

# I N T E R F U N D

## SOCIETE D'INVESTISSEMENT A CAPITAL VARIABLE UNDER LUXEMBOURG LAW WITH MULTIPLE SUB-FUNDS AND FULL INCOME CAPITALIZATION

R.C.S. LUXEMBOURG B 8.074

## P R O S P E C T U S

**Sales Prospectus September 21, 2018**

The present Prospectus must be accompanied by the latest available annual report as well as the latest semi-annual report in the event the latter is published after the last annual report. These reports form part of the present Prospectus.

No information other than that contained in the Prospectus, the KIID, the periodic financial reports, as well as in any other documents mentioned in the Prospectus and which may be consulted by the public, can be given in connection with the offer.

In addition to the Prospectus, the SICAV has issued a Key Investor Information Document (the "KIID") that contains key information related to the SICAV, in particular the historical performance of each sub-fund, the description of the risk profile of each sub-fund and of a typical investor. The KIID must be offered free of charge to each subscriber before the conclusion of the contract. The KIID may be obtained free of charge at the registered office of the SICAV, the Management Company and the Sales Agent.

Shares of the SICAV shall not be purchased or held, directly or indirectly, by investors who are residents or citizens of the United States or their sovereign territories; in addition, the transfer of shares of the SICAV to such persons is not authorized.

Shares of the SICAV are not listed on the Luxembourg Stock Exchange.

Shares of each sub-fund of the SICAV are intended for retail and/or institutional investors. Investors must understand that their investment is not secured against any possible loss.

**September 21, 2018**

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## **IMPORTANT ADDRESSES**

### **REGISTERED OFFICE OF THE COMPANY**

INTERFUND, SICAV  
9-11, Rue Goethe  
L - 1637 LUXEMBOURG

### **MANAGEMENT COMPANY**

FIDEURAM ASSET MANAGEMENT  
(IRELAND) DESIGNATED ACTIVITY  
COMPANY, in abbreviation “Fideuram  
Asset Management (Ireland) dac”  
2<sup>nd</sup> Floor, International House  
3 Harbourmaster Place, IFSC  
DUBLIN 1, D01 K8F1  
IRELAND

### **DEPOSITARY BANK, PAYING AGENT**

FIDEURAM BANK  
(LUXEMBOURG) S.A.  
9-11, Rue Goethe  
L - 1637 LUXEMBOURG

### **ADMINISTRATIVE, REGISTRAR AND TRANSFER AGENT**

FIDEURAM BANK  
(LUXEMBOURG) S.A.  
9-11, Rue Goethe  
L - 1637 LUXEMBOURG

### **DOMICILIARY AGENT**

FIDEURAM BANK  
(LUXEMBOURG) S.A.  
9-11, Rue Goethe  
L - 1637 LUXEMBOURG

### **INVESTMENT MANAGERS**

**For INTERFUND EQUITY ITALY  
(I08) and INTERFUND SYSTEM  
EVOLUTION (I34):**

FIDEURAM INVESTIMENTI SGR  
S.p.A.  
18, Via Montebello  
I-20121 MILANO

**For INTERFUND TEAM EQUITY  
USA (I10)**

The Management Company acting through its London branch, Fideuram Asset Management (Ireland) dac., London Branch, 90 Queen Street, LONDON EC4N 1SA, is responsible for the allocation of the portions of the sub-funds' portfolio to Multi-Manager(s) as described in further details in this Prospectus.

**For INTERFUND TEAM EQUITY  
EUROPE (I38)**

The Management Company acting through its London branch, Fideuram Asset Management (Ireland) dac., London Branch, 90 Queen Street, LONDON EC4N 1SA, is responsible for the allocation of the portions of the sub-funds' portfolio to Multi-Manager(s) as described in further details in this Prospectus.

**For INTERFUND GLOBAL  
CONVERTIBLES (I11):**

GLG Partners LP  
One Curzon Street  
LONDON W1J 5HB

**For INTERFUND BOND GLOBAL  
HIGH YIELD (I02):**

FIL Pensions Management  
Oakhill House, 130 Tonbridge Road  
Hildenborough, Tonbridge  
KENT TN11 9DZ

**For INTERFUND EQUITY USA  
ADVANTAGE (I15):**

Morgan Stanley Investment Management  
Ltd  
25 Cabot Square, Canary Wharf, Floor 07  
London, E14 4QA

**For INTERFUND BOND US PLUS  
(I06) and INTERFUND EMERGING  
MARKETS LOCAL CURRENCY  
BOND (I19):**

PIMCO Europe Ltd  
Nations House  
103 Wigmore Street  
LONDON W1U 1QS

**For INTERFUND CRESCITA  
PROTETTA 80 (I37):**

The sub-fund will be managed by the Management Company acting through its branch:

Fideuram Asset Management (Ireland)  
dac., London Branch  
90 Queen Street,  
LONDON EC4N 1SA

**MASTER UCITS**

**For INTERFUND CRESCITA  
PROTETTA 80 (I37):**

Fundlogic Alternatives plc - MS Fideuram  
Equity Smart Beta Dynamic Protection 80  
Fund

70 Sir John Rogerson's Quay  
Dublin 2  
Ireland

**SALES AGENT**

FIDEURAM – Intesa Sanpaolo Private  
Banking S.p.A., in abbreviation  
FIDEURAM S.p.A.  
Piazza San Carlo 156  
I – 10121 TORINO

**AUDITOR**

KPMG Luxembourg  
Société coopérative  
39, avenue John F. Kennedy  
L - 1855 LUXEMBOURG

**LEGAL ADVISERS**

For the Company and Luxembourg matters:

BONN & SCHMITT  
148, Avenue de la Faïencerie  
L - 1511 LUXEMBOURG

For the Management Company and Irish matters:

A&L Goodbody  
IFSC, North Wall Quay  
Dublin 1  
Ireland

## HOW TO READ THE PROSPECTUS

The Prospectus provides for information necessary to understand the characteristics and the functioning of INTERFUND.

