charge that may be agreed in advance from time to time.

On the secondary market, shares can be acquired or disposed of by any investor (who is not a Prohibited Person) through the facilities of Deutsche Börse's Xetra and/or the SIX Swiss Exchange and/or any additional stock exchange as may be mentioned for each Sub-Fund in the relevant Sub-Fund's Particulars. Institutional Investors may also acquire or dispose of shares on the secondary market through OTC transactions entered into with a Primary Authorised Participant or a Secondary Authorised Participant.

## 11.2. Subscriptions

### 11.2.1. Initial subscription periods

The initial subscription periods as well as the conditions set forth to subscribe for shares in a Sub-Fund(s) or relevant class(es) of shares during such periods are specified in the relevant Sub-Fund's Particulars.

### 11.2.2. Subsequent offering

Shares will be issued on the basis of the net asset value per share of the relevant class of shares in the relevant Sub-Fund determined as of each Dealing Day, increased, as the case may be, by a fee as further set out in the relevant Sub-Fund's Particulars for each class of shares.

A subscription form is available to Primary Authorised Participants (or other eligible Institutional Investors in case of unlisted share classes) at the registered office of the Fund. In order to comply with applicable anti money-laundering legislation, the relevant investor must submit, along with its subscription form, documents that prove its identity to the Fund, as more fully described in Appendix 2 (*Statutory Anti Money-Laundering Notice*).

Subscriptions will be accepted upon verification that the relevant investor has received the KIID for the relevant class of shares in the relevant Sub-Fund free of charge, as available at the Fund's registered office.

Payment for share subscriptions must be made by bank transfer, payable to the Depositary, within the time period mentioned in the relevant Sub-Fund's Particulars for each class of shares. The Board of Directors, at its discretion, reserves the right to cancel any subscription which remains unpaid by this deadline.

Subscription moneys are payable in the reference currency of the relevant Sub-Fund or, in the base currency of the relevant class of shares (if applicable). Application in any other major freely convertible currency will be accepted but in such case, the conversion costs will be borne by the relevant investor.

Confirmation of completed applications and share certificates, if applicable, will be mailed at the risk of the relevant investor, to the address indicated in the application.

The Board of Directors may, at its discretion and in the interests of the Fund, refuse, or partially fulfil, any share subscription request.

In particular, the Board of Directors shall refuse a subscription request when the Administrative Agent is unable to identify the relevant investor. The Board of Directors will not issue any shares of such Sub-Funds or classes of shares to any investor who may not be considered as an Institutional Investor. The acceptance of any share subscription request on the primary market for such Sub-Funds or classes of shares may be delayed until such date as the Administrative Agent has received sufficient evidence on the qualification of the relevant investor as an Institutional Investor.

Furthermore, Article 8 of the articles of incorporation of the Fund contains provisions enabling the Fund to redeem compulsorily shares held by Prohibited Persons.

The Board of Directors has decided that any person that fails to provide necessary information requested by the Fund in order to comply with its legal, regulatory or tax obligations under the Foreign Account Tax Compliance provisions of the U.S. Hiring Incentives to Restore Employment Act enacted in March 2010 ("**FATCA**"), or other legal and regulatory rules such as the OECD Common Reporting Standard (the "**CRS**"), any person that is otherwise not compliant with FATCA or other legal and regulatory rules and persons that are deemed to cause potential financial risk for the Fund are to be included among such Prohibited Persons.

The Board of Directors may from time to time decide to include other persons, firms or corporate bodies among such Prohibited Persons in accordance with the provisions of the above-mentioned Article 8 of the articles of incorporation of the Fund. Such additional Prohibited Persons may be disclosed in the relevant Sub-Fund's Particulars.

The Administrative Agent conducts identity checks, Institutional Investor checks (where applicable) and Prohibited Person checks in respect of potential investors on the primary market, including FATCA and CRS due diligence checks. On the secondary market, the relevant Clearing Agent and/or stock exchange have a duty to perform the required checks on market participants, exchange intermediaries and/or brokers, in accordance with applicable laws and regulations (including those relating to anti-money laundering and the fight against terrorism financing and those related to FATCA and the CRS). These market participants, exchange intermediaries and/or brokers in turn have a duty to perform the required checks to ensure that shares on the Fund on the secondary market are only sold to or by investors whose identity has been verified in accordance with applicable laws and regulations (including those relating to anti-money laundering and the fight against terrorism financing and those related to FATCA and the CRS), and are only sold to investors who are not Prohibited Persons and, where applicable, qualify as Institutional Investors.

### 11.3. Redemptions

The Primary Authorised Participants (or other eligible Institutional Investors in case of unlisted share classes) may at any time request the Fund to redeem any or all of their shares, as further set out in the relevant Sub-Fund's Particulars.

Redemption will be made on the basis of the net asset value per share of such class of share in such Sub-Fund determined as of each Dealing Day and in the reference currency of the relevant class of shares of the relevant Sub-Fund. The redemption price will be the net asset value per share of the relevant class of shares in the Sub-Fund considered as of the Dealing Day, less any applicable redemption fees, as further set out in the relevant Sub-Fund's Particulars for each class of shares.

Redemption requests for bearer shares represented by a Global Share Certificate as further explained under Section 2 (*Share Capital*) will be processed in accordance with the rules of the relevant stock exchange and/or the rules of the relevant Clearing Agent.

A redemption form is available to Primary Authorised Participants (or other eligible Institutional Investors in case of unlisted share classes) at the registered office of the Fund. The redemption price will normally be remitted within the time period mentioned in the relevant Sub-Fund's Particulars.

Investors should note that any redemption of shares in the Fund would be at a price which may be higher or lower than the purchase price of the shares, depending on the value of the assets of the relevant Sub-Fund attributable to the relevant class of shares at the time of redemption.

### 11.4. Secondary market redemptions in exceptional circumstances

The Fund's shares purchased on the secondary market cannot usually be sold directly back to the Fund by investors who are not Primary Authorised Participants. Investors who are not Primary or Secondary Authorised Participants must buy and sell shares on a secondary market with the assistance of an intermediary (e.g. a stockbroker) and may incur fees and additional taxes in doing so. In addition, investors may pay more than the then current net asset value when buying shares and may receive less than such current net asset value when selling them. Indeed, the market price at which the shares are traded on the secondary market may differ from the net asset value per share.

However, investors who have acquired their shares on the secondary market shall be allowed to sell them directly back to the Fund in circumstances where the market value of the shares of a Sub-Fund differs significantly from the net asset value as a result of a market disruption (e.g. absence of market maker), as determined by the Board of Directors in its discretion (a "**Secondary Market Disruption**").

In such situations, a notice shall be communicated to the relevant regulated stock exchange indicating that the Sub-Fund is open for direct redemptions at the level of the Fund. The notice shall contain the terms of acceptance, minimum redemption amount and contact details for the redemption of the shares.

The redemption request will be accepted only upon delivery of the shares. Shares that are directly redeemed by secondary market investors who are not Primary or Secondary Authorised Participants will be redeemed in cash. Payment will be subject to fulfilling the necessary conditions, such as providing any required

documentation or identification and satisfying any anti-money laundering checks or requirements with the transfer agent.

Duly received redemption orders will be processed pursuant to the same cut-off time as for the Primary Authorised Participants in the relevant Sub-Fund's Particulars. The redemption price will be calculated less any applicable fees and administrative costs.

The Board of Directors may, in its sole discretion, decide that the Secondary Market Disruption cannot be remedied. In that case, the Board of Directors may resolve to compulsorily redeem all the shares and may subsequently terminate the Sub-Fund.

## 12. Transfer and Conversion of Shares

### 12.1. Transfer of shares

The transfer of registered shares of any class of shares, if any, may normally be effected by delivery to the Fund of an instrument of transfer in appropriate form duly signed by the transferor and the transferee together with the relevant certificate(s). On receipt of the transfer request, the Fund may, after reviewing the endorsement(s), require that the signature(s) be guaranteed by an approved bank, stock broker or public notary. Registered shareholders are advised to contact the Fund prior to requesting a transfer to ensure that they have all the correct documentation for the transaction.

Bearer shares represented by a Global Share Certificate will be transferable in accordance with applicable laws and any rules and procedures issued by any Clearing Agent concerned with such transfer, as further explained above under Section 2 (*Share Capital*).

### 12.2. Conversion of shares

Unless otherwise provided for in the relevant Sub-Fund's Particulars, the Primary Authorised Participants (or other eligible Institutional Investors in case of unlisted share classes) may ask to convert all or part of their shares of one class of shares to shares of the same class of shares in another Sub-Fund or into shares of another existing class of shares of that or another Sub-Fund. The relevant Sub-Fund's Particulars may also provide that a conversion fee(s) be applied.

Requests for conversion indicating the number of the shares to be converted may be sent to the Fund at its registered office in Luxembourg accompanied by the relevant share certificates, if delivered. The terms and conditions under which conversion applications are dealt with are set out in the relevant Sub-Fund's Particulars.

Request for conversion of shares will be accepted upon verification that the investors have received the KIID for the relevant class of shares in the relevant Sub-Fund free of charge, as available at the Fund's registered office.

The number of shares of the new class of shares to be allotted will be established according to the following formula:

$$A = \frac{[B \times C \times D \times (1-E)] (+/- Xp)}{F}$$

A stands for the number of shares to be allocated in the new class of shares

B stands for the number of shares to be converted in the initial class of shares

C stands for the net asset value on the applicable Dealing Day of the shares to be converted in the initial class of shares

- D stands for the exchange rate applicable on the effective transaction day for the currencies of the two classes of shares
- E stands for the conversion fee applicable
- F stands for the net asset value on the applicable Dealing Day of the shares to be allocated in the new class of shares
- Xp is the remaining balance after conversion, and will be reimbursed if it is more than EUR 10 – or its equivalent in other currencies. If less, this amount will be for the benefit of the initial class of shares. The shareholders are deemed to have requested the refund of the unallocated balance

Conversions for shares will be made without considering fractional shares, i.e. the resultant number of shares will be rounded down to the nearest whole number of shares where applicable.

After the conversion, the Fund will inform the relevant shareholders as to the number of new shares obtained as a result of the conversion as well as the price.

### **13. Market Timing and Late Trading**

The Fund may reject or cancel any subscription orders, including conversions, for any reason.

For example, excessive trading of shares in response to short-term fluctuations in the market, a trading technique sometimes referred to as “market timing”, has a disruptive effect on portfolio management and increases the Sub-Funds’ expenses. Accordingly, the Fund may, in the sole discretion of the Board of Directors, compulsorily redeem or reject any subscription orders, including conversions, from any investor that the Fund reasonably believes has engaged in market timing activity or investors that in the Board of Directors’ sole discretion, may be disruptive to the Fund or any Sub-Fund. For these purposes, the Board of Directors may consider an investor’s trading history in the Sub-Funds and accounts under common control or ownership.

In addition to the fees listed herein, the Fund may impose a penalty of 2.00% of the net asset value of the shares subscribed or converted where the Fund reasonably believes that an investor has engaged in market timing activity. The penalty shall be credited to the relevant Sub-Fund. The Fund and the Board of Directors will not be held liable for any loss resulting from rejected orders or mandatory redemption.

Furthermore, the Fund will ensure that the relevant cut-off time for requests for subscriptions, redemptions or conversions are strictly complied with and will therefore take all adequate measures to prevent practices known as “late trading”.

### **14. Taxes**

The following information is of a general nature only and is based on the Fund’s understanding of certain aspects of the laws and practice in force in Luxembourg as of the date of this Prospectus. It does not purport to be a comprehensive description of all of the tax considerations that might be relevant to an investment decision. It is included herein solely for preliminary information purposes. It is not intended to be, nor should it be construed to be, legal or tax advice. It is a description of the essential material Luxembourg tax consequences with respect to the shares of the Fund and may not include tax considerations that arise from rules of general application or that are generally assumed to be known to shareholders. This summary is based on the laws in force in Luxembourg on the date of this Prospectus and is subject to any change in law that may take effect after such date. Prospective shareholders should consult their professional advisors with respect to particular circumstances, the effects of state, local or foreign laws to which they may be subject and as to their tax position.

Please be aware that the residence concept used under the respective headings below applies for Luxembourg income tax assessment purposes only. Any reference in this Section 14 (*Taxes*) to a tax, duty, levy impost or other charge or withholding of a similar nature refers to Luxembourg tax law and/or concepts only.

Also, please note that a reference to Luxembourg income tax encompasses corporate income tax (*impôt sur le revenu des collectivités*), municipal business tax (*impôt commercial communal*), a solidarity surcharge (*contribution au fonds pour l'emploi*), personal income tax (*impôt sur le revenu*), as well as a temporary crisis contribution (*contribution de crise*) generally. Corporate taxpayers may further be subject to net worth tax (*impôt sur la fortune*), as well as other duties, levies or taxes. Corporate income tax and municipal business tax, as well as the solidarity surcharge, invariably apply to most corporate taxpayers resident of Luxembourg for tax purposes. Individual taxpayers are generally subject to personal income tax, the solidarity surcharge and the temporary crisis contribution. Under certain circumstances, where an individual taxpayer acts in the course of the management of a professional or business undertaking, municipal business tax may apply as well.

Also, please note that each of the Sub-Funds invests – on a continuous basis – at least 80% of its value in capital investments (Kapitalbeteiligungen) within the meaning of section 2 (8) German Investment Tax Act applicable as of 1 January 2018. Prospective investors should be aware that the relevant tax laws may change – possibly with retroactive effect. Moreover, it cannot be ruled out that the German tax authorities or courts may consider an interpretation or application to be correct that differs from the current one. Prospective investors are therefore advised to consult their tax advisers regarding the tax implications of the acquisition, holding or transfer of the shares.

## **14.1. Taxation of the Fund in Luxembourg**

### **14.1.1. Subscription tax**

The Sub-Funds are as a rule liable in Luxembourg to a subscription tax (*taxe d'abonnement*) of 0.05% per annum of their net asset value as set out in the relevant Sub-Fund's Particulars. Such tax is payable quarterly at the end of the relevant quarter and is calculated on the basis of the aggregate net asset value of the Sub-Funds at the end of the relevant calendar quarter. No such tax is payable on the value of assets which consist of units or shares of other Luxembourg funds that have already been subject to such tax. No Luxembourg tax is payable on the realised capital appreciation of the assets of the Sub-Fund.

However, an exemption from such subscription tax is available to the relevant Sub-Fund(s), namely, those:

- (a) whose securities are listed or traded on at least one stock exchange or another regulated market operating regularly, recognised and open to the public; and
- (b) whose exclusive object is to replicate the performance of one or more indices (as these terms are interpreted under applicable Luxembourg regulations) on the basis of Article 175(e) of the 2010 Law.

The application of such exemption is based on regulatory and tax provisions as these are known to the Board of Directors at the time of this Prospectus. Such assessment is subject to such changes in the Luxembourg legal, regulatory and tax provisions by any competent Luxembourg authority as will exist from time to time. Furthermore, other exemptions or reduction of the applicable rate (i.e. 0.01% per annum) are available under the conditions of Articles 174 and 175 of the 2010 Law. Any change in the status of an investor may subject the entire relevant Sub-Fund(s) to a subscription tax at the rate of 0.05%.

### **14.1.2. Income tax**

Under current law and practice, the Fund is not liable to any Luxembourg tax on profits or income.

### **14.1.3. Value added tax**

The Fund is considered in Luxembourg as a taxable person for value added tax (“VAT”) purposes without any input VAT deduction right. A VAT exemption applies in Luxembourg for services qualifying as fund management services. Other services supplied to the Fund could potentially trigger VAT and require the VAT

registration of the Fund in Luxembourg as to self-assess the VAT regarded as due in Luxembourg on taxable services (or goods to some extent) purchased from abroad.

No VAT liability arises in principle in Luxembourg in respect of any payments by the Fund to its shareholders, to the extent that such payments are linked to their subscription to the Fund's shares and do not constitute the consideration received for taxable services supplied.

#### 14.1.4. US Foreign Account Tax Compliance Requirements ("FATCA")

The FATCA provisions are contained in the Hiring Incentives to Restore Employment Act (the "**Hire Act**"), which was signed into U.S. law on 18 March 2010. These provisions are U.S. legislation aimed at reducing tax evasion by U.S. citizens. It requires financial institutions outside the U.S. ("**foreign financial institutions**" or "**FFIs**") to report information about financial accounts held by specified U.S. persons to the Internal Revenue Service (the "**IRS**") on an annual basis.

A 30% withholding tax is imposed on the U.S. source income (including dividends and interests) of any FFI that fails to comply with this requirement. This regime will become effective in phases between 1 January 2014 and 1 January 2017.

Generally, non U.S. funds, such as the Fund, will be FFIs and will need to enter into FFI agreements with the IRS unless they qualify under the FATCA rules as "deemed-compliant" FFIs, or, if subject to a model 1 intergovernmental agreement (the "**IGA**"), they comply with their local country IGA. IGAs are agreements between the US and foreign jurisdictions to implement FATCA compliance.

On 28 March 2014, the Government of the United States of America and the Government of the Grand Duchy of Luxembourg entered into an IGA to "Improve International Tax Compliance and with respect to The United States information reporting provisions commonly known as the Foreign Account Tax Compliance Act" (the "**Luxembourg Model 1 IGA**").

The Luxembourg Model 1 IGA was approved by way of legislation on 24 July 2015.

The Fund qualifies as a "Collective Investment Vehicle" within the meaning of Annex II section IV paragraph D of the Luxembourg Model 1 IGA, to the extent that all of its shares are "*held by or through Financial Institutions that are not Nonparticipating Financial Institutions*", as such terms are defined under the Luxembourg Model 1 IGA.