In order to make reading easier, a short explanation of the most important concepts used in the Prospectus is provided hereafter:

**Company:** means the abbreviation used in the text to refer to INTERFUND, société d'investissement à capital variable (SICAV) consisting of several sub-funds.

**Sub-funds:** these are the subdivisions of the Company in order to offer to the investors portfolios of specific securities. Each sub-fund is managed in an autonomous and distinct manner from the other sub-funds.

**Share:** means the unit in which the assets and liabilities of each sub-fund are subdivided.

**Net Asset Value:** indicates, for each sub-fund, the value, expressed in EURO, of the respective shares. This value is published in accordance with the provisions of Chapter 12 and is available each bank business day in Luxembourg at the Company, at the registered office of the Management Company, at the registered office of FIDEURAM BANK (LUXEMBOURG) S.A. in its role as Administrative Agent as well as at the registered office of the Sales Agent.

**Sales Agent:** FIDEURAM S.p.A..

**Investor:** means the owner of the shares of the Company.

**Member State:** means a Member State of the European Union. The States that are contracting parties to the Agreement creating the European Economic Area other than the Member States of the European Union, within the limits set forth by this Agreement and related acts, are considered as equivalent

to Member States of the European Union.

**Switch:** it is the transaction carried out by the investor, who modifies the composition of the investment amongst the various sub-funds of the Company.

**Benchmark:** it is an index specified for most of the sub-funds which describes the evolution of the financial market in which the sub-fund at issue invests. The benchmark constitutes for the Company the objective to be reached.

**Rating Methodology:** The Management Company and the Investment Manager uses an internal credit rating methodology which is able to cover debt securities using quantitative and qualitative components. Such methodology will use inter alia the ratings issued by the rating agencies but will not over rely on it.

**Regulated market:** regulated market, which operates regularly, is recognized and open to the public.

**Initial payment:** it is the payment carried out at the time of the initial subscription of a contract of investment in INTERFUND.

**UNI:** indicates the sole type of contract of investment by which it is possible to invest in the Company.

**Additional payments:** additional payments carried out after the initial payment.

## **1. WHAT IS THE COMPANY**

INTERFUND is an investment company in the form of a public limited company qualified as a société d'investissement à capital variable (SICAV) under Luxembourg law governed by Part I of the law of December 17, 2010 (the "Law") relating to undertakings for collective investment (hereafter the "Company").

The Company appointed FIDEURAM ASSET MANAGEMENT (IRELAND) dac as management company in Ireland (the "Management Company").

The Company was incorporated on August 28, 1968 in the form of a société d'investissement à capital fixe. Its initial articles of incorporation were published in the Mémorial, Special Recueil of the Companies and Associations ("Mémorial") C N. 161 on October 26, 1968; the version of the articles of incorporation including the transformation of the Company into a SICAV with multiple sub-funds was published in the Mémorial C on December 13, 1996; the articles of incorporation were amended on February 24, 2014 with effect on April 1, 2014 to bring the articles of incorporation into conformance with the Law and the amendments were published in the Mémorial on March 25, 2014, and for the last time on March 28, 2017 and the amendments were published to the Luxembourg Recueil Électronique des Sociétés et Associations ("RESA") on April 10, 2017.

The restated articles of incorporation of the Company were deposited at the greffe's office of the Tribunal d'Arrondissement of Luxembourg, Grand Duchy of Luxembourg.

The legal notice has been also lodged with the greffe's office of the Tribunal d'Arrondissement in Luxembourg.

The Company is registered with the Register of Commerce and Companies, Grand Duchy of Luxembourg, under the number B 8074.

The registered office of the Company is located at 9-11, Rue Goethe in Luxembourg.

The Company has an unlimited duration.

Until December 31, 2016, the fiscal year started on January 1 and ended on December 31 of each year. As from 2017, the fiscal year starts on September 1 and ends on August 31 of each year. In 2017, an intermediary



exercise will start on January 1, 2017 and will end on August 31, 2017 (the “Interim Exercise”). An annual report will be issued for the period covered by the Interim Exercise. No semi-annual report will be issued for the year 2017.

The Company's capital will be at any time equal to the net value of the total assets of the Company.

The minimum capital of the Company is 1,250,000 EURO.

Its Board of Directors is composed as follows:

1. Mr. Franco TUTINO  
Professor at the University of the Studies of Roma “La Sapienza”  
Roma  
Chairman
2. Me Alex SCHMITT  
Attorney-at-law  
Bonn & Schmitt  
Luxembourg  
Director
3. Mr. Riccardo NEGRO  
Head of Business Development & Operations at Fideuram Investimenti SGR S.p.A.  
Milano  
Director

In accordance with Article 154 of the Law, the accounting data contained in the annual report of the Company is controlled by an auditor registered in the Grand Duchy of Luxembourg.

Between shareholders, each sub-fund is supposed to represent a separate entity, with its own contributions, capital gains, losses, charges and expenses, without being restrictive.

## **2. HOW IS THE COMPANY MANAGED**

### **2.1. Purpose of the Company**

The purpose of the Company is to invest the funds available to it in portfolios of transferable securities, money market instruments and/or other financial liquid assets referred to in Article 41 (1) of the Law (sub-funds) with a purpose of spreading investment risks, granting to the shareholders of the Company the benefits of a professional management and over time increasing the value of the funds invested by the investors.

To achieve this goal, the assets of the Company are allocated among several sub-funds having each one their own assets and their own liabilities and to which corresponds a specific investment policy.

In each sub-fund, the Company may issue one or several classes of shares, each one having characteristics different from the other, such as for example an exchange risk hedging policy. The classes of shares of the various sub-funds may be of unequal value.

The sub-funds, all denominated in EURO, are:

- INTERFUND EURO CURRENCY (I01);
- INTERFUND BOND GLOBAL HIGH YIELD (I02);
- INTERFUND EURO BOND MEDIUM TERM (I03);
- INTERFUND EURO BOND SHORT TERM 1 – 3 (I04);
- INTERFUND EURO BOND LONG TERM (I05);
- INTERFUND BOND US PLUS (I06);
- INTERFUND BOND JAPAN (I07);

- INTERFUND EQUITY ITALY (I08);
- INTERFUND EURO CORPORATE BOND (I09);
- INTERFUND TEAM EQUITY USA (I10);
- INTERFUND GLOBAL CONVERTIBLES (I11);
- INTERFUND EQUITY JAPAN (I12);
- INTERFUND EQUITY EUROPE (I13);
- INTERFUND EQUITY PACIFIC EX JAPAN (I14);
- INTERFUND EQUITY USA ADVANTAGE (I15);
- INTERFUND BOND GLOBAL EMERGING MARKETS (I16);
- INTERFUND EQUITY GLOBAL EMERGING MARKETS (I17);
- INTERFUND INTERNATIONAL SECURITIES NEW ECONOMY (I18);
- INTERFUND EMERGING MARKETS LOCAL CURRENCY BOND (I19);
- INTERFUND INFLATION LINKED (I22);
- INTERFUND SYSTEM EVOLUTION (I34);
- INTERFUND EURO BOND SHORT TERM 3 – 5 (I35);
- INTERFUND EURO LIQUIDITY (I36);
- INTERFUND CRESCITA PROTETTA 80 (I37);
- INTERFUND TEAM EQUITY EUROPE (I38)

The Company may, at any time, create new sub-funds or new classes of shares, dissolve one or more existing sub-funds or delete one or more existing classes of shares or carry out mergers by delivering a notice to the investors in accordance with the conditions provided for by law and published in the newspapers where the net asset value is published daily (see Chapter 12). In these circumstances, the prospectus and the KIID will be updated.

## **2.2. Investment Policy**

The Board of Directors of the Company is responsible for the determination of the investment policy for each sub-fund.

The Board of Directors has designated FIDEURAM ASSET MANAGEMENT (IRELAND) dac in charge of management, the central administration and the distribution of the Company. The Management Company may, under its control and responsibility, be assisted by an Investment Manager to which the day-to-day management of the portfolio of each sub-fund will be entrusted.

To most of the sub-funds shall be allocated a specific reference parameter (referred to as "Benchmark" hereinafter), made up of an index worked out by a highly rated financial institution which the Company intends to refer to.

In respect of those sub-funds that track a benchmark index, or are managed by reference to a benchmark index, or use a benchmark index to compute a performance fee if applicable, as of June 21, 2018 the below mentioned benchmark administrators for the benchmark indices of the relevant sub-funds are registered in accordance with article 34 of the Regulation (EU) 2016/1011 on indices used as benchmarks in financial instruments and financial contracts or to measure the performance of investment funds (the “**Benchmark Regulation**”), and have been included in the register maintained by

ESMA:

- FTSE International Limited;
- ICE Benchmark Administration Limited;
- MSCI Limited.

Benchmark administrators not yet registered confirmed they intend to comply with the Benchmark Regulation within the deadline of 1 January 2020 in accordance with the transitional period described in the Benchmark Regulation (the “**Transitional Deadline**”).

European Union (“EU”) benchmark administrators and non-EU benchmark administrators intend, within the Transitional Deadline, to get themselves included in the register maintained by ESMA and respectively comply with the equivalence, recognition or endorsement regimes where applicable under the Benchmark Regulation. The Management Company will ensure that the applicable benchmark administrators will confirm their registration within the Transitional Deadline and will update accordingly and as appropriate this Prospectus.

In accordance with the Benchmark Regulation, the Management Company has put in place a plan setting out the actions to be followed in the event that a benchmark materially changes or ceases to be provided (“**Benchmark Continuity Plan**”).

Details of the Benchmark Continuity Plan are available on the website:

[http://www.fideuramireland.ie/upload/File/pdf/Policy\\_FAMI/431075\\_2016.03\\_Benchmark\\_Regulation\\_Procedure.pdf](http://www.fideuramireland.ie/upload/File/pdf/Policy_FAMI/431075_2016.03_Benchmark_Regulation_Procedure.pdf)

With the purpose of optimizing the management of these sub-funds, the Company may substitute the Benchmark already allocated with another one linked to the same investment policy.

## **I- INVESTMENT POLICIES OF THE SUB-FUNDS.**

The sub-funds and the related investment policies are:

**1. INTERFUND EURO CURRENCY,** expressed in EURO, aims at preserving over time the capital by investing in investment grade debt securities issued by government and/or non-governmental entities, characterized by low risk.

These investment grade debt securities will have essentially a residual duration not higher than 18 months.

These securities may include, but are not limited to: corporate debt securities, bonds, fixed and floating rate securities.

The sub-fund may residually invest in securities denominated in currencies other than the reference currency of the sub-fund (EURO) and securities issued by entities domiciled in emerging market countries. The currency exposure will be hedged back into EURO.

The selection criteria are characterized by a particular interest for securities and instruments the value of which, given their short residual duration, is in general not very sensitive to interest rate fluctuations.

The sub-fund may also hold deposits and money market instruments.