In accordance with the Luxembourg Model 1 IGA, Collective Investment Vehicles are treated as Non-Reporting Luxembourg Financial Institutions that shall be treated as deemed-compliant FFIs for purposes of section 1471 of the U.S. Internal Revenue Code.

In order to ensure that the Fund can maintain its classification as a Collective Investment Vehicle for the purposes of FATCA, any natural person shall be deemed to be a Prohibited Person and, therefore, will not be able to invest directly into any Sub-Fund.

#### 14.1.5. Common Reporting Standard

The Fund may be subject to the Standard for Automatic Exchange of Financial Account Information in Tax matters (the "**Standard**") and its CRS as set out in the Luxembourg Law of 18 December 2015 on the automatic exchange of financial account information in the field of taxation law (the "**CRS Law**").

Under the terms of the CRS Law, the Fund expects to be treated as a Luxembourg Non-Reporting Financial Institution (specifically as an "Exempt Collective Investment Vehicle" within the meaning of Annex I Section VIII B9 of the CRS Law) to the extent that all of the shares in the Fund are held by or through Financial Institutions located in CRS participating jurisdictions as defined in the CRS Law. As a result any share of the Fund acquired through or held by a Prohibited Person may cause the Fund to be in breach of the CRS Law.

To ensure that the Fund regularly satisfies these restrictions, potential and existing investors on the primary market may be requested to provide additional information to the Administrative Agent or the Fund, along with the required supporting documentary evidence, so that the Fund is able to satisfy its due diligence obligations

under the CRS Law. This information, as exhaustively set out in Chapter 1 Article 4 of the CRS Law (the “**Information**”), may include personal data related to certain investors.

In this context, Primary Authorised Participants (or other eligible Institutional Investors in case of unlisted share classes) are hereby informed that, as data controller, the Fund will process the Information for the purposes as set out in the CRS Law. Such shareholders have a right to access any personal data related to them as contained in the Information and to request rectification of such personal data if they are inaccurate and/or incomplete. For these purposes, the relevant shareholders may contact the Fund in writing at the Administrative Agent’s address mentioned on page 3 of this Prospectus.

In particular, Primary Authorised Participants (or other eligible Institutional Investors in case of unlisted share classes) undertake to inform the Administrative Agent or the Fund within thirty (30) days of receipt of these statements if any Information as contained in these statements is not accurate.

Such shareholders further undertake to promptly inform the Administrative Agent or the Fund of and provide them with all supporting documentary evidence of any changes related to the Information.

Any Primary Authorised Participant (or another eligible Institutional Investors in case of unlisted share classes) that fails to comply with the Fund’s documentation or Information requests may be subject to liability for penalties imposed on the Fund and attributable to such shareholder’s failure to provide the Information under the terms of the applicable law.

#### **14.1.6. Financial Transaction Taxes**

A number of jurisdictions have implemented, or are considering implementing, certain taxes on the sale, purchase or transfer of financial instruments (including derivatives), such taxes commonly known as the “**Financial Transaction Tax**” (“**FTT**”). By way of example, the EU Commission adopted a proposal on 14 February 2013 for a common Financial Transaction Tax (the “**Draft Directive**”) which will, subject to certain exemptions, affect:

- (a) financial transactions to which a financial institution established in one of the 10 participating member states (Austria, Belgium, France, Germany, Greece, Italy, Portugal, Spain, Slovakia and Slovenia (the “**Participating Member States**”)) is a party; and
- (b) financial transactions in financial instruments issued in a Participating Member State regardless of where they are traded. It is anticipated that the EU FTT will apply from 30 June 2016.

In addition, certain countries such as France and Italy have implemented their own financial transaction tax provisions at a domestic level already and others, including both EU and non-EU countries, may do so in the future.

The imposition of any such taxes may impact the Sub-Funds and their respective performance in a number of ways and notably as follows:

- (c) where a Sub-Fund enters directly into transactions for the sale, purchase or transfer of financial instruments, FTT may be payable by this Sub-Fund and the net asset value of this Sub-Fund may be adversely impacted;
- (d) where underlying funds enter into transactions for the sale, purchase or transfer of financial instruments, FTT may be payable by the underlying funds and the net asset value of such underlying funds may be adversely impacted, which may in turn adversely affect the net asset value of the relevant Sub-Funds;
- (e) subscriptions, transfers and redemptions of the Fund’s shares may be affected by FTT.

The Draft Directive is still subject to negotiations among the Participating Member States and therefore might be changed at any time. Moreover, the provisions of the Draft Directive once adopted (the “**Directive**”) need to be implemented into the respective domestic laws of the Participating Member States and the domestic

provisions implementing the Directive might deviate from the provisions contained in the Directive. Prospective investors should consult their own tax advisers in relation to the consequences of any FTT associated with subscribing, purchasing, holding and disposing of shares in Sub-Funds.

#### **14.1.7. Other taxes**

No stamp duty or other tax is generally payable at a proportional rate in Luxembourg on the issue of shares. Any amendment of the articles of incorporation of the Fund is generally subject to a fixed registration duty of EUR 75.00.

The Fund may be subject to withholding tax or other taxes on dividends and interest and to tax on capital gains in the country of origin of its investments. Those taxes may not be recoverable by the Fund in Luxembourg.

### **14.2. Taxation of shareholders**

#### **14.2.1. Luxembourg tax residency of the shareholders**

A shareholder will not become resident, nor be deemed to be resident, in Luxembourg by reason only of the holding and/or disposing of the shares or the execution, performance or enforcement of his/her/its rights thereunder.

It is expected that shareholders in the Fund will be resident for tax purposes in many different countries. Consequently, no attempt is made in this Prospectus to summarise the taxation consequences for each investor subscribing, converting, holding or redeeming or otherwise acquiring or disposing of shares in the Fund. These consequences will vary in accordance with the law and practice currently in force in a shareholder's country of citizenship, residence, domicile and/or incorporation and with his/her/its personal circumstances.

Investors should inform themselves of, and when appropriate consult their professional advisers on, the possible tax consequences of subscribing for, buying, holding, converting, redeeming or otherwise disposing of shares in the Fund under the laws of their country of citizenship, residence, domicile and/or incorporation.

#### **14.2.2. Other taxes**

Under Luxembourg tax law, where an individual shareholder is a resident of Luxembourg for tax purposes at the time of his/her death, the shares are included in his/her taxable basis for inheritance tax purposes. On the contrary, no inheritance tax is levied on the transfer of the shares upon death of a shareholder in cases where the deceased was not a resident of Luxembourg for inheritance purposes.

Gift tax may be due on a gift or donation of the shares, if the gift is recorded in a Luxembourg notarial deed or otherwise registered in Luxembourg.

## **15. Benchmark Regulation**

The Fund has adopted a written plan setting out actions, which it will take with respect to the relevant Sub-Fund in the event that any of the benchmarks used by such Sub-Fund within the meaning of the Regulation (EU) 2016/1011 of the European Parliament and of the Council of 8 June 2016 on indices used as benchmarks in financial instruments and financial contracts or to measure the performance of investment funds, as may be amended or supplemented from time to time (the "**Benchmark Regulation**") materially changes or ceases to be provided (the "**Contingency Plans**"), as required by article 28(2) of the Benchmark Regulation. Shareholders may access the Contingency Plans, upon request, at the registered office of the Fund.

## 16. Conflicts of Interest

The Board of Directors, the Management Company, the Investment Manager, the Depositary, Domiciliary, Corporate, Central Administrative, Registrar, Transfer, Principal Paying and Listing Agent and/or their respective affiliates or any person connected with them (together the “**Relevant Parties**”) may, from time to time, act as directors, management company, investment manager, depositary, domiciliary, corporate, central administrative, registrar, transfer principal paying and listing agent in relation to, or be otherwise involved in, other investment funds which have similar or different objectives to those of the Sub-Funds or which may invest in the Sub-Funds. It is, therefore, possible that any of them may, in the course of business, have potential conflicts of interest with the Sub-Funds. The Directors and each Relevant Party will, at all times, have regard in such event to its obligations to the Sub-Funds and will endeavour to ensure that such conflicts are resolved fairly and in a timely manner. In addition, subject to applicable law and regulations, any Relevant Party may deal, as principal or agent, with the Sub-Funds, provided that such dealings are effected on normal commercial terms negotiated on an arm’s length basis. Any Relevant Party may deal with the Fund as principal or as agent, provided that it complies with applicable law and regulations and provisions of the relevant agreement entered into.

Further explanations on conflicts of interests are included in Section 4 (*Risk Considerations*) above.

The foregoing does not purport to be a complete list of all potential conflicts of interest involved in an investment in the Sub-Funds. The Directors will seek to ensure that any conflict of interest of which they are aware is resolved fairly and in a timely manner.

## 17. Fees and Expenses of the Fund<sup>2</sup>

The Fund will bear the upfront costs, including the cost of drawing up and printing the Prospectus and the KIIDs, notarial fees, fees for registration with administrative and stock exchange authorities.

Unless borne by the Sponsor, as may be provided for in the relevant Sub-Fund’s Particulars, if a new Sub-Fund is created, the upfront costs for the Sub-Fund will be borne by the Sub-Fund exclusively and will be charged to the Sub-Fund immediately or, upon the Board of Directors’ decision, amortised over a period of 5 years with effect from the launch date of the said Sub-Fund. This Prospectus will be amended accordingly.

The Fund will bear all its operating expenses as detailed under paragraph (c)(iv) of Section 9 (*Net Asset Value*).

## 18. Liquidations, Mergers, Divisions

### 18.1. General

For the exercise of the rights described in this Section 17 (*Liquidation*), shareholders on the secondary market shall refer to the applicable rules and procedures issued by the relevant Clearing Agent and/or stock exchange where the shares of the relevant Sub-Fund or class of shares are listed.

### 18.2. Liquidation of the Fund

The Fund is incorporated for an unlimited period and dissolution and liquidation of the Fund may only be decided upon by an extraordinary general meeting of shareholders; without prejudice to any judicial dissolution and liquidation of the Fund by a court decision in accordance with Luxembourg applicable laws and regulations. The general meeting of shareholders deciding on the dissolution and liquidation of the Fund will be convened,

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<sup>2</sup> The specific fees paid by investors are set out under the sections relating to subscriptions, redemptions and conversions.

within 40 days from noticing the decrease of the net assets, without the need for a quorum, in the following circumstances:

- (a) if the net assets of the Fund fall below two-thirds of the minimum capital as required by the 2010 Law (i.e. EUR 1,250,000.00), in which case the decision to dissolve the Fund will be taken by a simple majority of the shares present or represented and voting at the meeting; and
- (b) if the net assets of the Fund fall below one-quarter of the minimum capital as required by the 2010 Law, in which case the decision to dissolve the Fund will be taken by the shareholders holding one-quarter of the shares present or represented and voting at the meeting.

In the event that the Fund is dissolved, liquidation will proceed in accordance with the provisions of the 2010 Law which stipulates the measures to be taken to enable the shareholders to participate in the distributions resulting from such liquidation and provides for a deposit in escrow at the *Caisse de Consignation* upon the close of liquidation.

Liquidation proceeds available for distribution to shareholders in the course of the liquidation that are not claimed by shareholders will upon the close of liquidation be deposited in accordance with legal and regulatory requirements at the *Caisse de Consignation* in Luxembourg pursuant to Article 146 of the 2010 Law, until the end of the statutory limitation period. The net revenues resulting from the liquidation of each of the Sub-Funds will be distributed to the shareholders of the Sub-Fund in proportion to their respective shareholdings.

The decision of a court ordering the dissolution and liquidation of the Fund will be published in the *Recueil électronique des sociétés et associations* ("RESA") and in two newspapers with adequate circulation, including at least one Luxembourg newspaper. These notices will be published at the request of the liquidator.

### **18.3. Liquidation of classes of shares or of Sub-Funds**

In the event that for any reason the value of the assets in any Sub-Fund or class of shares has decreased to an amount determined by the Board of Directors to be the minimum level for such Sub-Fund or class of shares (as mentioned in the relevant Sub-Fund's Particulars) to be operated in an economically efficient manner, or if a change in the economic or political situation relating to the Sub-Fund or class of shares concerned would have material adverse consequences on the investments of that Sub-Fund or class of shares or in order to proceed with an economic rationalisation, or where appropriate for a Sub-Fund, if the swap agreement(s) or other financial derivative instrument(s) entered into with Barclays Bank plc in the relevant Sub-Fund is rescinded before the agreed term, the Board of Directors may decide to close one or several Sub-Fund(s) or class(es) of shares in the best interests of shareholders and compulsorily redeem all the shares issued in such Sub-Fund(s), respectively class(es) of shares, at a price as mentioned below calculated on the Dealing Day at which such decision shall take effect (taking into account actual realisation prices of investments and realisation expenses). The Fund shall serve a written notice to the relevant shareholders (either published in a newspaper to be determined by the Board of Directors and/or sent to registered shareholders at their address indicated in the register of registered shares) prior to the effective date for the compulsory redemption, which will indicate the reason(s) and the procedure for the redemption operations. Unless it is otherwise decided in the interests of, or to keep equal treatment between, the shareholders, the shareholders of the Sub-Fund(s), respectively class(es) of shares, concerned may continue to request redemption or conversion of their shares free of charge (but taking into account actual realisation prices of investments and realisation expenses) prior to the date effective for the compulsory redemption.

Notwithstanding the powers conferred to the Board of Directors under the preceding paragraph, the general meeting of shareholders of any one or all classes of shares issued in a Sub-Fund may, upon proposal of the Board of Directors, to have the Fund redeem all the shares of the relevant class or classes issued in such Sub-Fund and refund to the shareholders the net asset value of their shares (taking into account actual realisation prices of investments and realisation expenses) calculated on the Dealing Day at which such decision shall take effect. There shall be no quorum requirements for such general meeting of shareholders which shall decide by resolution taken by simple majority of the shares present or represented and voting.

## 18.4. Early termination of a Sub-Fund or class of shares – impact on the price per share

In the event of early termination of one of the Sub-Funds class or classes of shares, or of the Fund, the relevant shares will be repurchased at the rate of the net asset value which includes the market valuation of the assets in the relevant Sub-Fund's portfolio, class of shares and the market valuation of the swap, taking into account any release fees and penalties as well as all other liquidation expenses. These release fees and liquidation expenses will reduce the amount repaid per share to a level below that which would have been achieved if the swap had not been terminated early.

Liquidation proceeds available for distribution to shareholders in the course of the liquidation that are not claimed by shareholders will upon the close of liquidation be deposited in accordance with legal and regulatory requirements at the *Caisse de Consignation* in Luxembourg pursuant to Article 146 of the 2010 Law, until the end of the statutory limitation period. All redeemed shares may be cancelled.

## 18.5. Mergers

### 18.5.1. Merger decided by the Board of Directors

The Board of Directors may decide to proceed with a merger (within the meaning of the 2010 Law) of the Fund or of one of the Sub-Funds, either as receiving or absorbed UCITS or Sub-Fund, subject to the conditions and procedures imposed by the 2010 Law, in particular concerning the merger proposal and the information to be provided to the shareholders, as follows:

#### (a) Merger of the Fund

The Board of Directors may decide to proceed with a merger of the Fund, either as receiving or absorbed UCITS, with:

- (i) another new or existing Luxembourg or foreign UCITS (the “**New UCITS**”); or
- (ii) a new or existing sub-fund thereof,

and, as appropriate, to re-designate the shares of the Fund as shares of this New UCITS, or of the relevant Sub-Fund thereof as applicable.

In case the Fund is the receiving UCITS (within the meaning of the 2010 Law), solely the Board of Directors will decide on the merger and effective date thereof.

In case the Fund is the absorbed UCITS (within the meaning of the 2010 Law), and hence ceases to exist, the general meeting of the shareholders has to approve, and decide on the effective date of, such merger by a resolution adopted with no quorum requirement and at a simple majority of the votes cast by the shareholders present or represented at such meeting.

#### (b) Merger of the Sub-Funds

The Board of Directors may decide to proceed with a merger of any Sub-Fund, either as receiving or absorbed sub-fund, with:

- (i) another new or existing Sub-Fund within the Fund or another sub-fund within a New UCITS (the “**New Sub-Fund**”); or
- (ii) a New UCITS,

and, as appropriate, to redesignate the shares of the Sub-Fund concerned as shares of the New UCITS, or of the New Sub-Fund as applicable.

In the event that the last, or unique, Sub-Fund involved in a merger is the merging UCITS (within the meaning of the 2010 Law) and, hence, ceases to exist upon completion of the merger, the general meeting of the shareholders, rather than the Board of Directors, has to approve, and decide on the effective date of, such merger by a resolution adopted with no quorum requirement and at a simple majority of the votes cast by the shareholders present or represented at such meeting.

### **18.5.2. Merger decided by the Shareholders**

Notwithstanding the provisions under paragraph 17.5.1, the general meeting of shareholders may decide to proceed with a merger (within the meaning of the 2010 Law) of the Fund or of one of the Sub-Funds, either as receiving or absorbed UCITS or Sub-Fund, subject to the conditions and procedures imposed by the 2010 Law, in particular concerning the merger proposal and the information to be provided to the shareholders, as follows:

#### **(a) Merger of the Fund**

The general meeting of the shareholders may decide to proceed with a merger of the Fund, either as receiving or absorbed UCITS, with:

- (i) a New UCITS; or
- (ii) a new or existing Sub-Fund thereof.