Moreover, the sub-fund may use financial derivative instruments not only for the purpose of risk hedging and efficient management but also for investment purposes.

The benchmark of the sub-fund consists of the index "JP Morgan EURO 6 month Cash Index".

*Risk transparency:*

- Global Exposure Determination Methodology: commitment approach

*Risk profile of typical investor:*

This sub-fund is suitable for investors who search short-term investments. The investor seeks a relatively safe investment but understands that his investment is not guaranteed against a possible loss.

*Total Return Swap or other derivative instruments with the same characteristics:*

- Maximum portion of assets that can be subject to TRS: 0%.
- Expected portion of assets that will be subject to TRS: 0%.

*Securities lending:*

- Maximum portion of assets that can be subject to securities lending: 100%.
- Expected portion of assets that will be subject to securities lending: 1%.

*Repo/Reverse Repo transactions:*

- Maximum portion of assets that can be subject to repo/reverse repo transaction: 0%.
- Expected portion of assets that will be subject to repo/reverse repo transaction: 0%.

**2. INTERFUND BOND GLOBAL HIGH YIELD**, expressed in EURO, has as an investment objective to maximize total return through investment in fixed income transferable securities, but principally in sub-investment grade securities with a credit quality equal to BB+ or less from Standard & Poor's or equivalent rating from an internationally recognized rating agency or equivalent defined on the basis of the internal valuation model implemented by the Investment Manager. The sub-fund will invest globally mainly in high yield fixed income transferable securities with no

geographical restriction. The currency exposure of the sub-fund will normally be hedged back into EURO.

Moreover, the sub-fund may use financial derivative instruments not only for the purpose of risk hedging and efficient management but also for investment purposes.

The benchmark of the sub-fund consists of the index “Bofa Merrill Lynch Global High Yield Constrained 100% EURO Hedged”.

*Risk transparency:*

- Global Exposure Determination Methodology: commitment approach

*Risk profile of typical investor:*

This sub-fund is suitable for investors who search long-term investments. The investor seeks a relatively safe investment but understands that his investment is not guaranteed against a possible loss.

*Total Return Swap or other derivative instruments with the same characteristics:*

- Maximum portion of assets that can be subject to TRS: 0%.
- Expected portion of assets that will be subject to TRS: 0%.

*Securities lending:*

- Maximum portion of assets that can be subject to securities lending: 100%.
- Expected portion of assets that will be subject to securities lending: 7%.

*Repo/Reverse Repo transactions:*

- Maximum portion of assets that can be subject to repo/reverse repo transaction: 0%.
- Expected portion of assets that will be subject to repo/reverse repo transaction: 0%.



**3. INTERFUND EURO BOND MEDIUM TERM**, expressed in EURO, consists essentially of debt transferable securities at a fixed and variable rate denominated in EURO.

The criteria of selection are characterized by a particular interest for securities having a residual average life between 5 and 10 years and consequently with a significant sensitivity to interest rate fluctuations.

Moreover, the sub-fund may use financial derivative instruments not only for the purpose of risk hedging and efficient management but also for investment purposes.

The benchmark of the sub-fund consists of the index "FTSE EMU Government Bond Index 5 - 10 years".

*Risk transparency:*

- Global Exposure Determination Methodology: commitment approach

*Risk profile of typical investor:*

This sub-fund is suitable for investors who search medium-term investments. The investor seeks a relatively safe investment but understands that his investment is not guaranteed against a possible loss.

*Total Return Swap or other derivative instruments with the same characteristics:*

- Maximum portion of assets that can be subject to TRS: 0%.
- Expected portion of assets that will be subject to TRS: 0%.

*Securities lending:*

- Maximum portion of assets that can be subject to securities lending: 100%.

- Expected portion of assets that will be subject to securities lending: 43%.

*Repo/Reverse Repo transactions:*

- Maximum portion of assets that can be subject to repo/reverse repo transaction: 0%.
- Expected portion of assets that will be subject to repo/reverse repo transaction: 0%.

**4. INTERFUND EURO BOND SHORT TERM 1 – 3**, expressed in EURO, consists essentially of debt transferable securities at a fixed and variable rate denominated in EURO.

The criteria of selection are characterized by a particular interest for securities having an average residual life ranging between 1 and 3 years with a moderate sensitivity to interest rate fluctuations.

Moreover, the sub-fund may use financial derivative instruments not only for the purpose of risk hedging and efficient management but also for investment purposes.

The benchmark of the sub-fund consists of the index "FTSE EMU Government Bond Index 1 - 3 years".

*Risk transparency:*

- Global Exposure Determination Methodology: commitment approach

*Risk profile of typical investor:*

This sub-fund is suitable for investors who search short-term investments. The investor seeks a relatively sure investment but understands that his investment is not guaranteed against a possible loss.

*Total Return Swap or other derivative instruments with the same characteristics:*

- Maximum portion of assets that can be subject to TRS: 0%.

- Expected portion of assets that will be subject to TRS: 0%.

*Securities lending:*

- Maximum portion of assets that can be subject to securities lending: 100%.
- Expected portion of assets that will be subject to securities lending: 32%.

*Repo/Reverse Repo transactions:*

- Maximum portion of assets that can be subject to repo/reverse repo transaction: 0%.
- Expected portion of assets that will be subject to repo/reverse repo transaction: 0%.

**5. INTERFUND EURO BOND LONG TERM**, expressed in EURO consists essentially of debt transferable securities at a fixed and variable rate denominated in EURO.

The criteria of selection are characterized by a particular interest for securities having an average residual life beyond 10 years with a high sensitivity to interest rate fluctuations.

Moreover, the sub-fund may use financial derivative instruments not only for the purpose of risk hedging and efficient management but also for investment purposes.