The merger decision shall be adopted by the general meeting of shareholders with no quorum requirement and at a simple majority of the votes cast by the shareholders present or represented at such meeting.

#### **(b) Merger of Sub-Funds**

The general meeting of the shareholders of a Sub-Fund may also decide to proceed with a merger of the relevant Sub-Fund, either as receiving or absorbed sub-fund, with:

- (i) any New UCITS; or
- (ii) a New Sub-Fund,

by a resolution adopted with no quorum requirement and at a simple majority of the votes cast by the shareholders present or represented at such meeting.

### **18.5.3. Shareholders rights and merger costs**

In all the merger cases under paragraphs 17.5.1 and 17.5.2, shareholders will in any case be entitled to request, without any charge other than those retained by the Fund or the Sub-Fund to meet disinvestment costs, the repurchase or redemption of their shares, or, where possible, to convert them into units or shares of another UCITS pursuing a similar investment policy and managed by the Management Company or by any other company with which the Management Company is linked by common management or control, or by substantial direct or indirect holding, in accordance with the provisions of the 2010 Law.

Any cost associated with the preparation and the completion of the merger shall neither be charged to the Fund nor to its shareholders.

## **18.6. Division of (a) Sub-Fund(s)**

In the event that the Board of Directors determines that it is in the interest of the shareholders of a Sub-Fund or that it would be justified by a change in the economic or political situation relating to the Sub-Fund concerned, the Board of Directors may decide on the reorganisation of such Sub-Fund, by means of a division into two or more Sub-Funds. Such decision will be published in the same manner as described under paragraph 17.3

(Liquidation of classes of shares or of Sub-Funds), and, in addition, the publication will contain information relating to the two or more new Sub-Funds. Such publication will be made within one month before the date on which the reorganisation becomes effective in order to enable the shareholders to request redemption of their shares, free of charge before the operation involving division into two or more Sub-Funds becomes effective.

## **19. Shareholders' Information**

### **19.1. Publication of the net asset value per share**

The net asset value per share of each class of shares and the issue and redemption prices as well as any conversion prices per share of each class of shares of each Sub-Fund are available at the registered office of the Fund and from [www.marketaccessetf.com](http://www.marketaccessetf.com). In addition, this information may be inserted in any newspaper that the Board of Directors considers appropriate.

Further information as to the listing of the Sub-Funds/classes of shares is set out in the relevant Sub-Fund's Particulars.

### **19.2. Notices to shareholders**

Notices to shareholders will be available at all times from the registered office of the Fund.

If bearer shares represented by Global Shares Certificates are issued, shareholders shall be notified in accordance with applicable laws and regulations, via publication on the Market Access website [www.marketaccessetf.com](http://www.marketaccessetf.com), registered mailing to the shareholders of register to the address indicated in their subscription form and publication on the clearing system where such Global Share Certificates are deposited (currently Clearstream Banking AG, Frankfurt).

### **19.3. Shareholders' Meetings**

The annual general meeting of shareholders will be held:

- (a) at the registered office of the Fund, or at any other place in Luxembourg to be specified in the notice convening the meeting;
- (b) on 18 April at 2:00 p.m. (Luxembourg time) or, if this is not a bank business day in Luxembourg, on the next Luxembourg bank business day.

To the extent required by Luxembourg law, notices of all general meetings will be published in the RESA, in the *Luxemburger Wort* and in such other newspaper as the Board of Directors determines and will be sent to the holders of registered shares by post at least 8 calendar days prior to the meeting at their addresses shown on the register of shareholders. These notices will state the time and the place of the general meeting and the conditions for admission, the agenda and the requirements under Luxembourg law relating to quorums and mandatory majorities.

Each whole share of each class of shares confers the right to one vote.

### **19.4. Financial year and reports for shareholders**

The financial year of the Fund commences on 1 January and ends on 31 December of each year, this being the date at which an annual report is drawn up. Audited annual reports will be published within 4 months following the end of the accounting year and unaudited semi-annual reports will be published within 2 months following the period to which they refer. The annual and semi-annual reports will be made available at the registered office of the Fund during ordinary office hours. The reference currency of the Fund is the Euro. The

annual and semi-annual reports will comprise consolidated accounts of the Fund expressed in Euro as well as individual information on each Sub-Fund expressed in the reference currency of each Sub-Fund.

### **19.5. Independent auditors**

Ernst & Young, *Société Anonyme* in Luxembourg has been appointed as independent auditors of the Fund's accounts and annual reports.

### **19.6. Documents available to the public**

The following documents may be consulted (and, in the case of the first three listed below, obtained) at the registered office of the Fund:

- (a) the Prospectus;
- (b) the current version of the KIID for the relevant class of shares in the relevant Sub-Fund;
- (c) the articles of incorporation of the Fund;
- (d) the periodic financial statements;
- (e) the Fund Management Company Agreement between the Fund and FundRock Management Company S.A.;
- (f) the Depositary Agreement between the Fund and RBC Investor Services Bank S.A.;
- (g) the Administration Agency Agreement between the Fund, FundRock Management Company S.A. and RBC Investor Services Bank S.A.;
- (h) the Investment Fund Services Agreement between the Fund and RBC Investor Services Bank S.A.;
- (i) the Investment Management Agreement between the Fund, FundRock Management Company S.A. and China Post Global (UK) Limited.

The official language of this Prospectus is English.

### **19.7. Exercise of rights**

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

### **19.8. Complaints handling**

Information on the procedures in place for the handling of complaints by prospective investors and/or shareholders of the Fund is available, upon request, from the Fund, free of charge.

Complaints concerning the Management Company may be addressed to the compliance department of the Management Company at [FRMC\\_Regulatory\\_Compliance@Fundrock.com](mailto:FRMC_Regulatory_Compliance@Fundrock.com).

Any other complaints may be addressed to the Fund at its registered office or by e-mail to [marketaccess@chinapostglobal.co.uk](mailto:marketaccess@chinapostglobal.co.uk).

## 20. Data Protection

The Fund, the Management Company, the Administrative Agent and/or any other agent used by them for the purpose of providing the shareholder with the services required, shall keep all information concerning the shareholder confidential unless required to disclose such information to third parties by applicable Law or by formal instruction of the shareholder or as further described in this section.

The shareholder is informed that the Fund, the Management Company, the Administrative Agent and/or any other agent used by them for the purpose of providing the shareholder with the services required, may be legally requested to disclose personal details for the processing of cash payment instructions in accordance with the mandatory obligation provided in Article 16 of the Act of November 12, 2004 (as amended) regarding the fight against money laundering and terrorism financing.

In the event that any shareholder is a natural person, such shareholder is informed that any personal information relating to him/her, such as identification data, including his/her name, contact details (i.e. postal, email address, telephone, fax mobile phone number), date and place of birth, Passport/ID copy (including Passport/ID number, issuing country, expiration date, double nationality, if any), occupation and area of activity, account information, banking details, contractual and other documentation, transactional information, details of shareholding, such as invested amount and holdings in the Fund, either given in the application form and/or otherwise held by the Fund, acting as controller, at any other time (the "Investor Personal Information"), will be stored in digital form or otherwise and processed in accordance with the EU Regulation n°2016/679 of 27 April 2016 on the protection of natural persons with regard to the processing of personal data and on the free movement of such data (the "General Data Protection Regulation") and the Luxembourg law of 1st August 2018 organizing the National Commission for data protection and of the general system on data protection, as it may be amended from time to time (together referred to as the "Data Protection Law").

Where the shareholder is a legal person, Investor Personal Information may also include personal data, related to shareholder's employees, directors, officers, legal representatives, beneficial owners, trustees, settlors, signatories, shareholders or otherwise.

Investor Personal Information is processed in order to enter into and execute the subscription to the Fund (i.e. to perform any pre-contractual measures as well as the contract entered into by the shareholder), for the legitimate interests of the Fund and to comply with the legal obligations imposed on the Fund. In particular, the Investor Personal Information is processed for the purposes of (i) subscribing to the Fund, (ii) maintaining the register of shareholders, (iii) processing subscriptions, redemptions and conversions of interests and payments of dividends to shareholders, (iv) performing controls on excessive trading and market timing practices, and (v) complying with applicable anti-money laundering rules (AML/KYC) as well as other applicable regulation (e.g. FATCA/CRS-laws). The "legitimate interests" referred to exercising the business of the Fund in accordance with reasonable market standards.

As per the before said, each shareholder:

- 20.1. is informed that the Fund as well as, where relevant, the Management Company and those companies to which the Fund delegates distribution or investor servicing duties (e.g. the Administrative Agent), the distributors or any other service providers such as representatives or third-party agents (the "Data Recipients") will collect, retain, maintain and disclose Investor Personal Information in accordance with the Data Protection Law.
- 20.2. understands that the Investor Personal Information supplied will enable the Fund as well as, where relevant, the Data Recipients, to administer its account and provide appropriate services.
- 20.3. is informed that Data Recipients may, under their own responsibility, disclose the Personal Data to their agents and/or delegates (the "Sub-Recipients"), which shall process the Personal Data for the sole purposes of assisting the Recipients in

providing their services to the Fund and/or assisting the Data Recipients in fulfilling their own legal obligations.

- 20.4. is informed that Data Recipients and Sub-Recipients may, as the case may be, process the Investor Personal Information as data processors (when processing the Investor Personal Information upon instructions of the Fund), or as distinct data controllers (when processing the Investor Personal Information for their own purposes, namely fulfilling their own legal obligations).
- 20.5. acknowledges that the Fund as well as, where relevant, the Data Recipients and/or Sub-Recipients may be required by applicable laws and regulation to provide the Investor Personal Information to tax, supervisory or other authorities in various jurisdictions, in particular those where (i) the Fund is or is seeking to be registered for public or limited offering of its shares, (ii) investors are resident, domiciled or citizens, (iii) the Fund, as well as, where relevant the Recipients and/or Sub-Recipients is/are or is/are seeking to be registered, licensed or otherwise authorised to invest. The Fund or the Recipients and/or Sub-Recipients shall not be liable for any consequences resulting from such disclosure.
- 20.6. is informed that Investor Personal Information may be transferred to Data Recipients and/or Sub-Recipients or stored in a country located outside the European Economic Area (the "EEA"), which does not have equivalent data protection laws to those of the European Union.
- 20.7. waives in favour of the Fund, as well as, where relevant the Data Recipients and/or Sub-Recipients the Luxembourg professional secrecy requirements relating to the financial sector.

**When Investor Personal Information is transferred to countries which are not deemed to ensure an adequate level of protection to personal data, it is legally required that the Fund, the Data Recipients and/or Sub-Recipients implement appropriate safeguards. The shareholder is informed that the Administrative Agent will, in the scope of the delegation of data processing activities as part of its Transfer and Registrar Agent duties, transfer Investor Personal Information to its affiliate (Sub-Recipient) in Malaysia. In such case, and in other cases where the Investor Personal Information is transferred outside of the EEA, appropriate safeguards will consist of the entry into legally binding transfer agreements, in the form of standard contractual clauses approved by the European Commission. In this respect, each shareholder has a right to request copies of the relevant document for enabling the Investor Personal Information transfer(s) towards such countries by contacting the Fund using the contact details mentioned on this Agreement.**

**Investor Personal Information, once disclosed by the Administrative Agent as per the previous provisions, shall be processed by the Sub-Recipient under the control of the Administrative Agent and shall not be subject to the Luxembourg professional secrecy and confidentiality standards applicable to the Administrative Agent but to professional secrecy and confidentiality standards applicable to such recipient.**

**The shareholders are aware that, notwithstanding the foregoing, they will be able, at any time, to exercise their rights provided for by the General Data Protection Regulation, in accordance with the conditions laid down in the General Data Protection Regulation, by contacting the Fund, using the contact details mentioned in this application form. In this respect, the shareholders have the right to: (i) access their Investor Personal Information, (ii) rectify their Investor Personal Information where it is inaccurate or incomplete, (iii) object to the processing of their Investor Personal Information, (iv) restrict the use of their Investor Personal Information, (v) ask for erasure of their Investor Personal Information, (vi) ask for the portability of their Investor Personal Information.**

**The shareholders also acknowledges the existence of their right to lodge a complaint with the Luxembourg commission for data protection (the "CNPD") at the following address: 1, Avenue du Rock'n'roll, L-4361 Esch-sur-Alzette, Grand-Duchy of Luxembourg; or where a shareholder resides in another Member State, with the locally competent data protection supervisory authority.**

**The exercise of the above mentioned rights may affect the existence or continuation of the provision of services by the Fund. The Fund will reserve the right to redeem the participation of the shareholder to ensure full compliance with the applicable laws and regulations and remain liable for the proper handling and fulfillment of its data protection duties.**

Where the shareholder is a legal person, it shall inform any relevant individual that personal data relating to him/her may be processed as described in this General Terms and Conditions.

Finally, shareholder is informed that Investor Personal Information shall not be retained for a period longer than necessary for the purpose of their processing subject to any statutory periods of limitation imposed by law.

### **Document and information retention**

Shareholders acknowledge and agree that Investor Information will be held by the Fund, the Management Company, the Administrative Agent and/or any other agent used by them and may be subject to data processing.

The Fund, the Management Company, the Administrative Agent and/or any other agent used by them shall not keep the Investor Personal Information for longer than necessary for the purpose of its processing subject to any statutory periods of limitation imposed by law.

The Fund has appointed RBC Investor Services Bank S.A. (**RBC**), a credit institution authorised in Luxembourg, to provide central administration services (including transfer agency services). In order to provide those services, RBC must enter into outsourcing arrangements with third party service providers in- or outside the RBC group (the **Sub-contractors**). As part of those outsourcing arrangement, RBC may be required to disclose and transfer personal and confidential information and documents about the Shareholder and individuals related to the Shareholder (the **Related Individuals**) (the **Data transfer**) (such as identification data – including the Shareholder's and/or the Related Individual's name, address, national identifiers, date and country of birth, etc. – account information, contractual and other documentation and transaction information) (the **Confidential Information**) to the Sub-contractors. In accordance with Luxembourg law, RBC is due to provide a certain level of information about those outsourcing arrangements to the Fund, which, in turn, must be provided by the Fund to the Shareholders.

A description of the purposes of the said outsourcing arrangements, the Confidential Information that may be transferred to Sub-contractors thereunder, as well as the country where those Sub-contractors are located is therefore set out in the table below.

| Type of Confidential Information transmitted to the Sub-contractors | Country where the Sub-contractors are established   | Nature of the outsourced activities   |
|---|---|---|
| Confidential Information (as defined above)                         | Belgium<br>Canada<br><br>Hong Kong<br>India<br><br>Ireland<br>Jersey<br>Luxembourg<br>Malaysia<br>Poland<br>Singapore<br><br>United Kingdom<br><br>United States of America | <ul style="list-style-type: none"> <li>• Transfer agent/ shareholders services (incl. global reconciliation)</li> <li>• Treasury and market services</li> <li>• IT infrastructure (hosting services, including cloud services)</li> <li>• IT system management / operation Services</li> <li>• IT services (incl. development and maintenance services)</li> <li>• Reporting</li> <li>• Investor services activities</li> </ul> |

Confidential Information may be transferred to Sub-contractors established in countries where professional secrecy or confidentiality obligations are not equivalent to the Luxembourg professional secrecy obligations applicable to RBC. In any event, RBC is legally bound to, and has committed to the Fund that it will enter into outsourcing arrangements with Sub-contractors which are either subject to professional secrecy obligations by application of law or which will be contractually bound to comply with strict confidentiality rules. RBC has further committed to the Fund that it will take reasonable technical and organisational measures to ensure the confidentiality of the Confidential Information subject to the Data Transfer and to protect Confidential Information against unauthorised processing. Confidential Information will therefore only be accessible to a limited number of persons within the relevant Sub-contractor, on “a need to know” basis and following the principle of the “least privilege”. Unless otherwise authorised/required by law, or in order to comply with requests from national or foreign regulatory authorities or law enforcement authorities, the relevant Confidential Information will not be transferred to entities other than the Sub-contractors.

By subscribing to the Fund, the Shareholder has consented and agreed to the communication of the Confidential Information by RBC to the Sub-contractors.

## Appendix 1: Sub-Funds' Particulars

### (1) Market Access Rogers International Commodity Index UCITS ETF

#### (a) Investment objectives

The Market Access Rogers International Commodity Index UCITS ETF (the “**RICI Sub-Fund**”)’s objective is to replicate, as far as possible, the performance of the Rogers International Commodity Index® (the “**RICI**” or the “**Index**”). The RICI Sub-Fund is passively managed.

In order to gain exposure to the Index, the RICI Sub-Fund will use a method of synthetic replication of the Index, as set forth below.

#### (b) Investment policy

##### (i) General

It is intended that the RICI Sub-Fund’s assets will be invested mainly in equities and other securities classed as equities, Money Market Instruments, money market funds, negotiable debt instruments and debt or interest rate instruments, synthetic Money Market Instruments (i.e. equities and/or fixed income securities which performance is exchanged against Money Market Instruments linked performance), bonds and other debt instruments (together the “**Portfolio**”). The composition of the Portfolio can be found at [www.marketaccessetf.com](http://www.marketaccessetf.com).

On an ancillary basis, the RICI Sub-Fund may also hold cash.

In order to realise its investment objective outlined above, the RICI Sub-Fund has entered into a performance swap agreement (the “**Swap Agreement**”) with Barclays Bank plc or its affiliate or successor (the “**Swap Counterparty**”), denominated in Euro. Through such Swap Agreement, the RICI Sub-Fund will exchange the total return of the performance of the Portfolio against payment by the Swap Counterparty of the performance of the Index.

The Swap Agreement will be reset periodically such that the RICI Sub-Fund’s net counterparty exposure to the Swap Counterparty remains within UCITS guidelines at all times. Where appropriate, the Swap Agreement’s notional amount will be adjusted when subscriptions or redemptions are received by the RICI Sub-Fund.

The transactions above will be carried out in strict compliance with the applicable regulations and the investment restrictions applicable to the RICI Sub-Fund.

| Type of transaction | Expected proportion of the Sub-Fund’s Net Asset Value subject to the type of transaction | Maximum proportion of the Sub-Fund’s Net Asset Value that can be subject to the type of transaction |
|---------------------|--|---|
| Total return swaps  | 0-5%   | 5%  |

#### (c) Description of the Index

##### (i) Introduction

The RICI is a composite, USD based, total return index, designed by James B. Rogers on 31 July 1998.

The RICI was designed to meet the need for consistent investing in a broad-based international vehicle; it represents the value of a basket of commodities consumed in the global economy, ranging from agricultural to energy and metals products. The value of this basket is tracked via futures contracts on over 30 different exchange-traded physical commodities, quoted in multiple different currencies, listed on various international exchanges.

The RICl aims to be an effective measure of the price action of raw materials not just in the United States but also around the world. The RICl's weightings attempt to balance consumption patterns worldwide (in developed and developing economies) and specific contract liquidity.

The RICl is designed to offer stability, partly because it is broadly based and consistent in composition, and to meet a need in the financial spectrum currently not effectively covered.

(ii) Index Composition, Methodology and Further Information

Further information on the RICl, including index methodology and composition, can be found at <http://www.rogersrawmaterials.com>.

The RICl is being provided by Beeland Interests, Inc in its capacity as administrator (as defined in the Benchmark Regulation) of the relevant benchmark (the "**Benchmark Administrator**"). The Benchmark Administrator is an entity located in a country outside of the European Union and does not comply with the conditions laid down in article 30(1) of the Benchmark Regulation nor has it acquired recognition in accordance with article 32 of the Benchmark Regulation.

(d) Typical investors' profile

The RICl Sub-Fund is suitable for investors who:

- (i) seek daily liquidity;
- (ii) seek exposure to an index of financial derivative instruments, in particular futures contracts, the underlying assets of which are commodities;
- (iii) seek long term return on the capital invested; and
- (iv) accept the risks inherent in the Volatility of the price of the commodities that make up the RICl, including the risk of losing the capital invested.

(e) Risk considerations

The RICl Sub-Fund is subject to market fluctuations risks and Volatility risks relating to the RICl and the exchange rate between the Euro and the US Dollar.

The Swap Agreement creates a potential counterparty risk for the RICl Sub-Fund, which is mitigated by the fact that the Swap Counterparty is a first class financial institution.

Investors should, however, note that in case of insolvency or default of the Swap Counterparty, such event would affect the assets of the RICl Sub-Fund.

There is no guarantee that the RICl Sub-Fund's management objective will be achieved and that investors will get back the amounts invested. The RICl Sub-Fund is intended for investors who are looking for exposure to futures contracts, the underlying assets of which are commodities. Accordingly, investors should note that the Volatility of the RICl may result in a loss of the capital that they invested.

Shares are denominated in Euro and will be issued and redeemed in this currency. Certain of the RICl Sub-Fund's assets may, however, be invested in investments which are denominated in currencies other than the Euro. Accordingly, the value of such asset may be affected favourably or unfavourably by fluctuations in currency exchange rates.

Investors should also note that one or more futures contracts making up the RICl may dominate its composition. Consequently, such an investment should only be made as part of a diversified portfolio by investors with sufficient experience to be able to evaluate its merits and risks.

In addition, the RICI is an index of futures contracts, the prices of which are affected by a variety of factors, including weather, governmental programs and policies, national and international political and economic events, changes in interest and exchange rates and trading activities in commodities and related contracts. These factors may adversely affect the level of the RICI and the value of the shares in the RICI Sub-Fund. Further, as a result of the RICI Sub-Fund's investments in securities and other authorised assets, its returns, and the value of the shares in the RICI Sub-Fund, will not correlate precisely with changes in the level of the RICI in any event.

China Post Global (UK) Limited and its affiliates may trade the commodities underlying the financial derivative instruments comprising the RICI for their own accounts and the accounts of customers. This trading activity could have a negative impact on the value of the RICI which could in turn affect the value of the shares. China Post Global (UK) Limited and its affiliates may also issue or underwrite financial derivative instruments with returns indexed to the RICI, which could compete with the Fund and could adversely affect the value of the shares.

Investors should also note that the RICI Sub-Fund is subject to Sustainability risks. The portfolio of the RICI Sub-Fund is highly diversified; hence the Management Company believes that the RICI Sub-Fund will be exposed to a broad range of Sustainability risks, which will differ depending on the nature of each asset. Some markets and sectors will have greater exposure to Sustainability risks than others. For instance, the energy sector is known as a major Greenhouse Gas (GHG) producer and may be subject to greater regulatory or public pressure than other sectors and, thus, greater risk. However, it is not anticipated that any single Sustainability risk will drive a material negative financial impact on the value of the RICI Sub-Fund. In light of the RICI Sub-Fund's investment objective and risk profile, the likely impacts of Sustainability risks on the RICI Sub-Fund's returns are expected to be low.

(f) Distribution policy

The RICI Sub-Fund does not distribute any income.

(g) Historical performance and anticipated tracking error

The RICI Sub-Fund's performance is set out in the relevant section of the KIID of the RICI Sub-Fund.

Investors should note that past performance is not necessarily indicative of future results. The price of its shares and their income may fall as well as rise. There can be no assurance that the RICI Sub-Fund will achieve its objectives or that investors will get back the amount they invested in the RICI Sub-Fund.

In normal market conditions, it is anticipated that the RICI Sub-Fund will track the performance of the Index with a tracking error of up to 0.05%. Additional information on the anticipated tracking error and the factors that are likely to affect the level of the tracking error is available in this Prospectus under Section 4 (*Risk Considerations*).

(h) Fees and commissions

The total expense ratio, including all the costs and expenses that the RICI Sub-Fund shall bear, except the transaction costs, amounts to 0.60% of the average net assets of the RICI Sub-Fund.

No specific fees will be charged to the RICI Sub-Fund as a result of the rebalancing. Any Index rebalancing costs are already priced into the applicable swap transaction costs and fees.

(i) Frequency of the calculation of the Net Asset Value and Valuation Date

The net asset value per share of the RICI Sub-Fund is determined, under the responsibility of the Board of Directors, daily, unless it is not a Business Day, in which case it will be determined in respect of the next Business Day (a "**Valuation Date**").

A Business Day is defined as a day on which banks are open for business in Luxembourg and in London, and on which the level of the RICI is scheduled to be calculated and published. A Luxembourg Business Day is defined as a day on which banks are open for business in Luxembourg.

(j) Transactions on the primary market

The primary market is the market on which shares of the RICI Sub-Fund are issued or redeemed by the Fund to or from the Primary Authorised Participants and on which Secondary Authorised Participants may purchase or sell shares of the Sub-Fund from or to the Primary Authorised Participants, as further explained under the above Section 11 (*Acquiring and Disposing of Shares*) of this Prospectus.

With respect to this Sub-Fund, each Business Day which is also a Trading Day on each of the Chicago Board of Trade, Chicago Mercantile Exchange, New York Commodities Exchanges (“**COMEX**”), ICE Futures Europe (UK), ICE Futures US, London Metal Exchange, New York Mercantile Exchange (“**NYMEX (USA)**”), Euronext Paris and the Tokyo Commodity Exchange is a dealing day (the “**Dealing Day**”). A “**Trading Day**” is a day when the relevant exchange is open for trading during its usual business hours.

(i) Subscriptions

Duly completed subscription forms received by the Fund from a Primary Authorised Participant by 6:00 p.m. (Luxembourg time) at the latest on the Luxembourg Business Day preceding the Dealing Day will be processed, if they are accepted, at the net asset value calculated in respect of that Dealing Day. Subscription forms received after this deadline shall be executed on the basis of the net asset value calculated in respect of the next following Dealing Day.

A Primary Authorised Participant in subscribing for shares on the primary market will bear the charges corresponding to the transaction, adjustments and brokerage costs associated with the subscription of shares on the primary market up to a maximum of 0.50% of the amount subscribed (the “**Subscription Transaction Charges**”).

The exact amount of Subscription Transaction Charges borne by a Primary Authorised Participant will be available upon request from the Investment Manager.

As a consequence, the issue price will be the net asset value per share in the RICI Sub-Fund as of the Dealing Day, plus the Subscription Transaction Charges.

Payment for share subscriptions must be made by bank transfer, payable to the Depositary, within three Luxembourg Business Days following the applicable Dealing Day.

Subscriptions will be accepted for a minimum amount of EUR 1,000,000.00.

*This RICI Sub-Fund is not and will not be offered or sold in the United States to or for the account of U.S. Persons as defined by U.S. securities laws. Each purchaser of a share of the RICI Sub-Fund will be asked to certify that such purchaser is not a U.S. Person, is not receiving shares of the RICI Sub-Fund in the United States, and is not acquiring shares of the RICI Sub-Fund for the benefit of a U.S. Person.*

(ii) Redemptions

Redemption applications received by the Fund from a Primary Authorised Participant by 6:00 p.m. (Luxembourg time) at the latest on the Luxembourg Business Day preceding the Dealing Day will be processed, if they are accepted, at the net asset value calculated in respect of that Dealing Day. Redemption applications received after this deadline shall be executed on the basis of the net asset value calculated in respect of the next following Dealing Day.

A Primary Authorised Participant in redeeming shares on the primary market will bear the charges corresponding to the transaction, adjustments and brokerage costs associated with the redemption of shares on the primary market up to a maximum of 0.50% of the amount redeemed (the “**Redemption Transaction Charges**”).

The exact amount of Redemption Transaction Charges borne by a Primary Authorised Participant will be available upon request from the Investment Manager.

As a consequence, the redemption price will be the net asset value per share in the RICl Sub-Fund as of the Dealing Day, less the Redemption Transaction Charges. The redemption price will normally be remitted within three Luxembourg Business Days following the applicable Dealing Day.

(iii) Conversions

Primary Authorised Participants may ask to convert at no charge all or part of their shares from the RICl Sub-Fund into:

- (A) shares of the same class of any other Sub-Fund of the Fund; or
- (B) shares of another class of either the RICl Sub-Fund or another Sub-Fund of the Fund.

Conversion applications received by the Fund from a Primary Authorised Participant by 6:00 p.m. (Luxembourg time) at the latest on the Luxembourg Business Day preceding the relevant Dealing Day will be processed, if they are accepted, at the net asset value calculated in respect of that Dealing Day. Conversion requests received after this deadline shall be deemed to be received and treated on the basis of the net asset value as calculated in respect of the next following Dealing Day.

(k) Transactions on the secondary market

The secondary market is the relevant stock exchanges on which the shares of the RICl Sub-Fund are listed.

The Fund does not charge any subscription or redemption fee for purchases and sales on the secondary market.

Orders to buy or sell shares may be placed on the relevant stock exchanges on which the shares of the RICl Sub-Fund are listed via the Market Maker(s).

Trading orders generate costs over which the Fund has no control.

The price of any shares traded on the secondary market will depend on supply and demand, and will correspond approximately to the Indicative Net Asset Value, being a measure of the intraday value of the Net Asset Value, calculated by Deutsche Boerse AG and published on Bloomberg and Reuters, as well as on a wide range of websites that display stock market data, including the Deutsche Boerse AG website at <http://deutsche-boerse.com> and, as the case may be, by the relevant stock exchanges each trading day based on the most up to date information. The Market Maker(s) makes/make the market and is/are contractually committed to the relevant stock exchanges to maintain a maximum difference between the best offer and the best bid.

The listing of the relevant shares will be performed in compliance with the rules of each relevant stock exchange.

(l) Reference currency

The RICl Sub-Fund is denominated in Euro.

(m) Taxation

The RICl Sub-Fund is exempt from subscription tax subject to the conditions set forth in Article 175(e) of the 2010 Law.

At least 80% of the value of the RICl Sub-Fund will be invested – on an ongoing basis – in capital investments as per section 2 (8) German Investment Tax Act applicable as of 1 January 2018. Capital investments in this sense are:

- (i) Shares in a corporation admitted to official trading on a stock exchange or listed on an organized market;
- (ii) Shares in a corporation not being a real estate company and which is:
  - resident in a Member State or in a contracting state to the Agreement on the European Economic Area (EAA), and where it is subject to, and not exempt from, income taxation for corporations;
  - resident in a non-EU/EEA country and where it is subject to, and not exempt from, income taxation for corporations of at least 15%;
- (iii) investment units in equity funds of 51% of the value of the investment unit; and
- (iv) investment units in mixed funds of 25% of the value of the investment unit.

(n) Liquidation and Merger

The Board of Directors may decide to liquidate the RICl Sub-Fund if the relevant Swap Agreement entered into with Barclays Bank plc is terminated before the agreed term of such agreement, whether by an Event of Default (as such term is defined into the relevant Swap Agreement) or otherwise, and the Investment Manager determines that no replacement swap can be found.

Furthermore, in the event that for any reason the value of the assets in the RICl Sub-Fund has decreased below EUR 20,000,000.00, being the minimum level for such Sub-Fund to be operated in an economically efficient manner, or if a change in the economic or political situation relating to the RICl Sub-Fund would have material adverse consequences on its investments, or in order to proceed with an economic rationalisation, the Board of Directors may decide to close the RICl Sub-Fund in the best interests of its shareholders and compulsorily redeem all the shares issued in the RICl Sub-Fund at a price as mentioned below calculated on the Dealing Day at which such decision shall take effect. The RICl Sub-Fund shall serve a written notice to the holders of the relevant shares prior to the effective date for the compulsory redemption, which will indicate the reason(s) and the procedure for the redemption operations. Unless it is otherwise decided in the interests of, or to keep equal treatment between the shareholders, the shareholders of the RICl Sub-Fund may continue to request redemption of their shares free of charge (but taking into account actual realisation prices of investments and realisation expenses) prior to the date effective for the compulsory redemption.

Notwithstanding the powers conferred to the Board of Directors under the preceding paragraph, the general meeting of shareholders of the RICl Sub-Fund may, upon proposal of the Board of Directors, redeem all the shares in such Sub-Fund and refund to its shareholders the net asset value of their shares (but taking into account actual realisation prices of investments and realisation expenses) calculated on the Dealing Day at which such decision shall take effect. There shall be no quorum requirements for such general meeting of shareholders which shall decide by resolution taken by simple majority of those present or represented.

(o) Listing

The shares of the RICl Sub-Fund are listed on:

- (i) Deutsche Börse's Xetra;
- (ii) the SIX Swiss Exchange.

The Board of Directors may also decide, at its discretion, to list the shares thereof on any other regulated exchange including but not limited to the Paris Stock Exchange, the London Stock Exchange, the Amsterdam Stock Exchange, the Milan Stock Exchange, the Singapore Stock Exchange, the Hong Kong Stock Exchange and/or the Australian Stock Exchange.

(p) Licence disclaimer

The RIC I Sub-Fund is not sponsored, endorsed, sold or promoted by Diapason Commodities Management SA ("**Diapason**"), or by Beeland Interests, Inc. or Jim Rogers (collectively, "**Beeland**"). Neither Beeland nor Diapason makes any representation or warranty, express or implied, or accepts any responsibility, regarding the accuracy or completeness of any materials describing these products or the results to be obtained from purchasing these products, or the advisability of investing in securities or commodities generally, or in futures or in these products particularly.

"Jim Rogers", "James Beeland Rogers, Jr.", "Rogers", "Rogers International Commodity Index", and "RIC I" are trademarks and service marks and/or registered trademarks of Beeland Interests, Inc., which is owned and controlled by James Beeland Rogers, Jr., and are used subject to licence. The name and likeness of Jim Rogers/James Beeland Rogers, Jr. are trademarks and service marks of James Beeland Rogers, Jr.

(q) Replacement of the Index

The Investment Manager will be authorised to replace the RIC I with a new index representative of the commodities sector and to change the RIC I Sub-Fund's name accordingly, subject to a one month's prior notice allowing shareholders to request the redemption of all or part of their shares without any charges, particularly in the following circumstances:

- (i) the Index is no longer calculated;
- (ii) the Index licence agreement is terminated (e.g. further to an increase in licence costs);
- (iii) calculation of the Index and/or publication no longer meets the required level of quality as determined by the Investment Manager; or
- (iv) the techniques and instruments required to implement the investment policy are no longer available.

(r) Calculation of global exposure

As part of the risk management process, the RIC I Sub-Fund uses the commitment approach to monitor and measure the global exposure. This approach measures the global exposure related to positions in derivatives and other efficient portfolio management techniques under consideration of netting and hedging effects which may not exceed the total net value of the portfolio of the RIC I Sub-Fund.

## (2) Market Access NYSE Arca Gold BUGS Index UCITS ETF

### (a) Investment objectives

The Market Access NYSE Arca Gold BUGS Index UCITS ETF (the “**Gold BUGS Sub-Fund**”)’s objective is to replicate, as far as possible, the performance of the NYSE ARCA Gold BUGS Index (the “**Gold BUGS Index**” or the “**Index**”). The Gold BUGS Sub-Fund is passively managed.

In order to gain exposure to the Gold BUGS Index, the Gold BUGS Sub-Fund will use a method of synthetic replication of the Gold BUGS Index, as set forth below.