The benchmark of the sub-fund consists of the index "FTSE EMU Government Bond Index beyond 10 years".

*Risk transparency:*

- Global Exposure Determination Methodology: commitment approach

*Risk profile of typical investor:*

This sub-fund is suitable for investors who search long-term investments. The investor seeks a relatively sure investment but

understands that his investment is not guaranteed against a possible loss.

*Total Return Swap or other derivative instruments with the same characteristics:*

- Maximum portion of assets that can be subject to TRS: 0%.
- Expected portion of assets that will be subject to TRS: 0%.

*Securities lending:*

- Maximum portion of assets that can be subject to securities lending: 100%.
- Expected portion of assets that will be subject to securities lending: 11%.

*Repo/Reverse Repo transactions:*

- Maximum portion of assets that can be subject to repo/reverse repo transaction: 0%.
- Expected portion of assets that will be subject to repo/reverse repo transaction: 0%.

**6. INTERFUND BOND US PLUS**, expressed in EURO, seeks to maximize total return, consistent with preservation of capital and prudent investment management. The sub-fund will be predominantly invested in a diversified portfolio of Fixed Income Instruments of varying maturities. The sub-fund will be primarily invested in investment grade Fixed Income Instruments, but may invest up to 10% of its assets in Fixed Income Instruments that are rated lower. The sub-fund may invest in USD denominated securities of non-U.S. issuers, may hold non-USD denominated Fixed Income Instruments and non-USD denominated currency positions. The sub-fund may invest in securities that are convertible into equity securities. The sub-fund may residually invest in equity securities, in units or shares of other collective investment schemes, in illiquid securities and in loan participations and loan assignments which constitute money market instruments. Currency hedging

activities and currency positions will be implemented using spot and forward foreign exchange contracts and currency futures, options and swaps.

The sub-fund may invest in emerging markets securities.

Moreover, the sub-fund may use financial derivative instruments not only for the purpose of risk hedging and efficient management but also for investment purposes.

Financial derivative instruments may include unfunded or funded TRS where underlying is indices or transferable securities.

For the attainment of its objective, the sub-fund's assets may be allocated to and invested in mortgage backed securities (MBS), commercial mortgage backed securities (CMBS), asset backed securities (ABS) and securities equivalent in nature to such securities. The benchmark of the sub-fund measuring the strategy of the sub-fund foresees an investment in such securities at around 35% of the net assets.

The majority of ABS/MBS instruments that the sub-fund will invest in are AAA-rated.

ABS are securities collateralized by assets other than mortgages. The most common types of ABS are collateralized by credit card receivables, home equity loans, manufactured homes and automobile loans and are typically structured as pass through or as structures with multiple bond classes, like a CMO. Credit enhancement can take the form of over collateralization, a letter of credit, a third party guaranty, or a senior/subordinated structure.

MBS are securities whose source of repayment is a mortgage or pool of mortgages, or whose repayments are collateralized by a mortgage or pool of mortgages. Mortgage-backed securities include, but are not limited to, agency and

non-agency pass through and collateralized mortgage obligations (CMOs and REMICs). A majority of the MBS sector is comprised of Agency pass through (issued by FNMA, GNMA or FHLMC) – pass through are AAA rated, extremely liquid and is among the largest sectors of the US bond market.

Mortgage-related securities include mortgage pass-through securities, collateralized mortgage obligations (CMOs are debt obligations of a legal entity that are collateralised by mortgages. They are typically rated by a rating agency and registered with the SEC and are structured into multiple classes, often referred to as “tranches”, with each class bearing a different stated maturity and entitled to a different schedule for payments of principal and interest, including pre-payments), commercial mortgage-backed securities, mortgage dollar rolls, CMO residuals (which are mortgage securities issued by agencies or instrumentalities of the US Government or by private originators or of, or investors in, mortgage loans, including savings and loan associations, homebuilders, mortgage banks, commercial banks, investment banks, partnerships, trusts and special purpose entities of the foregoing), stripped mortgage-backed securities (“SMBSs”) and other securities that directly or indirectly represent a participation in, or are secured by and payable from, mortgage loans on real property. Investments in such securities carry the risk of default of the underlying collateral. Moreover the scheduled amortization plan is subject to a certain degree of uncertainty due to the uncertainty in the timing of the cash flows of the underlying collateral. Liquidity may be limited during times of market stress. Furthermore, the sub-fund may be subject to other risks. Indeed, rising interest rates tend to extend the duration of mortgage-related securities, making them more sensitive to changes in interest rates. As a result, in a period of rising interest rates, a sub-fund that holds mortgage-related securities may exhibit additional volatility. This is known as

extension risk. In addition, mortgage-related securities are subject to prepayment risk. When interest rates decline, borrowers may pay off their mortgages sooner than expected. This can reduce the returns of a sub-fund because the sub-fund will have to reinvest that money at the lower prevailing interest rates.

The value of some mortgage- or asset-backed securities may be particularly sensitive to changes in prevailing interest rates. Early repayment of principal on some mortgage-related securities may expose a sub-fund to a lower rate of return upon reinvestment of principal. When interest rates rise, the value of a mortgage-related security generally will decline; however, when interest rates are declining, the value of mortgage-related securities with prepayment features may not increase as much as other fixed Income Securities.

The rate of prepayments on underlying mortgages will affect the price and volatility of a mortgage-related security, and may shorten or extend the effective maturity of the security beyond what was anticipated at the time of purchase. If unanticipated rates of prepayment on underlying mortgages increase the effective maturity of a mortgage-related security, the volatility of the security can be expected to increase. The value of these securities may fluctuate in response to the market's perception of the creditworthiness of the issuers.

Additionally, although mortgages and mortgage-related securities are generally supported by some form of government or private guarantee and/or insurance, there is no assurance that private guarantors or insurers will meet their obligations.

The benchmark of the sub-fund consists of the index:

- for class A shares: "Barclays US Aggregate Index", valued in USD, converted in Eur at WM/Reuters Rate;

- for class H shares: “Barclays US Aggregate Index Hedged EUR”.

*Risk transparency:*

- Global Exposure Determination Methodology: relative VaR approach
- The sub-fund will regularly monitor its leverage and the average level of leverage is expected to be approximately 700%. The sub-fund’s leverage may increase to higher levels, for example, at times when the Investment Manager deems it most appropriate to use financial derivative instruments to alter the sub-fund’s interest rate sensitivity. The leverage figure is calculated as the sum of the notionals of the derivatives used as is required by the Regulations. The notional value of the investments varies significantly from their market value which is why the leverage limits are high. These leverage limits do not take into account any netting and hedging arrangements that the sub-fund has in place at any time even though these netting and hedging arrangements are used for risk reduction purposes.

The methodology used to calculate the leverage is the sum of the absolute value of the notionals.

- The reference portfolio is Barclays US Aggregate Index.

*Risk profile of typical investor:*

This sub-fund is suitable for investors who search medium to long-term investments. The investor must be able to accept a certain volatility and the possibility of losing a part of the invested amount.



*Total Return Swap or other derivative instruments with the same characteristics:*

- Maximum portion of assets that can be subject to TRS: 10%.
- Expected portion of assets that will be subject to TRS: 1%.

*Securities lending:*

- Maximum portion of assets that can be subject to securities lending: 0%.
- Expected portion of assets that will be subject to securities lending: 0%.

*Repo/Reverse Repo transactions:*

- Maximum portion of assets that can be subject to repo/reverse repo transaction: 100%.
- Expected portion of assets that will be subject to repo/reverse repo transaction: 2%.

**7. INTERFUND BOND JAPAN**, expressed in EURO, consists essentially of debt transferable securities, at a fixed and variable rate, denominated in Japanese Yen.

The investments shall be carried out independently of the duration of the securities.

Moreover, the sub-fund may use financial derivative instruments not only for the purpose of risk hedging and efficient management but also for investment purposes.

The benchmark of the sub-fund consists of the index "FTSE Japan Government Bond Index", valued in EURO.

*Risk transparency:*

- Global Exposure Determination Methodology: commitment approach

*Risk profile of typical investor:*

This sub-fund is suitable for investors who search long-term investments. The investor seeks a relatively safe investment but understands that his investment is not guaranteed against a possible loss.

*Total Return Swap or other derivative instruments with the same characteristics:*

- Maximum portion of assets that can be subject to TRS: 0%.
- Expected portion of assets that will be subject to TRS: 0%.

*Securities lending:*

- Maximum portion of assets that can be subject to securities lending: 0%.
- Expected portion of assets that will be subject to securities lending: 0%.

*Repo/Reverse Repo transactions:*

- Maximum portion of assets that can be subject to repo/reverse repo transaction: 0%.
- Expected portion of assets that will be subject to repo/reverse repo transaction: 0%.

**8. INTERFUND EQUITY ITALY**, expressed in EURO, consists essentially of equity transferable securities listed on a stock exchange or dealt in on another regulated market in Italy.

Moreover, the sub-fund may use financial derivative instruments not only for the purpose of risk hedging and efficient management but also for investment purposes.

The benchmark of the sub-fund consists of the index "Comit Global R of the Italian Stock Exchange".

*Risk transparency:*

- Global Exposure Determination Methodology: commitment approach

*Risk profile of typical investor:*

The sub-fund is suitable for investors who search long-term investments. The investor must be able to accept a certain volatility and the possibility of losing a part of the invested amount.

*Total Return Swap or other derivative instruments with the same characteristics:*

- Maximum portion of assets that can be subject to TRS: 0%.
- Expected portion of assets that will be subject to TRS: 0%.

*Securities lending:*

- Maximum portion of assets that can be subject to securities lending: 97%.
- Expected portion of assets that will be subject to securities lending: 2%.

*Repo/Reverse Repo transactions:*

- Maximum portion of assets that can be subject to repo/reverse repo transaction: 0%.
- Expected portion of assets that will be subject to repo/reverse repo transaction: 0%.

**9. INTERFUND EURO CORPORATE BOND**, expressed in EURO, consists essentially of debt transferable securities, denominated in EURO and issued by non governmental issuers, characterized by a limited insolvency risk i.e. by a rating higher than, or equal to, the investment grade rating (this identifies on the basis of classifications carried out by two of the principal independent international agencies - Moody's and Standard & Poor's - or equivalent defined on the basis of the internal valuation model implemented by the Management

Company the securities issued by issuers characterized by an adequate capacity to respect their own financial commitments). A residual portion of the sub-fund shall consist of debt transferable securities at a fixed and variable rate, denominated in EURO and issued by governmental issuers, essentially characterized by a residual life ranging between three and five years.

Moreover, the sub-fund may use financial derivative instruments, included unfunded TRS (where the underlying assets could be - without being limited to - fixed income, ETF, foreign exchange, fixed income futures, index futures and options on financial derivative instruments), not only for the purpose of risk hedging and efficient management but also for investment purposes.

The benchmark of the sub-fund consists of index "iBoxx Euro Corporates", valued in EURO.

*Risk transparency:*

- Global Exposure Determination Methodology: commitment approach

*Risk profile of typical investor:*

This sub-fund is suitable for investors who search medium-term investments. The investor seeks a relatively safe investment but understands that his investment is not guaranteed against a possible loss.