### (b) Investment policy

#### (i) General

It is intended that the Gold BUGS Sub-Fund’s assets will be invested mainly in equities and other securities classed as equities, Money Market Instruments, money market funds, negotiable debt instruments and debt or interest rate instruments, synthetic Money Market Instruments (i.e. equities and/or fixed income securities which performance is exchanged against Money Market Instruments linked performance), bonds and other debt instruments (together the “**Portfolio**”). The composition of the Portfolio can be found at [www.marketaccessetf.com](http://www.marketaccessetf.com).

On an ancillary basis, the Gold BUGS Sub-Fund may also hold cash.

In order to realise its investment objective outlined above, the Gold BUGS Sub-Fund entered into a performance swap agreement (the “**Swap Agreement**”) with Barclays Bank plc or its affiliate or successor (the “**Swap Counterparty**”), denominated in Euro. Through such Swap Agreement, the Gold BUGS Sub-Fund will exchange the total return of the performance of the Portfolio against payment by the Swap Counterparty of the performance of the Gold BUGS Index.

The Swap Agreement will be reset periodically such that the RIC Sub-Fund’s net counterparty exposure to the Swap Counterparty remains within UCITS guidelines at all times. Where appropriate, the Swap Agreement’s notional amount will be adjusted when subscriptions or redemptions are received by the Gold BUGS Sub-Fund.

The transactions above will be carried out in strict compliance with the applicable regulations and the investment restrictions applicable to the Gold BUGS Sub-Fund.

| Type of transaction | Expected proportion of the Sub-Fund’s Net Asset Value subject to the type of transaction | Maximum proportion of the Sub-Fund’s Net Asset Value that can be subject to the type of transaction |
|---------------------|--|---|
| Total return swaps  | 0-5%   | 5%  |

### (c) Description of the Index

#### (i) Introduction

The Gold BUGS Index is published and calculated by the New York Stock Exchange.

The Gold BUGS Index is comprised of 15 of the world’s largest “unhedged” gold mining stocks. It is a modified equal-dollar weighted index of companies involved in major gold mining. The

Index was designed to give investors significant exposure to near term movements in gold prices by including companies that do not hedge their gold production beyond 1½ years.

The Index was developed with a base value of 200 as of 15 March 1996.

The monitored performance is that of the opening closing prices.

The Index components are reviewed by The New York Stock Exchange every quarter.

The Gold BUGS Index is a total return index and calculates the performance of the component stocks assuming all dividends and distributions are reinvested net of any taxes.

- (ii) The Gold BUGS Sub-Fund will not trade any physical commodities or derivatives based directly on physical commodities and will not take physical delivery of any commodities. Index Composition, Methodology and Further Information

Further information on the Gold BUGS Index, including index methodology and composition, can be found at <https://nyse.nyx.com/indices>.

The Gold BUGS Index is being provided by New York Stock Exchange, LLC in its capacity as administrator (as defined in the Benchmark Regulation) of the relevant benchmark (the “**Benchmark Administrator**”). The Benchmark Administrator is an entity located in a country outside of the European Union and does not comply with the conditions laid down in article 30(1) of the Benchmark Regulation nor has it acquired recognition in accordance with article 32 of the Benchmark Regulation.

(d) Typical investors' profile

The Gold BUGS Sub-Fund is suitable for investors who:

- (i) seek daily liquidity;
- (ii) seek exposure to an index of companies in the gold mining sector;
- (iii) seek long term return on the capital invested;
- (iv) accept the risks inherent in the Volatility of the price of the assets that make up the Gold BUGS Index, including the risk of losing the capital invested.

(e) Risk considerations

The Gold BUGS Sub-Fund is subject to market fluctuations risks and Volatility risks relating to the Gold BUGS Index and the exchange rate between the Euro and the US Dollar.

The Swap Agreement creates a potential counterparty risk for the Gold BUGS Sub-Fund, which is mitigated by the fact that the Swap Counterparty is a first class financial institution.

Investors should, however, note that in case of insolvency or default of the Swap Counterparty, such event would affect the assets of the Gold BUGS Sub-Fund.

There is no guarantee that the Gold BUGS Sub-Fund's management objective will be achieved and that investors will get back the amounts invested. The Gold BUGS Sub-Fund is intended for investors who are looking for exposure to companies in the gold mining sector. Accordingly, investors should note that the Volatility of the Gold BUGS Index may result in a loss of the capital that they invested.

Shares are denominated in Euro and will be issued and redeemed in this currency. Certain of the Gold BUGS Sub-Fund's assets may, however, be invested in investments which are denominated in

currencies other than the Euro. Accordingly, the value of such asset may be affected favourably or unfavourably by fluctuations in currency exchange rates.

Investors should also note that one or more futures contracts making up the Gold BUGS Index may dominate its composition. Consequently, such an investment should only be made as part of a diversified portfolio by investors with sufficient experience to be able to evaluate its merits and risks.

In addition, the Gold BUGS Index is an index of securities, the prices of which are affected by a variety of factors, including governmental programs and policies, national and international political and economic events, changes in interest and exchange rates and trading activities in relevant securities. These factors may adversely affect the level of the Gold BUGS and the value of the shares in the Gold BUGS Sub-Fund. Further, as a result of the Gold BUGS Sub-Fund's investments in securities and other authorised assets, its returns, and the value of the shares in the Gold BUGS Sub-Fund, will not correlate precisely with changes in the level of the Gold BUGS in any event.

China Post Global (UK) Limited and its affiliates may trade the securities underlying the financial derivative instruments comprising the Gold BUGS Index for their own accounts and the accounts of customers. This trading activity could have a negative impact on the value of the Gold BUGS Index which could in turn affect the value of the shares. China Post Global (UK) Limited and its affiliates may also issue or underwrite financial derivative instruments with returns indexed to the Gold BUGS Index, which could compete with the Fund and could adversely affect the value of the shares.

Investors should also note that the Gold BUGS Sub-Fund is subject to Sustainability risks. The portfolio of the Gold BUGS Sub-Fund is diversified; the Gold BUGS Sub-Fund may be exposed to a broad range of Sustainability risks, which will differ depending on the nature of each asset. Some markets and sectors will have greater exposure to Sustainability risks than others. For instance, the natural resources and mining sector, on which the Gold BUGS Sub-Fund's investment objective is focused, is known as a major Greenhouse Gas (GHG) producer and may be subject to greater regulatory or public pressure than other sectors and, thus, greater risk. However, it is not anticipated that any single Sustainability risk will drive a material negative financial impact on the value of the Gold BUGS Sub-Fund. In light of the Gold BUGS Sub-Fund's investment objective and risk profile, the likely impacts of Sustainability risks on the Gold BUGS Sub-Fund's returns are expected to be low.

(f) Distribution policy

The Gold BUGS Sub-Fund does not distribute any income.

(g) Historical performance and anticipated tracking error

The Gold BUGS Sub-Fund's performance is set out in the relevant section of the KIID of the Gold BUGS Sub-Fund. Investors should note that past performance is not necessarily indicative of future results. The price of its shares and their income may fall as well as rise. There can be no assurance that the Gold BUGS Sub-Fund will achieve its objectives or that investors will get back the amount they invested in the Gold BUGS Sub-Fund.

In normal market conditions, it is anticipated that the Gold BUGS Sub-Fund will track the performance of the Index with a tracking error of up to 0.05%. Additional information on the anticipated tracking error and the factors that are likely to affect the level of the tracking error is available in this Prospectus under Section 4 (*Risk Considerations*).

(h) Fees and commissions

The total expense ratio, including all the costs and expenses that the Gold BUGS Sub-Fund shall bear, except the transaction costs, amounts to 0.65% of the average net assets of the Gold BUGS Sub-Fund.

No specific fees will be charged to the Gold BUGS Sub-Fund as a result of the rebalancing. Any Index rebalancing costs are already priced into the applicable swap transaction costs and fees.

(i) Frequency of the calculation of the Net Asset Value and Valuation Date

The net asset value per share of the Gold BUGS Sub-Fund is determined, under the responsibility of the Board of Directors, daily, unless it is not a Business Day, in which case it will be determined in respect of the next Business Day (a “**Valuation Date**”).

A Business Day is defined as a day on which banks are open for business in Luxembourg and in London, and on which the level of the Gold BUGS Index is scheduled to be calculated and published. A Luxembourg Business Day is defined as a day on which banks are open for business in Luxembourg.

(j) Transactions on the primary market

The primary market is the market on which shares of the Gold BUGS Sub-Fund are issued or redeemed by the Fund to or from the Primary Authorised Participants and on which Secondary Authorised Participants may purchase or sell shares of the Sub-Fund from or to the Primary Authorised Participants, as further explained under the above Section 11 (*Acquiring and Disposing of Shares*) of this Prospectus.

With respect to this Sub-Fund, each Business Day which is also a Trading Day on the New York Stock Exchange is a dealing day (the “**Dealing Day**”). A “**Trading Day**” is a day when the relevant exchange is open for trading during its usual business hours.

(i) Subscriptions

Duly completed subscription forms received by the Fund from a Primary Authorised Participant by 6:00 p.m. (Luxembourg time) at the latest on the Luxembourg Business Day preceding the Dealing Day will be processed, if they are accepted, at the net asset value calculated in respect of that Dealing Day. Subscription forms received after this deadline shall be executed on the basis of the net asset value calculated in respect of the next following Dealing Day.

A Primary Authorised Participant in subscribing for shares on the primary market will bear the charges corresponding to the transaction, adjustments and brokerage costs associated with the subscription of shares on the primary market up to a maximum of 0.50% of the amount subscribed (the “**Subscription Transaction Charges**”).

The exact amount of Subscription Transaction Charges borne by a Primary Authorised Participant will be available upon request from the Investment Manager.

As a consequence, the issue price will be the net asset value per share in the Gold BUGS Sub-Fund as of the Dealing Day, plus the Subscription Transaction Charges.

Payment for share subscriptions must be made by bank transfer, payable to the Depositary, within three Luxembourg Business Days following the applicable Dealing Day.

Subscriptions will be accepted for a minimum amount of EUR 1,000,000.00.

*This Gold BUGS Sub-Fund is not and will not be offered or sold in the United States to or for the account of U.S. Persons as defined by U.S. securities laws. Each purchaser of shares of the Gold BUGS Sub-Fund will be asked to certify that such purchaser is not a U.S. Person, is not receiving shares of the Gold BUGS Sub-Fund in the United States, and is not acquiring shares of the Gold BUGS Sub-Fund for the benefit of a U.S. Person.*

(ii) Redemptions

Redemption applications received by the Fund from a Primary Authorised Participant by 6:00 p.m. (Luxembourg time) at the latest on the Luxembourg Business Day preceding the Dealing Day will be processed, if they are accepted, at the net asset value calculated in respect of that Dealing Day. Redemption applications received after this deadline shall be executed on the basis of the net asset value calculated in respect of the next following Dealing Day.

A Primary Authorised Participant in redeeming shares on the primary market will bear the charges corresponding to the transaction, adjustments and brokerage costs associated with the redemption of shares on the primary market up to a maximum of 0.50% of the amount redeemed (the “**Redemption Transaction Charges**”).

The exact amount of Redemption Transaction Charges borne by a Primary Authorised Participant will be available upon request from the Investment Manager.

As a consequence, the redemption price will be the net asset value per share in the Gold BUGS Sub-Fund as of the Dealing Day, less the Redemption Transaction Charges.

The redemption price will normally be remitted within three Luxembourg Business Days following the applicable Dealing Day.

(iii) Conversions

Primary Authorised Participants may ask to convert at no charge all or part of their shares from the Gold BUGS Sub-Fund into:

- (A) shares of the same class of any other Sub-Fund of the Fund; or
- (B) shares of another class of either the Gold BUGS Sub-Fund or another Sub-Fund of the Fund.

Conversion applications received by the Fund from a Primary Authorised Participant by 6:00 p.m. (Luxembourg time) at the latest on the Luxembourg Business Day preceding the relevant Dealing Day will be processed, if they are accepted at the net asset value calculated in respect of that Dealing Day. Conversion requests received after this deadline shall be deemed to be received and treated on the basis of the net asset value as calculated in respect of the next following Dealing Day.

(k) Transactions on the secondary market

The secondary market is the relevant stock exchanges on which the shares of the Gold BUGS Sub-Fund are listed.

The Fund does not charge any subscription or redemption fee for purchases and sales on the secondary market.

Orders to buy or sell shares may be placed on the relevant stock exchanges on which the shares of the Gold BUGS Sub-Fund are listed via the Market Maker(s).

Trading orders generate costs over which the Fund has no control.

The price of any shares traded on the secondary market will depend on supply and demand, and will correspond approximately to the Indicative Net Asset Value, being a measure of the intraday value of the Net Asset Value, calculated by the New York Stock Exchange and published on Bloomberg and Reuters, as well as on a wide range of websites that display stock market data, including the New York Stock Exchange website at <https://nyse.nyx.com/indices> and, as the case may be, by the relevant stock exchanges each trading day based on the most up to date information. The Market Maker(s) makes/make the market and is/are contractually committed to the relevant stock exchanges to

maintain a maximum difference between the best offer and the best bid. The listing of the relevant shares will be performed in compliance with the rules of each relevant stock exchange.

(l) Reference currency

The Gold BUGS Sub-Fund is denominated in Euro.

(m) Taxation

The Gold BUGS Sub-Fund is exempt from subscription tax subject to the conditions set forth in Article 175(e) of the 2010 Law.

At least 80% of the value of the Gold BUGS Sub-Fund will be invested – on an ongoing basis – in capital investments as per section 2 (8) German Investment Tax Act applicable as of 1 January 2018. Capital investments in this sense are:

- (i) Shares in a corporation admitted to official trading on a stock exchange or listed on an organized market;
- (ii) Shares in a corporation not being a real estate company and which is:
  - resident in a Member State or in a contracting state to the Agreement on the European Economic Area (EAA), and where it is subject to, and not exempt from, income taxation for corporations;
  - resident in a non-EU/EEA country and where it is subject to, and not exempt from, income taxation for corporations of at least 15%;
- (iii) investment units in equity funds of 51% of the value of the investment unit; and
- (iv) investment units in mixed funds of 25% of the value of the investment unit.

(n) Liquidation and Merger

The Board of Directors may decide to liquidate the Gold BUGS Sub-Fund if the relevant Swap Agreement entered into with Barclays Bank plc terminated before the agreed term of such agreement, whether by an Event of Default (as such term is defined into the relevant Swap Agreement) or otherwise, and the Investment Manager determines that no replacement swap can be found.

Furthermore, in the event that for any reason the value of the assets in the Gold BUGS Sub-Fund has decreased below EUR 20,000,000.00, being the minimum level for such Sub-Fund to be operated in an economically efficient manner, or if a change in the economic or political situation relating to the Gold BUGS Sub-Fund would have material adverse consequences on its investments, or in order to proceed with an economic rationalisation, the Board of Directors may decide to close the Gold BUGS Sub-Fund in the best interests of its shareholders and compulsorily redeem all the shares issued in the Gold BUGS Sub-Fund at a price as mentioned below calculated on the Dealing Day at which such decision shall take effect. The Gold BUGS Sub-Fund shall serve a written notice to the holders of the relevant shares prior to the effective date for the compulsory redemption, which will indicate the reason(s) and the procedure, for the redemption operations. Unless it is otherwise decided in the interests of, or to keep equal treatment between, the shareholders, the shareholders of the Gold BUGS Sub-Fund may continue to request redemption of their shares free of charge (but taking into account actual realisation prices of investments and realisation expenses) prior to the date effective for the compulsory redemption.

Notwithstanding the powers conferred to the Board of Directors under the preceding paragraph, the general meeting of shareholders of the Gold BUGS Sub-Fund may, upon proposal of the Board of Directors, redeem all the shares in such Sub-Fund and refund to its shareholders the net asset value of their shares (but taking into account actual realisation prices of investments and realisation

expenses) calculated on the Dealing Day at which such decision shall take effect. There shall be no quorum requirements for such general meeting of shareholders which shall decide by resolution taken by simple majority of those present or represented.

(o) Listing

The shares of the Gold BUGS Sub-Fund are listed on:

- (i) Deutsche Börse's Xetra;
- (ii) the SIX Swiss Exchange.

The Board of Directors may, at its discretion, also decide to list the shares thereof on any other regulated exchange including but not limited to the Paris Stock Exchange, the London Stock Exchange, the Amsterdam Stock Exchange, the Milan Stock Exchange, the Singapore Stock Exchange, the Hong Kong Stock Exchange and/or the Australian Stock Exchange.

(p) Licence disclaimer

The Gold BUGS Index is a service mark of, and is being used with the permission of, the New York Stock Exchange (the "**NYSE**"). The NYSE in no way sponsors, endorses or is otherwise involved in the Gold BUGS Sub-Fund. The NYSE disclaims any liability to any party for any inaccuracy in the data on which the Index is based, for any mistakes, errors, or omissions in the calculation and/or dissemination of the Index, or for the manner in which it is applied in connection with the Gold BUGS Sub-Fund.

(q) Replacement of the Index

The Investment Manager will be authorised to replace the Gold BUGS Index with a new index of companies in the gold mining sector and to change the Gold BUGS Sub-Fund's name accordingly, subject to a one month's prior notice allowing shareholders to request the redemption of all or part of their shares without any charges, particularly in the following circumstances:

- (i) the Index is no longer calculated;
- (ii) the Index licence agreement is terminated (e.g. further to an increase in licence costs);
- (iii) calculation of the Index and/or publication no longer meets the required level of quality as determined by the Investment Manager;
- (iv) the techniques and instruments required to implement the investment policy are no longer available.