*Total Return Swap or other derivative instruments with the same characteristics:*

- Maximum portion of assets that can be subject to TRS: 20 %.
- Expected portion of assets that will be subject to TRS: 5 %.

*Securities lending:*

- Maximum portion of assets that can be subject to securities lending: 100%.

- Expected portion of assets that will be subject to securities lending: 10%.

*Repo/Reverse Repo transactions:*

- Maximum portion of assets that can be subject to repo/reverse repo transaction: 0%.
- Expected portion of assets that will be subject to repo/reverse repo transaction: 0%.

**10. INTERFUND TEAM EQUITY USA**, expressed in EURO, will be focused on achieving a positive return over the reference benchmark index (the “Index”) (see below) through investment in equities which will be mainly issued by companies listed or traded on stock exchanges or any other regulated markets of the countries comprising the Index and in derivative financial instruments, including but not limited to, futures, options, swaps, unfunded TRS (where underlying is equity, debt or convertible security or index) and contracts for difference on all the types of financial instruments and may also invest in other investment funds, including Exchange Traded Funds.

The sub-fund may invest in financial instruments mainly denominated in US Dollars. Within the limits provided for by point 2.3 hereafter, the Investment Managers may use derivative instruments for the purposes of hedging some or all of the exchange risk/currency exposure arising as a result of the fluctuation between the Euro base currency and other currencies in which the sub-fund's investments are denominated.

Investment in derivative financial instruments (including FX forward contracts) may be used both in order to cover risks and for efficient portfolio management, as well as for the purposes of investment.

The sub-fund may take long or short positions through the use of derivative financial instruments provided that the long positions will always be sufficiently liquid in order to satisfy the sub-fund's obligations on its short

positions.

The choice of investments made by the sub-fund shall be disclosed in the annual and semi-annual financial reports.

On the basis of market conditions, the sub-fund may at any point in time be entirely invested in equities or in derivative financial instruments.

The benchmark of the sub-fund consists of the index:

- for class A shares: "Morgan Stanley Capital International USA", valued in EURO;

- for class H shares: "Morgan Stanley Capital International USA", valued in EURO, 100% EURO Hedged.

*Risk transparency:*

• Global Exposure Determination Methodology: relative VaR approach

• The leverage calculated using the sum of the gross notional values of all financial derivative contracts will not exceed 300% of NAV. Attention should be drawn to the fact that one derivative contract may partially or perfectly offset the market risk of another derivative contract. Derivative contracts may also reduce the risks associated with holdings in non-derivative products e.g., on shares and bonds. Disclosure of the gross notional value of derivatives is a requirement under UCITS, and as this measure does not allow for the netting just described, it does not necessarily represent the market risk incurred through the use of derivatives.

*Risk Profile of typical investor:*

This sub-fund is suitable for investors who search long-term investments. The investor must be able to accept a certain volatility and the possibility of losing a part of the invested amount.

*Total Return Swap or other derivative instruments with the same characteristics:*

- Maximum portion of assets that can be subject to TRS: 100%.
- Expected portion of assets that will be subject to TRS: 50%.

*Securities lending:*

- Maximum portion of assets that can be subject to securities lending: 97%.
- Expected portion of assets that can be subject to securities lending: 2%.

*Repo/Reverse Repo transactions:*

- Maximum portion of assets that can be subject to repo/reverse repo transaction: 0%.
- Expected portion of assets that will be subject to repo/reverse repo transaction: 0%.

**11. INTERFUND GLOBAL CONVERTIBLES**, expressed in EURO, has as investment objective to achieve compounded appreciation of the investor's capital measured in Euro through investing globally in an actively managed portfolio of convertible bonds, convertible preference shares, debt securities, warrants and other equity-linked securities, which may include, but are not limited to, such instruments as stock options and equity swaps, with less volatility than a portfolio of the underlying equities in the international securities markets. The sub-fund may also use credit, interest rate, equity, commodity, volatility and foreign currency derivatives for investment purposes as well as for hedging purposes. Financial derivative instruments may include unfunded TRS (where underlying is equity, debt or convertible securities). Through its use of derivatives the sub-fund may be levered, and synthetic short positions shall be utilised either to hedge a correlated investment risk or to benefit from a decline in prices where the Investment Manager believes a security or market to be

overvalued.

In addition a substantial part of the sub-fund could be held in non-investment grade or not rated debt securities including convertible bonds and convertible preference securities. A debt security will be deemed to be investment grade where the security (or the issuer) has a debt rating higher than or equal to Baa3 from Moody's Investors Services, Inc or higher than or equal to BBB from Standard & Poor's Rating Services or equivalent defined on the basis of the internal valuation model implemented by the Investment Manager.

The sub-fund may use currency transactions including forward currency contracts, currency swaps and foreign currency to alter the exposure characteristics of transferable securities held by the sub-fund.

The sub-fund may from time to time invest in Asset Swapped Convertible Options Transactions ("ASCOT's"). ASCOTS will be used by the Investment Manager in an effort to protect the sub-fund against the potential impact of credit risk or interest rate risk in a particular convertible bond.

The benchmark of the sub-fund consists of the index « UBS Global Focus Convertible Bond EUR Hedged Index ».

*Risk transparency:*

- Global Exposure Determination Methodology: relative VaR approach
- The leverage calculated using the sum of the gross notional values of all financial derivative contracts will not exceed 400% of NAV. Attention should be drawn to the fact that one derivative contract may partially or perfectly offset the market risk of another derivative contract. Derivative contracts may also reduce the risks associated with holdings in non-derivative products e.g., on shares and



bonds. Disclosure of the gross notional value of derivatives is a requirement under UCITS, and as this measure does not allow for the netting just described, it does not necessarily represent the market risk incurred through the use of derivatives.