(r) Calculation of global exposure

As part of the risk management process, the Gold BUGS Sub-Fund uses the commitment approach to monitor and measure the global exposure. This approach measures the global exposure related to positions in derivatives and other efficient portfolio management techniques under consideration of netting and hedging effects which may not exceed the total net value of the portfolio of the Gold BUGS Sub-Fund.

### (3) Market Access STOXX® China A Minimum Variance Index UCITS ETF

(a) Investment objectives

The Market Access STOXX® China A Minimum Variance Index UCITS ETF (the “**China MV Sub-Fund**”)’s objective is to replicate, as far as possible, the performance of the STOXX® China A 900 Minimum Variance Unconstrained AM Index (the “**China MV Index**” or the “**Index**”). The China MV Sub-Fund is passively managed.

In order to gain exposure to the China MV Index, the China MV Sub-Fund will use a method of either physical replication or synthetic replication of the China MV Index, as set forth below. The method effectively used will be disclosed in the monthly fact sheets available at [www.marketaccessetf.com](http://www.marketaccessetf.com).

(b) Investment policy

(i) Physical replication

In seeking to achieve its investment objective, the China MV Sub-Fund will aim to invest in the constituents of the Index in generally the same proportions in which they are included in the Index as of the launch date of the China MV Sub-Fund, which is expected to be on or around 19 March 2018 (the “**Launch Date**”).

This is expected to involve investing primarily in onshore RMB (i.e. CNY)<sup>3</sup> denominated equity securities issued by issuers based in, or having a significant exposure to, the People’s Republic of China (“**PRC**”), excluding Hong Kong, Macao and Taiwan (“**Mainland China**”), as further described below.

The Investment Manager intends investing directly into China A-Shares listed on the Shanghai Stock Exchange and/or the Shenzhen Stock Exchange using the Shanghai-Hong Kong and Shenzhen-Hong Kong Stock Connect programmes (as further described in sub-section (iv) of section (e) *Risk Considerations* below).

There may be circumstances when it is not possible or practicable for the China MV Sub-Fund to invest in all constituents of the Index. Such circumstances may include (but are not limited to): (i) a limited availability of the Index constituents; (ii) trading suspensions on constituents of the Index; (iii) cost inefficiencies; (iv) if the assets under management of the China MV Sub-Fund are relatively small, or (v) where there are internal or regulatory driven trading restrictions (as detailed in this Prospectus under Section 5 (*Investment Restrictions*) and in sub-section (iv) of section (e) *Risk Considerations* below) that apply to the China MV Sub-Fund, the Management Company and/or the Investment Manager but not the Index.

If the China MV Sub-Fund’s assets fall below a size whereby the Investment Manager considers it is not possible and/or practicable to maintain a fully replicated strategy, the Investment Manager may reduce exposure to certain securities in the Index, but will aim to ensure that the China MV Sub-Fund’s portfolio of assets will replicate the returns of the Index as far as possible. However, in such circumstances, the China MV Sub-Fund may not take exposure to all securities in the Index on the basis that the Index contains too many securities to efficiently purchase and/or, at times, certain securities included in the Index are difficult to purchase on the relevant markets in the required size or for other reasons.

The Fund may use derivative instruments, including, but not limited to, swaps, futures, forwards, foreign exchange contracts (including spot and forward contracts), equity options,

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<sup>3</sup> Unless otherwise specified and except for the denomination of RMB share classes as well as subscription and redemption amounts in relation thereto which shall always be in offshore RMB (i.e. CNH), RMB shall refer to the onshore RMB (i.e. CNY) which is the official currency of the PRC in circulation within the PRC.

contracts for difference, certificates, notes and warrants which may be used to reduce tracking error between the China MV Sub-Fund's performance and that of the Index. These instruments may be used for efficient portfolio management and/or investment purposes. The primary policy of the China MV Sub-Fund is to acquire securities included in the Index, as described above, but derivative instruments may be used where the direct holdings of securities may not be possible or where tracking error can be better minimised by using derivative instruments.

(ii) Synthetic replication

It is intended that the China MV Sub-Fund's assets will be invested mainly in equities and other securities classed as equities, Money Market Instruments, money market funds, negotiable debt instruments and debt or interest rate instruments, bonds and other debt instruments (together the "**Portfolio**").

On an ancillary basis, the China MV Sub-Fund may also hold cash.

In order to achieve its investment objective, the China MV Sub-Fund may enter into a performance swap agreement (the "**Swap Agreement**") with a swap counterparty (the "**Swap Counterparty**"), denominated in CNH. Through such Swap Agreement, the China MV Sub-Fund will exchange the total return of the performance of the Portfolio against payment by the Swap Counterparty of the performance of the China MV Index.

The Swap Agreement will be reset periodically such that the China MV Sub-Fund's net counterparty exposure to the Swap Counterparty remains within UCITS guidelines at all times. Where appropriate, the Swap Agreement's notional amount will be adjusted when subscriptions or redemptions are received by the China MV Sub-Fund.

The China MV Sub-Fund shall enter into such Swap Agreement, in accordance with the advice of the Investment Manager, on an arm's length basis.

The transactions above will be carried out in strict compliance with the applicable regulations and the investment restrictions applicable to the China MV Sub-Fund.

The determination between physical and synthetic replication shall be made in the best interest of the shareholders of the China MV Sub-Fund.

| Type of transaction | Expected proportion of the Sub-Fund's Net Asset Value subject to the type of transaction* | Maximum proportion of the Sub-Fund's Net Asset Value that can be subject to the type of transaction |
|---------------------|---|---|
| Total return swaps  | 0%  | 8%  |

\* The Sub-Fund uses physical replication at present and since its launch. Accordingly, the Sub-Fund holds no total return swaps up to now, and 0% of its Net Asset Value is subject to such transactions.

(c) Description of the Index

(i) Introduction

The China MV Index is a diversified index of China A-Shares traded on the Shanghai Stock Exchange and Shenzhen Stock Exchange. It comprises a sub-set of the STOXX China A 900 Index (the "**Selection Universe**"), and its constituents are selected with the aim of reducing volatility compared to the Selection Universe.

The Index is operated by STOXX Limited, a leading global index provider headquartered in Zurich, Switzerland. STOXX indices cover the world market across all asset classes. The first STOXX indices were launched in 1998, including the widely-known EURO STOXX 50 Index.

STOXX indices are licensed to more than 500 companies globally, including financial product issuers, capital owners and asset managers. STOXX Limited is wholly owned by Deutsche Börse AG, and is the marketing agent for DAX® indices.

The Index provides exposure to a diversified basket of companies.

The Index is calculated and maintained according to the following documents: The STOXX Calculation Guide provides a general overview of the calculation of the STOXX indices, the dissemination, the index formulas and adjustments due to corporate actions.

The STOXX methodology guide contains the index specific rules regarding the construction and derivation of the indices, the individual component selection process and weighting schemes of the STOXX family.

Each of these documents may be updated from time to time, and is available on the STOXX website under [www.stoxx.com](http://www.stoxx.com).

(ii) Index composition, methodology and further information

The Index methodology applies a liquidity filter to help ensure the Index is investible. It also applies a Stock Connect eligibility filter to help ensure the Index is tradeable without requiring a RQFII licence or quota.

The methodology applies constraints such that the maximum weights (4.5%/8%/35%) are not exceeded; whereby each component cannot have a weight in the Index of more than 8%, and the sum of all those components which have weights of at least 4.5% cannot exceed 35%.

The Index methodology seeks to optimise the Selection Universe with respect to volatility, with the aim of providing investors with improved risk-adjusted returns compared to the Selection Universe.

The Index is reviewed on a monthly basis, and rebalanced in accordance with the Index methodology. Changes to the Index composition and/or target weights are implemented after the market close on the third Friday of each month, and are effective on the next Mainland China business day.

The Index has a maximum turnover constraint per rebalancing of 5% (one-way), or 10% (two-way). This means up to 5% of the Index composition can be sold per rebalancing in order to purchase other components (absolute maximum annual two-way turnover within the Index is 120%).

Further information on the Index, including index methodology and composition, can be found at <http://www.stoxx.com>.

The Index is being provided by STOXX Limited in its capacity as administrator (as defined in the Benchmark Regulation) of the relevant benchmark (the “**Benchmark Administrator**”). The Benchmark Administrator is not yet listed in the register referred to in article 36 of the Benchmark Regulation, as it is in the process of obtaining registration pursuant to Article 34 of the Benchmark Regulation.

(d) Typical investors' profile

The China MV Sub-Fund is suitable for investors who:

- (i) seek daily liquidity;
  - (ii) seek exposure to an index of Mainland China based companies;
  - (iii) seek long term return on the capital invested;
  - (iv) accept the risks inherent in the Volatility of the price of the assets that make up the China MV Index, including the risk of losing the capital invested; and
  - (v) accept any foreign exchange risk, where applicable, between their currency of investment and the base currency of the Sub-Fund.
- (e) Risk considerations

(i) General

The China MV Sub-Fund is subject to market fluctuation risks relating to the Index.

There is no guarantee that the China MV Sub-Fund's investment objective will be achieved and/or that investors will get back the amounts invested. The China MV Sub-Fund is intended for investors who are looking for exposure to Mainland China based companies. Investors should note that the market fluctuation of the Index may result in a loss of the capital that they invested.

The China MV Sub-Fund has at its Launch Date more than one share class, and some of its shares are denominated in a different currency to that in which the Sub-Fund and the majority of its assets are denominated. Such shares will be issued and redeemed in this different currency. Accordingly, the value of such shares may be affected favourably or unfavourably by fluctuations in currency exchange rates. Investors should also note that one or more companies making up the Index may dominate its composition and/or its performance. Consequently, an investment in the China MV Sub-Fund should only be made as part of a diversified portfolio by investors with sufficient experience to be able to evaluate its merits and risks.

In addition, the Index is an index of securities, the prices of which are affected by a variety of factors, including governmental programs and policies, national and international political and economic events, changes in interest and exchange rates and trading activities in relevant securities. These factors may adversely affect the level of the Index and the value of the shares in the China MV Sub-Fund. The China MV Sub-Fund's returns, and the value of its shares, will not correlate precisely with changes in the level of the Index due to any differences between the Index composition and the China MV Sub-Fund's investments in securities and/or other authorised assets, as well as the China MV Sub-Fund's total expense ratio and transaction costs.

In the event that synthetic replication is selected, the Swap Agreement will create a potential counterparty risk for the China MV Sub-Fund, which will be mitigated by the fact that the Swap Counterparty will be a first class financial institution. Investors should, however, note that in case of insolvency or default of the Swap Counterparty, such event would affect the assets of the China MV Sub-Fund.

China Post Global (UK) Limited and its affiliates may trade the securities comprising the China MV Index for their own accounts and the accounts of customers. This trading activity could have a negative impact on the value of the China MV Index which could in turn affect the value of the shares. China Post Global (UK) Limited and its affiliates may also issue or underwrite other financial instruments with returns indexed to the China MV Index, which could compete with the China MV Sub-Fund and could adversely affect the value of the shares.

(ii) Risks relating to China

Any political changes, social instability and/or adverse diplomatic and geopolitical developments which may take place in or in relation to the PRC could adversely affect the China MV Sub-Fund's assets, and/or result in the imposition of additional governmental measures, which could potentially include expropriation of assets, confiscatory taxes or nationalisation of some or all of the China MV Sub-Fund's assets. Investors should also note that any change in the policies of the government and relevant authorities of the PRC may adversely impact the securities markets in the PRC as well as the performance of the China MV Sub-Fund.

The economy in the PRC has experienced significant and rapid growth in the past 20 years. However, such growth may or may not continue, and may not apply evenly across different geographic locations and sectors of the PRC economy. Economic growth has also been accompanied by periods of high inflation. The PRC government has carried out economic reforms and implemented various measures to manage the economy. Nevertheless, there is no assurance that the PRC government will continue to pursue such economic policies or, if it does, that those policies will continue to be successful. Any such adjustment and modification of those economic policies may have an adverse impact on the financial markets of the PRC and therefore on the performance of the China MV Sub-Fund.

The legal system of the PRC is based on written laws and regulations. However, because many of these laws and regulations, especially those that affect the securities market, are relatively new and evolving, the enforceability of such laws and regulations is uncertain. Such regulations also empower the China Securities Regulatory Commission ("**CSRC**") and the State Administration of Foreign Exchange ("**SAFE**") to exercise discretion in their respective interpretation of the regulations, which may result in increased uncertainties in their application. In addition, as the PRC legal system develops, there can be no assurance that changes in such laws and regulations, their interpretation or their enforcement, will not have a material adverse effect on the business operations of Mainland China based companies whose issued securities may be invested in by the China MV Sub-Fund.

(iii) Risks relating to the Renminbi

There is a foreign exchange risk inherent to the extent that the shares are purchased in a currency different to that in which the China MV Sub-Fund is denominated (i.e. RMB), due to the need to convert the investor's local currency into RMB. During the conversion, the investor and/or the China MV Sub-Fund will also incur currency conversion costs. Even if the price of the RMB assets remains the same between the moment when the China MV Sub-Fund purchases them and redeems/sells them, the China MV Sub-Fund will still incur a loss where it converts the redemption/sale proceeds into local currency if RMB has depreciated. In addition, exchange control regulations or any changes thereto may cause difficulties in the repatriation of monies, and the performance of the China MV Sub-Fund's investments and holdings may be affected.

Onshore RMB is not a freely convertible currency and is subject to foreign exchange control policies and repatriation restrictions imposed by the central government of the PRC. If such policies or restrictions change in the future, the position of the China MV Sub-Fund or its investors may be adversely affected.

China A-Shares are ultimately priced in onshore RMB (CNY). The China MV Sub-Fund will trade them via Stock Connect using offshore RMB (CNH). CNY and CNH may each trade at different exchange rates against other currencies, whereas between CNY and CNH a constant conversion rate of 1:1 is applicable. Subscriptions to the China MV Sub-Fund's non-base currency share classes will be converted into RMB (CNH) at the exchange rate for CNH. The amount of China A-Shares that can be purchased by the China MV Sub-Fund will depend on the domestic price in CNY and the prevailing exchange rates between CNH and the currencies of the China MV Sub-Fund's non-CNH share classes. Accordingly, fluctuations in such exchange rates, and/or the exchange rate differences between CNY and CNH and the other currencies respectively, risk adversely impacting the performance of the China MV Sub-Fund.

(iv) Risks Associated with Trading in Securities through Stock Connect

Shanghai-Hong Kong Stock Connect (“**Shanghai Stock Connect**”) and Shenzhen-Hong Kong Stock Connect (“**Shenzhen Stock Connect**”) are securities trading and clearing links programmes (together the “**Stock Connect**”) developed by the Stock Exchange of Hong Kong Limited (“**SEHK**”), the Shanghai Stock Exchange (“**SSE**”), the Shenzhen Stock Exchange (“**SZSE**”), the Hong Kong Securities Clearing Company Limited (“**HKSCC**”) and the China Securities Depository and Clearing Corporation with an aim to achieve mutual stock market access between Mainland China and Hong Kong. Under a joint announcement issued by the Securities and Futures Commission of Hong Kong and the CSRC on 10 November 2014, trading under Shanghai Stock Connect commenced on 17 November 2014. Trading under Shenzhen Stock Connect commenced on 5 December 2016. Stock Connect comprises the Northbound link, through which Hong Kong and overseas investors like the China MV Sub-Fund may purchase and hold China A-Shares listed on the SSE and SZSE, and the Southbound link, through which investors in Mainland China may purchase and hold shares listed on the SEHK. The securities which can be accessed through the Stock Connect programmes are, for the time being, selected securities listed on the SSE, including any constituent stock of the SSE 180 or SSE 380 financial indices as well as certain other securities, and selected securities listed on the SZSE including any constituent stock of the SZSE Component Index or SZSE Small/Mid Cap Innovation Index which has a market capitalisation of RMB6 billion or above, and certain SSE-listed or SZSE-listed shares of companies which have issued both China A-Shares and H Shares. The list of eligible securities is subject to ongoing review.

Under Stock Connect, the China MV Sub-Fund, through its Hong Kong brokers, may trade certain eligible securities listed and traded on the SSE and the SZSE (the “**Stock Connect Securities**”). Such trading is subject to the laws and regulations of Mainland China and Hong Kong and the relevant rules, policies or guidelines issued from time to time. The China MV Sub-Fund’s brokers and sub-custodian are SEHK exchange participants. Following settlement, these Stock Connect Securities will be held by the China MV Sub-Fund’s sub-custodian as a clearing participant in accounts in the Hong Kong Central Clearing and Settlement System (“**CCASS**”) maintained by the HKSCC as central securities depository in Hong Kong and nominee holder. HKSCC in turn holds Stock Connect Securities of all its participants through a “single nominee omnibus securities account” in its name registered with ChinaClear, the central securities depository in Mainland China.

Because HKSCC is only a nominee holder and not the beneficial owner of Stock Connect Securities, in the unlikely event that HKSCC becomes subject to winding up proceedings in Hong Kong, investors should note that Stock Connect Securities will not be regarded as part of the general assets of HKSCC available for distribution to creditors even under Mainland China law. HKSCC will not be obliged to take any legal action or enter into court proceedings to enforce any rights on behalf of investors in Stock Connect Securities in Mainland China. Foreign investors like the China MV Sub-Fund investing through the Stock Connect and holding the Stock Connect Securities through HKSCC are the beneficial owners of the assets and are eligible to exercise their rights through the nominee only.

Stock Connect Securities are uncertificated and are held by HKSCC for its account holders. Physical deposit and withdrawal of Stock Connect Securities are not available under the Northbound trading for the China MV Sub-Fund. The China MV Sub-Fund’s title or interests in, and entitlements to, Stock Connect Securities (whether legal, equitable or otherwise) will be subject to applicable requirements, including laws relating to any disclosure of interest requirement or foreign shareholding restrictions. It is uncertain whether the Chinese courts would recognise the ownership interest of the China MV Sub-Fund to allow them to take legal action against the relevant Chinese entities in case disputes arise. This is a complex area of law and independent professional advice should be sought in that respect.

Investors should note that trading on Stock Connect will not be covered by Hong Kong's Investor Compensation Fund nor the China Securities Investor Protection Fund and thus investors will not benefit from compensation under such schemes.

ChinaClear has established a risk management framework and measures that are approved and supervised by the CSRC. Pursuant to the General Rules of CCASS, if ChinaClear (as the host central counterparty) defaults, HKSCC will be expected, in good faith, to seek recovery of the outstanding Stock Connect Securities and monies from ChinaClear through available legal channels and through ChinaClear's liquidation process, if applicable. HKSCC will in turn distribute the Stock Connect Securities and/or monies recovered to clearing participants on a pro-rata basis as prescribed by the relevant Stock Connect authorities. The likelihood of a default by ChinaClear is considered to be remote. A failure or delay by the HKSCC in the performance of its obligations may result in a failure of settlement, or the loss, of Stock Connect Securities and/or monies in connection with them and the China MV Sub-Fund and its investors may suffer losses as a result. None of the China MV Sub-Fund, the Investment Manager nor the Management Company shall be responsible or liable for any such losses.

Investors shall also note that Stock Connect is a new concept. The current regulations are untested and there is no certainty as to how they will be applied. In addition, the current regulations are subject to change and there can be no assurance that Stock Connect will not be abolished or suspended. New regulations may be issued from time to time by the regulators, stock exchanges and clearing systems in Mainland China and/or Hong Kong in connection with operations, legal enforcement and cross-border trades under Stock Connect. There is no assurance as to whether or how such developments may restrict or affect the China MV Sub-Fund's investments.

There is a daily quota that limits the maximum value of all buy trades that can be executed on each trading day ("**Daily Quota**"). The Daily Quota may change from time to time without prior notice. Such quota and other limitations may restrict the China MV Sub-Fund's ability to invest in Stock Connect Securities on a timely basis or to effectively pursue its investment strategy. Once the Daily Quota is used up, acceptance of the corresponding buy orders will also be immediately suspended and no further buy orders will be accepted for the remainder of the day. Buy orders which have been accepted will not be affected by the using up of the Daily Quota, while sell orders will continue to be accepted. Buying services will be resumed on the following trading day.

Stock Connect will only operate on days (each a "**Stock Connect Business Day**") when both the Mainland China and Hong Kong markets are open for trading and when banks in both markets are open on the corresponding settlement days. It is therefore possible that there may be occasions when it is a normal trading day for the Mainland China market but the China MV Sub-Fund cannot carry out any trading via Stock Connect. As a result, the China MV Sub-Fund may be subject to a risk of price fluctuations in Stock Connect Securities during the time when Stock Connect is not trading.

Shareholders should further note that under the relevant regulations a security may be removed from the scope of the Stock Connect. This may adversely affect the China MV Sub-Fund's ability to meet its investment objective, e.g. where the Investment Manager wishes to purchase a security which is removed from the scope of Stock Connect. According to the current PRC rules, if any company listed on the SSE or SZSE is in the process of delisting, or its operation is unstable due to financial or other reasons such that there is a risk of it being delisted or exposing investors' interests to undue damage, the listed company will be moved to the risk alert board. Any change to the risk alert board may occur without prior notice. If a Stock Connect Security which is originally eligible for Stock Connect trading is subsequently moved to the risk alert board, the China MV Sub-Fund will be allowed only to sell the relevant Stock Connect Security and will be prohibited from further buying.

In addition to paying trading fees and stamp duties in connection with China A-Shares trading, the China MV Sub-Fund carrying out Northbound trading via Stock Connect should also take

note of any new portfolio fees, dividend tax and/or tax concerned with income arising from stock transfers which may be determined by the relevant authorities.

Stock Connect Securities and trading of Stock Connect Securities are subject to market rules and disclosure requirements of the China A-Shares market. Any changes in laws, regulations or policies of the China A-Shares market or rules in relation to Stock Connect may affect share prices. The Investment Manager is also subject to the foreign shareholding restrictions and disclosure obligations applicable to China A-Shares. The Investment Manager will be subject to restrictions on trading (including restriction on retention of proceeds) in China A-Shares as a result of the China MV Sub-Fund's interest in the China A-Shares. The Investment Manager is responsible for compliance with all notifications, reports and relevant requirements in connection with the China MV Sub-Fund's interests in China A-Shares. Under the current Mainland China rules, once an investor holds up to 5% of the shares of a company listed on the SSE or the SZSE, the investor is required to disclose its interest within three working days, during which it cannot trade the shares of that company. The investor is also required to disclose any change in its shareholding and comply with related trading restrictions in accordance with the Mainland China rules. According to existing Mainland China practices, the China MV Sub-Fund as beneficial owner of China A-Shares traded via Stock Connect cannot appoint proxies to attend shareholders' meetings on its behalf.

The China MV Sub-Fund may invest in the Small and Medium Enterprise ("**SME**") board of the SZSE via the Shenzhen Stock Connect. Investments in the SME board may result in significant losses for the Fund and its investors. Listed companies on the SME board are usually of emerging nature with smaller operating scale. Hence, they are subject to higher fluctuation in stock prices and liquidity and typically have higher risks than companies listed on the main board of the SZSE. Also, due to their nature, the turnover of the investments made by the China MV Sub-Fund on the SME may be higher than that of its investments on the main board of the SZSE, which may generate higher costs. Stocks listed on the SME board may be overvalued and such high valuation may not be sustainable. Such stocks' prices may be more susceptible to manipulation due to fewer circulating shares. It may be more common, and faster, for companies listed on the SME board to delist. This may have an adverse impact on the China MV Sub-Fund if the companies that it invests in are delisted.

(v) Investing in the securities markets of Mainland China

Investing in the securities markets of Mainland China is subject to the risks of investing in emerging markets generally and the risks specific to the Chinese market in particular. The regulatory and legal frameworks for capital markets in Mainland China are still at a developing stage when compared with those of developed countries. Companies in Mainland China are required to follow the Chinese accounting standards and practice which, to a certain extent, follow international accounting standards. However, there may be significant differences between financial statements prepared under and following the Chinese accounting standards and practice and those prepared in accordance with international accounting standards. Both the Shanghai and Shenzhen Stock Exchanges are in the process of development and change. This may lead to trading volatility, difficulty in the settlement and recording of transactions, and/or difficulty in interpreting and applying the relevant regulations.

(vi) Risks relating to China A-Shares market

The existence of a liquid trading market for China A-Shares may depend on whether there is supply of, and demand for, such China A-Shares. The price at which securities may be purchased or sold by the China MV Sub-Fund and the net asset value of the China MV Sub-Fund may be adversely affected if trading markets for China A-Shares are limited or absent. Volatility and settlement difficulties in the China A-Shares markets may result in significant fluctuations in the prices, which may negatively affect the value of the China MV Sub-Fund. Investors should also note that the China A-Shares market may have a relatively high volatility and instability (for example, due to the risk of suspension of a particular stock or government intervention).

Securities exchanges in Mainland China typically have the right to suspend or limit trading in any security traded on the relevant exchange. In particular, trading band limits are imposed by the stock exchanges in Mainland China on China A-Shares, where trading in any China A-Shares security on the relevant stock exchange may be suspended if the trading price of the security has increased or decreased beyond the trading band limit. In addition, Mainland China based companies typically have the right to voluntarily suspend trading in their own shares, whether during periods of corporate restructuring or otherwise. Such voluntary suspensions have in some cases still been in place after several months. Any suspension will render it impossible for the Investment Manager to liquidate positions and can thereby expose the China MV Sub-Fund to significant losses. Further, when the suspension is subsequently lifted, it may not be possible for the Investment Manager to liquidate positions at a favourable price.

China A-Shares may only be bought from, or sold to, the China MV Sub-Fund from time to time where the relevant China A-Shares may be sold or purchased on the Shanghai Stock Exchange or the Shenzhen Stock Exchange, as appropriate. Given that the China A-Shares market is considered volatile and subject to instability (with the risk of suspension of a particular stock or government intervention), the subscription and redemption of shares may also be disrupted.

(vii) Concentration risk of Sub-Funds investing in China-related securities

Where the China MV Sub-Fund focuses its investments on China-related securities, it will be subject to concentration risk. In other words, the China MV Sub-Fund is likely to be more volatile than a broad-based or geographically diversified fund, as it will be more sensitive to fluctuations in value resulting from a limited number of holdings, potentially high correlation between holdings, and/or from unfavourable performance in the securities that the China MV Sub-Fund invests in.

(viii) Taxation risk

Under the PRC corporate income tax law and its implementation rules (the “**CIT Law**”), income derived from the PRC by non-resident enterprises that have no establishment or place in the PRC are subject to withholding tax. As such, the China MV Sub-Fund’s investments in China A-Shares are subject to withholding tax on income (such as dividends on, or interest income from, such investments, as the case may be) derived from the PRC, and such withholding tax may reduce the income from, and/or adversely affect the performance of the China MV Sub-Fund.

On 14 November 2014, the PRC Ministry of Finance, the State Administration of Taxation and the CSRC published the Circular on the Tax Treatment for the Pilot Programme of Shanghai-Hong Kong Stock Connect. Such circular provides that Hong Kong and overseas investors investing in China A-Shares via the Shanghai Stock Connect are temporarily exempt from tax on capital gains derived from the trading of China A-Shares on or after 17 November 2014. Dividends from China A-Shares paid to Hong Kong and overseas investors will continue to be subject to 10% withholding tax which is to be withheld at source. On 5 November 2016, the PRC Ministry of Finance, the State Administration of Taxation and the CSRC published the Circular on the Tax Treatment for the Pilot Programme of Shenzhen-Hong Kong Stock Connect. Such circular sets out the tax regime applicable to investment in China A-Shares via the Shenzhen Stock Connect, which is substantially similar to the one currently applicable to investment in China A-Shares via the Shanghai Stock Connect.

In view of these prevailing exemptions, the Sponsor has decided not to make any withholding income tax provision for the realised and unrealised capital gains derived from the trading of China A-Shares. It should however be noted that these exemptions are temporary and may be amended, discontinued or revoked in the future. If it occurs, prospective retrospective tax liability may arise. There is also a risk that the Mainland China tax authorities may seek to collect tax on a retrospective basis, without giving any prior warning. If such tax were to be

collected, the tax liability would be payable by the China MV Sub-Fund. However, this liability may be mitigated under the terms of an applicable tax treaty.

(ix) Sustainability risk

The China MV Sub-Fund may be exposed to a broad range of Sustainability risks. In particular, the China MV Sub-Fund is exposed to a range of Sustainability risks linked to investments in the Chinese market. China is an emerging market; typically there are fewer sustainability-related regulations in effect in such markets compared to developed markets. Governance risks can be more pronounced in China, with a lack of maturity or corporate tenure being one of the contributing factors. Governance risks in China can present a higher risk compared to developed markets; ownership structures more commonly include controlling state interests or the controlling interests of an individual or family. In addition, share structure can be more complex, such as non-voting shares leaving minority shareholders with less recourse. Another factor typical of emerging markets is connected parties can introduce political risks, which can have far reaching implications. Sustainability risks due to social issues are also more common in emerging markets; these can linked include human capital and skill gaps, lagging labour and/or human rights practices, child labour, or corruption. These are examples of Sustainability risks that could damage the reputation and earnings prospects of the China MV Sub-Fund and the underlying companies it holds, and increase the risk of regulatory scrutiny and sanctions on such companies. Such events could impact materially the returns of the China MV Sub-Fund. Conversely, the sub-fund is highly diversified and tracks a minimum variance index designed to reduce volatility at index level. In light of the China MV Sub-Fund's investment objective and risk profile, the likely impacts of the above Sustainability risks on the China MV Sub-Fund's returns are expected to be low.

(f) Distribution policy

At the Launch Date, none of the Share Classes of the China MV Sub-Fund distributes any dividends. The China MV Sub-Fund may issue further Share Classes after the Launch Date, which may distribute dividends.

(g) Historical performance and anticipated tracking error

The China MV Sub-Fund's performance is set out in the relevant section of the KIID of the China MV Sub-Fund. Investors should note that past performance is not necessarily indicative of future results. The price of its shares and their income may fall as well as rise. There can be no assurance that the China MV Sub-Fund will achieve its objectives and/or that investors will get back the amount they invested in the China MV Sub-Fund.

In normal market conditions, it is anticipated that the China MV Sub-Fund will track the performance of the Index with a tracking error of up to 2%. Additional information on the anticipated tracking error and the factors that are likely to affect the level of the tracking error is available in this Prospectus under Section 4 (*Risk Considerations*).

(h) Fees and commissions

The total expense ratio, including all the costs and expenses that the China MV Sub-Fund shall bear, except the transaction costs, amounts to 0.45% of the average net assets of the China MV Sub-Fund.

Costs charged to the China MV Sub-Fund include those incurred as a result of the Index rebalancing and are, where applicable, priced into the applicable swap transaction costs and fees.

(i) Frequency of the calculation of the Net Asset Value and Valuation Date

With respect to this Sub-Fund, a Business Day is defined as a day on which banks are open for business in Luxembourg, London, Mainland China and Hong Kong.

Each Business Day which is also a Stock Connect Business Day (as defined above) is a valuation date (the “**Valuation Date**”).

The net asset value per share of the China MV Sub-Fund is calculated as of 2:00 p.m. (Luxembourg time) on each Valuation Date, under the responsibility of the Board of Directors.

(j) Transactions on the primary market

The primary market is the market on which shares of the China MV Sub-Fund are issued or redeemed by the Fund to or from the Primary Authorised Participants and on which Secondary Authorised Participants may purchase or sell shares of the China MV Sub-Fund from or to the Primary Authorised Participants, as further explained under Section 11 (*Acquiring and Disposing of Shares*) of the Prospectus.

Any Valuation Date is also considered a “**Dealing Day**” for this Sub-Fund.

(i) Subscriptions

The initial subscription date shall be the Launch Date (as defined above) or, if no subscription has been received on this date, any other date on which a first subscription for the China MV Sub-Fund is received. Subscriptions shall be accepted at a price per share corresponding to the Initial Subscription Price. The “Initial Subscription Price” shall be RMB 100 per share for the RMB C share class and EUR 100 per share for the EUR C share class.

Duly completed subscription orders received by the Fund from a Primary Authorised Participant by 1:00 p.m. (Luxembourg time) at the latest on the Business Day preceding the Dealing Day will be processed, if they are accepted, at the net asset value calculated in respect of that Dealing Day. Subscription forms received after this deadline shall be executed on the basis of the net asset value calculated in respect of the next following Dealing Day.

A Primary Authorised Participant in subscribing for shares on the primary market will bear the charges corresponding to the transaction, adjustments and brokerage costs associated with the subscription for shares on the primary market up to a maximum of 0.50% of the amount subscribed (the “**Subscription Transaction Charges**”).

The exact amount of Subscription Transaction Charges borne by a Primary Authorised Participant will be available upon request from the Investment Manager or the Transfer Agent.

As a consequence, the issue price will be the net asset value per share in the China MV Sub-Fund as of the relevant Dealing Day, plus the applicable Subscription Transaction Charges.

Payment for share subscriptions must be made by bank transfer, payable to the Depositary, one Business Day preceding the applicable Dealing Day.

Initial subscriptions will be accepted in RMB, EUR, USD or GBP for a minimum amount of RMB 5,000,000 or equivalent for the RMB C share class and EUR 1,000,000 or equivalent for the EUR C share class.

Additional subscriptions will be accepted for a minimum amount of RMB 5,000,000 or equivalent for the RMB C share class and EUR 1,000,000 or equivalent for the EUR C share class.

No minimum holding is applicable for this Sub-Fund.

*The China MV Sub-Fund is not and will not be offered or sold in the United States to or for the account of U.S. Persons as defined by U.S. securities laws. Each purchaser of shares of the China MV Sub-Fund will be asked to certify that such purchaser is not a U.S. Person, is not*

*receiving shares of the China MV Sub-Fund in the United States, and is not acquiring shares of the China MV Sub-Fund for the benefit of a U.S. Person.*

(ii) Redemptions

Redemption applications received by the Fund from a Primary Authorised Participant by 1:00 p.m. (Luxembourg time) at the latest on the Business Day preceding the Dealing Day will be processed, if they are accepted, at the net asset value calculated in respect of that Dealing Day. Redemption applications received after this deadline shall be executed on the basis of the net asset value calculated in respect of the next following Dealing Day.

A Primary Authorised Participant in redeeming shares on the primary market will bear the charges corresponding to the transaction, adjustments and brokerage costs associated with the redemption of shares on the primary market up to a maximum of 0.60% of the amount redeemed (the “**Redemption Transaction Charges**”).

The exact amount of Redemption Transaction Charges borne by a Primary Authorised Participant will be available upon request from the Investment Manager or the Transfer Agent.

As a consequence, the redemption price will be the net asset value per share in the China MV Sub-Fund as of the relevant Dealing Day, less the applicable Redemption Transaction Charges. The redemption price will normally be remitted within three Business Days following the applicable Dealing Day.

(iii) Conversions

Primary Authorised Participants may ask to convert at no charge all or part of their shares from the China MV Sub-Fund into:

- (A) shares of the same class of any other Sub-Fund of the Fund; or
- (B) shares of another class of either the China MV Sub-Fund or another Sub-Fund of the Fund.

Conversion applications received by the Fund from a Primary Authorised Participant (as these terms are interpreted under applicable Luxembourg regulations) by 1:00 p.m. (Luxembourg time) at the latest on the Business Day preceding the relevant Dealing Day will be processed, if they are accepted, at the net asset value calculated in respect of that Dealing Day. Conversion requests received after this deadline shall be deemed to be received and treated on the basis of the net asset value as calculated in respect of the next following Dealing Day.

(k) Transactions on the secondary market

The secondary market is the relevant stock exchanges on which the shares of the China MV Sub-Fund are listed.

The Fund does not charge any subscription or redemption fee for purchases and sales on the secondary market.

Orders to buy or sell shares may be placed on the relevant stock exchanges on which the shares of the China MV Sub-Fund are listed via the Market Maker(s).

Trading orders on the secondary market generate costs over which the Fund has no control.

The price of any shares traded on the secondary market will depend on supply and demand, and will correspond approximately to the Indicative Net Asset Value, being a measure of the intraday value of the Net Asset Value, calculated by Deutsche Boerse AG and published on Bloomberg and Reuters, as well as on a wide range of websites that display stock market data, including the Deutsche Boerse

AG website at <http://deutsche-boerse.com> and, as the case may be, by the relevant stock exchanges on which shares of the China MV Sub-Fund are listed, on each trading day based on the most up to date information. The Market Maker(s) makes/make the market and is/are contractually committed to the relevant stock exchanges to maintain a maximum difference between the best offer and the best bid. The listing of the relevant shares will be performed in compliance with the rules of each relevant stock exchange.

(l) Reference currency

The China MV Sub-Fund is denominated in offshore RMB (CNH).

(m) Shares Classes of the China MV Sub-Fund

As of the date of this Prospectus, the China MV Sub-Fund offers the following share classes

| Share Class name | Share Class Reference Currency | Distribution (D) or Capitalisation (C) | Currency Hedged Share Class | Minimum Subscription | Maximum Subscription Transaction Charges | Maximum Redemption Transaction Charges | Launch Price | Total Expense Ratio (TER) |
|------------------|--------------------------------|--|-----------------------------|----------------------|--|--|--------------|---------------------------|
| RMB C            | Offshore RMB (CNH)             | C                                      | No                          | RMB 5,000,000        | 1.5%                                     | 1.5%                                   | RMB 100      | 0.65%                     |
| EUR C            | Euro (EUR)                     | C                                      | No                          | EUR 1,000,000        | 1.5%                                     | 1.5%                                   | EUR 100      | 0.65%                     |

The Board of Directors may decide to launch additional share classes within the China MV Sub-Fund, which may be denominated in or hedged into other currencies. The Maximum Subscription Transaction Charges, the Maximum Redemption Transaction Charges and the TER for these additional share classes will be the same as those for the share classes in the table above. The amount of the Minimum Subscription and Launch Price for these additional share classes will be the equivalent amount in the relevant currency as the one quoted for the RMB or EUR share class respectively in the table above. For a complete list of available share classes, and information on their characteristics please contact the Investment Manager on [marketaccess@chinapostglobal.co.uk](mailto:marketaccess@chinapostglobal.co.uk) or refer to the following website [www.marketaccessetf.com](http://www.marketaccessetf.com).

(n) Taxation

The China MV Sub-Fund is exempt from subscription tax subject to the conditions set forth in Article 175(e) of the 2010 Law.

At least 80% of the value of the China MV Sub-Fund will be invested – on an ongoing basis – in capital investments as per section 2 (8) German Investment Tax Act applicable as of 1 January 2018. Capital investments in this sense are:

- (i) Shares in a corporation admitted to official trading on a stock exchange or listed on an organized market;
- (ii) Shares in a corporation not being a real estate company and which is:
  - resident in a Member State or in a contracting state to the Agreement on the European Economic Area (EAA), and where it is subject to, and not exempt from, income taxation for corporations;
  - resident in a non-EU/EEA country and where it is subject to, and not exempt from, income taxation for corporations of at least 15%;

- (iii) investment units in equity funds of 51% of the value of the investment unit; and
- (iv) investment units in mixed funds of 25% of the value of the investment unit.

(o) Liquidation and Merger

In the event that synthetic replication is selected, the Board of Directors may decide to liquidate the China MV Sub-Fund if the Swap Agreement entered into with a Swap Counterparty is terminated before the agreed term of such agreement, whether by an Event of Default (as such term is defined into the Swap Agreement) or otherwise, and the Investment Manager determines that no replacement swap can be found.

In the event that for any reason the net asset value of the China MV Sub-Fund has decreased below RMB 200,000,000, being the minimum level for such China MV Sub-Fund to be operated in an economically efficient manner, or if a change in the economic or political situation relating to the China MV Sub-Fund would have material adverse consequences on its investments, or in order to proceed with an economic rationalisation, the Board of Directors may decide to close the China MV Sub-Fund in the best interests of its shareholders and compulsorily redeem all the shares issued in the China MV Sub-Fund at a price as mentioned below calculated on the Dealing Day at which such decision shall take effect. The China MV Sub-Fund shall serve a written notice to the holders of the relevant shares prior to the effective date for the compulsory redemption, which will indicate the reason(s), and the procedure, for the redemption operations. Unless it is otherwise decided in the interests of, or to keep equal treatment between, the shareholders, the shareholders of the China MV Sub-Fund may continue to request redemption of their shares free of charge (but taking into account actual realisation prices of investments and realisation expenses) prior to the date effective for the compulsory redemption.

Notwithstanding the powers conferred on the Board of Directors under the preceding paragraph, the general meeting of shareholders of the China MV Sub-Fund may, upon proposal of the Board of Directors, redeem all the shares in such China MV Sub-Fund and refund to its shareholders the net asset value of their shares (but taking into account actual realisation prices of investments and realisation expenses) calculated on the Dealing Day at which such decision shall take effect. There shall be no quorum requirements for such general meeting of shareholders which shall decide by resolution taken by simple majority of those present or represented.

(p) Listing

The shares of the China MV Sub-Fund are listed on Deutsche Börse's Xetra, SIX Swiss Exchange, the London Stock Exchange and CEINEX.

The Board of Directors may, at its discretion, also decide to list the shares thereof on any other regulated exchange including but not limited to the Hong Kong Stock Exchange, the Paris Stock Exchange, the Milan Stock Exchange, and/or the Amsterdam Stock Exchange.

(q) Licence disclaimer

*STOXX Limited, Deutsche Börse Group and their licensors, research partners or data providers have no relationship to Market Access, other than the licensing of the STOXX® China A 900 Minimum Variance Unconstrained AM Index and the related trademarks for use in connection with the China MV Sub-Fund.*

***STOXX, Deutsche Börse Group and their licensors, research partners or data providers do not:***

- » *sponsor, endorse, sell or promote the China MV Sub-Fund.*
- » *recommend that any person invest in the China MV Sub-Fund or any other securities.*
- » *have any responsibility or liability for or make any decisions about the timing, amount or pricing of the China MV Sub-Fund.*

- » *have any responsibility or liability for the administration, management or marketing of the China MV Sub-Fund.*
- » *consider the needs of the China MV Sub-Fund or the owners of the China MV Sub-Fund in determining, composing or calculating the China MV Index or have any obligation to do so.*

**STOXX, Deutsche Börse Group and their licensors, research partners or data providers give no warranty, and exclude any liability (whether in negligence or otherwise), in connection with the China MV Sub-Fund or its performance.**

STOXX does not assume any contractual relationship with the purchasers of the China MV Sub-Fund or any other third parties.

**Specifically,**

- » *STOXX, Deutsche Börse Group and their licensors, research partners or data providers do not give any warranty, express or implied, and exclude any liability about:*
  - *The results to be obtained by the China MV Sub-Fund, the owner(s) of the China MV Sub-Fund or any other person in connection with the use of the China MV Index and the data included in the China MV Index;*
  - *The accuracy, timeliness, and completeness of the China MV Index and its data;*
  - *The merchantability and the fitness for a particular purpose or use of the China MV Index and its data;*
  - *The performance of the China MV Sub-Fund generally.*
- » *STOXX, Deutsche Börse Group and their licensors, research partners or data providers give no warranty and exclude any liability, for any errors, omissions or interruptions in the China MV Index or its data;*
- » *Under no circumstances will STOXX, Deutsche Börse Group or their licensors, research partners or data providers be liable (whether in negligence or otherwise) for any lost profits or indirect, punitive, special or consequential damages or losses, arising as a result of such errors, omissions or interruptions in the China MV Index or its data or generally in relation to the China MV Sub-Fund, even in circumstances where STOXX, Deutsche Börse Group or their licensors, research partners or data providers are aware that such loss or damage may occur.*

*The licensing Agreement between Market Access and STOXX is solely for their benefit and not for the benefit of the owners of the China MV Sub-Fund or any other third parties.*

(r) Replacement of the Index

The Investment Manager will be authorised to replace the Index with a new index and to change the China MV Sub-Fund's name accordingly, subject to one month's prior notice allowing shareholders to request the redemption of all or part of their shares without any charges, particularly in the following circumstances:

- (i) the Index is no longer calculated;
- (ii) the Index licence agreement is terminated (e.g. further to an increase in licence costs);
- (iii) calculation of the Index and/or publication no longer meets the required level of quality as determined by the Investment Manager; or
- (iv) the techniques and instruments required to implement the investment policy are no longer available.

(s) Calculation of global exposure

As part of the risk management process, the China MV Sub-Fund uses the commitment approach to monitor and measure the global exposure. This approach measures the global exposure related to positions in derivatives and other efficient portfolio management techniques under consideration of netting and hedging effects which may not exceed the total net value of the portfolio of the China MV Sub-Fund.

## **Appendix 2: Statutory Anti-Money Laundering Notice**

In an effort to deter money laundering, the Fund and the Administrative Agent must comply with all applicable international and Luxembourg laws and circulars regarding the prevention of money laundering and the financing of terrorism and in particular with Luxembourg law dated 12 November 2004 against money laundering and terrorism financing, as amended from time to time.

Compliance measures aimed at preventing money-laundering require each applicant for shares to prove his identity to the Fund.

Therefore, the Fund and the Administrative Agent may request any information or documentation necessary to establish the identity of a potential investor and the origin of subscription proceeds.

Failure to provide documentation may result in a delay or rejection by the Fund of any subscription or exchange or a delay in pay out of redemption of shares by such investor.

## **Appendix 3: Further information for investors in Switzerland**

### **1. Representative**

The representative in Switzerland is RBC Investor Services Bank S.A., Esch-sur-Alzette, Zurich branch. Its registered office is at Bleicherweg 7, CH-8027 Zurich.

### **2. Payment department**

The payment department in Switzerland is RBC Investor Services Bank S.A., Esch-sur-Alzette, Zurich branch. Its registered office is at Bleicherweg 7, CH-8027 Zurich.

### **3. Location of distribution of key documents**

The prospectus and the main investor information documents, the articles of association and the annual and semi-annual reports of the Fund are available free of charge from the representative.

### **4. Publications**

The Fund shall publish and make available the information required in accordance with the provisions of the Listing Rules of the SIX Swiss Exchange ("**SIX**") and Circular No. 1 of the Admission Board relating to the obligation to report in connection with continued listing. In addition, the Fund will disclose material information in accordance with the Directive on ad hoc advertising, in accordance with Article 53 of the Listing Rules.

The issue and redemption prices and/or the net asset value per share, with the note "costs not included", for all the sub-funds are published daily on [www.swissfunddata.ch](http://www.swissfunddata.ch). The net asset value will be published in the base currency and, if different from the trading currency, in each currency in which the shares are traded on the SIX.

Any other publication or notification from the Fund required under the CISA and its implementing ordinances, in particular under Article 133 of the Ordinance on Collective Investment Schemes, will be published on [www.swissfunddata.ch](http://www.swissfunddata.ch). These publications and notifications include, in particular, any amendments that may be made to the Fund's prospectus.

### **5. Payment of Retrocessions and Rebates**

The Fund Management Company and its agents do not pay any retrocession as remuneration for distributing the Fund's shares in or from Switzerland.

The Fund Management Company and its agents do not pay any rebates on distribution in or from Switzerland to reduce the fees and costs accruing to investors and charged to the Fund.

### **6. Place of performance and jurisdiction**

The place of performance and jurisdiction shall be at the registered office of the representative for Fund shares distributed in or from Switzerland.

## Appendix 4: Additional Information on the Listing of Fund Shares on the SIX Swiss Exchange

### (1) For Units of Funds listed on the SIX Swiss Exchange from 15 January 2020

This prospectus, together with the Fund's latest annual and semi-annual reports, constitutes the listing prospectus for the Fund's shares on the SIX Swiss Exchange (the "**SIX**").

This part of the prospectus contains the additional information required by the SIX Listing Rules. This part of the prospectus is limited to reflecting information not already contained in the prospectus.

#### (a) Listing in Switzerland / Trading currency

The shares in the following sub-funds of the Fund are listed in accordance with the SIX Standard for Collective Investment Schemes. The SIX Admissions Board approved the listing requested by the Fund.

| Sub-Fund  | Security number | ISIN code    | Trading currency | Primary listing |
|---|-----------------|--------------|------------------|-----------------|
| Market Access Rogers International Commodity Index UCITS ETF          | 2503175         | LU0249326488 | USD              | Deutsche Börse  |
| Market Access NYSE Arca Gold BUGS Index UCITS ETF                     | 2617084         | LU0259322260 | USD              | Deutsche Börse  |
| Market Access STOXX® China A Minimum Variance Index UCITS ETF - EUR C | 39867734        | LU1750178011 | CHF              | Deutsche Börse  |

#### (b) Central Securities Depository / Provision

Shares in each Sub-Fund will be issued in registered or bearer form at the discretion of the Board of Directors. The bearer shares that may be issued will be represented solely by one or more global share certificates.

In the case of shares issued in registered form, the entry of the shareholder's name in the Fund's share register shall serve as proof of the shareholder's ownership of such shares and a confirmation of the entry in the share register shall be sent to the shareholder. No registered share certificates will be provided.

Any bearer shares issued will be represented solely by one or more global share certificates ("**Global Share Certificates**") deposited with the clearing agents. For this purpose, a "**Clearing Agent**" is defined as an entity affiliated with one or more stock exchanges on which the Fund's shares are or will be listed and which facilitates the validation, delivery and settlement of Fund share transactions; Clearing Agents include Clearstream Banking SA, Clearstream Banking AG and Euroclear Bank SA.

Bearer shares, represented by a Global Share Certificate, will only be available to investors in the form of a book-entry in the securities accounts that their financial intermediaries have directly or indirectly with a participant in the relevant Clearing Agent's clearing system. No certificates representing individual bearer shares will be provided. Bearer shares represented by a Global Share Certificate are freely transferable in the above clearing system, provided that they remain subject to and comply with the rules set out in this Prospectus, as well as any applicable laws, the rules of the relevant stock exchange and/or the rules of the relevant Clearing Agent.

The shares are then traded on the SIX Swiss Exchange and cleared by SIX SIS Ltd ("**SIX SIS**"). Shares traded in Switzerland are held in a SIX SIS account with Clearstream. SIX SIS will maintain a sub-register for shares traded through the SIX.

**(c) Responsibility for the listing prospectus**

The Fund, Market Access with its registered office in Luxembourg, and its directors assume responsibility for the information contained in this prospectus and certify that it is accurate and that no material facts have been omitted.

**(d) Publications**

See above paragraph 4 of Annex 3 (Information for investors in Switzerland).

**(e) Market Maker**

The listing of Fund shares on the SIX enables investors, in addition to subscribing or redeeming shares directly with the Fund, to acquire or sell Fund shares on a liquid and regulated secondary market, i.e. on the stock exchange, through the SIX. The terms and conditions relating to the subscription or redemption of Fund units are set out in this prospectus.

The complete and updated list of the banking institutions designated by the Fund to act as Market Maker for trading in the Fund's shares listed on the SIX is available and may be freely consulted on the SIX Swiss Exchange website: [www.six-swiss-exchange.com](http://www.six-swiss-exchange.com).

The role of the Market Maker is to maintain a market for the Fund's shares, that is its function, and in this context to enter the purchase and sale prices of the Fund's shares into the SIX trading system.

In accordance with FINMA practice, the Market Maker is required to ensure that the difference between

- (i) the current net asset value per share (calculated on the basis of the net asset value per share but adjusted for price changes resulting from transactions in securities included in the index covered by the Fund (the "**Intraday Net Asset Value**"); and
- (ii) the price at which investors can buy and sell shares on the SIX, is reduced to a reasonable level.

Under the **Market-Making Agreement** between the SIX and the Market Maker, the Market Maker is required to maintain a market for the Fund's shares on the SIX, within a given context and under normal market conditions, and, in this context, to enter into the SIX trading system the purchase and sale prices of these units with a spread not exceeding 2% (i.e. plus or minus 1% of the intraday inventory value). These provisions shall apply only under normal market conditions.

As a result, the Fund expects that the maximum difference in any one trading day between

- (i) the Intraday Net Asset Value per share; and
- (ii) the price at which shares can be purchased or sold on the SIX shall not, under normal market conditions, exceed the spreads agreed with the SIX.

The above measures are designed to reduce the risk of a price difference between the Fund shares' intraday intrinsic value and their trading price on the SIX.