*Risk profile of typical investor:*

This sub-fund is suitable for investors who search long-term investments. The investor seeks a relatively safe investment but understands that his investment is not guaranteed against a possible loss.

*Total Return Swap or other derivative instruments with the same characteristics:*

- Maximum portion of assets that can be subject to TRS: 100%.
- Expected portion of assets that will be subject to TRS: 10%.

*Securities lending:*

- Maximum portion of assets that can be subject to securities lending: 100%.
- Expected portion of assets that will be subject to securities lending: 9%.

*Repo/Reverse Repo transactions:*

- Maximum portion of assets that can be subject to repo/reverse repo transaction: 0%.
- Expected portion of assets that will be subject to repo/reverse repo transaction: 0%.

**12. INTERFUND EQUITY JAPAN**, expressed in EURO, consists essentially of equity transferable securities listed on a stock exchange or dealt in on another regulated market in Japan.

Moreover, the sub-fund may use financial derivative instruments not only for the purpose of risk hedging and efficient management but also for investment

purposes.

The benchmark of the sub-fund consists of the index:

- for class A shares: "Morgan Stanley Capital International Japan", valued in EURO;
- for class H shares: "Morgan Stanley Capital International Japan", valued in EURO, 100% EURO Hedged.

*Risk transparency:*

- Global Exposure Determination Methodology: commitment approach

*Risk Profile of typical investor:*

This sub-fund is suitable for investors who search long-term investments. The investor must be able to accept a certain volatility and the possibility of losing a part of the invested amount.

*Total Return Swap or other derivative instruments with the same characteristics:*

- Maximum portion of assets that can be subject to TRS: 0%.
- Expected portion of assets that will be subject to TRS: 0%.

*Securities lending:*

- Maximum portion of assets that can be subject to securities lending: 97%.
- Expected portion of assets that will be subject to securities lending: 2%.

*Repo/Reverse Repo transactions:*

- Maximum portion of assets that can be subject to repo/reverse repo transaction: 0%.
- Expected portion of assets that will be subject to repo/reverse repo transaction: 0%.

**13. INTERFUND EQUITY EUROPE**, expressed in EURO, will be focused on achieving a positive return over the reference benchmark index (the “Index”) (see below) through investment in equities which will be mainly issued by companies listed or traded on stock exchanges or any other regulated markets of any developed European State, being those countries comprising the Index and in derivative financial instruments, including, but not limited to, futures, options, swaps and contracts for difference on all the types of financial instruments and may also invest in other investment funds, including Exchange Traded Funds.

The sub-fund may invest in financial instruments mainly denominated in Euro and British pounds. Within the limits provided for by point 2.3 hereafter, the Investment Manager may use derivative instruments for the purposes of hedging some or all of the exchange risk/currency exposure arising as a result of the fluctuation between the Euro base currency and other currencies in which the sub-fund's investments are denominated.

Investment in derivative financial instruments (including FX forward contracts) may be used both in order to cover risks and for efficient portfolio management purposes as well as for the purposes of investment.

The sub-fund may take long or short positions through the use of derivative financial instruments, provided that the long positions will always be sufficiently liquid in order to satisfy the sub-fund's obligations on its short positions.

The choice of investments made by the sub-fund shall be disclosed in the annual and semi-annual financial reports.

On the basis of market conditions, the sub-fund may at any point in time be entirely invested in equities or in derivative financial instruments.

The benchmark of the sub-fund consists of the index "Morgan Stanley Capital International Pan-EURO", valued in United States Dollars and converted into EURO at the WM/Reuters rate.

*Risk transparency:*

Global Exposure Determination  
Methodology: commitment approach

*Risk profile of typical investor:*

This sub-fund is suitable for investors who search long-term investments. The investor must be able to accept a certain volatility and the possibility of losing a part of the invested amount.

*Total Return Swap or other derivative instruments with the same characteristics:*

- Maximum portion of assets that can be subject to TRS: 0%.
- Expected portion of assets that will be subject to TRS: 0%.

*Securities lending:*

- Maximum portion of assets that can be subject to securities lending: 97%.
- Expected portion of assets that will be subject to securities lending: 2%.

*Repo/Reverse Repo transactions:*

- Maximum portion of assets that can be subject to repo/reverse repo transaction: 0%.
- Expected portion of assets that will be subject to repo/reverse repo transaction: 0%.

**14. INTERFUND EQUITY PACIFIC EX JAPAN**, expressed in EURO, consists essentially of equity transferable securities listed on a stock exchange or dealt in on another regulated market of developed countries in the Pacific area, other than Japan. For example, these countries are: Australia,

Hong Kong, New Zealand and Singapore.

Moreover, the sub-fund may use financial derivative instruments not only for the purpose of risk hedging and efficient management but also for investment purposes.

The benchmark of the sub-fund consists of the index:

- for class A shares: "Morgan Stanley Capital International Pacific Free ex Japan", valued in United States Dollars and converted into EURO at the WM/ Reuters rate;
- for class H shares: "Morgan Stanley Capital International Pacific Free ex Japan", valued in United States Dollars and converted into EURO at the WM/ Reuters rate, 100% EURO Hedged.

*Risk transparency:*

- Global Exposure Determination Methodology: commitment approach

*Risk profile of typical investor:*

This sub-fund is suitable for investors who search long-term investments. The investor must be able to accept a certain volatility and the possibility of losing a portion of the invested amount.

*Total Return Swap or other derivative instruments with the same characteristics:*

- Maximum portion of assets that can be subject to TRS: 0%.
- Expected portion of assets that will be subject to TRS: 0%.

*Securities lending:*

- Maximum portion of assets that can be subject to securities lending: 90%.
- Expected portion of assets that will be subject to securities lending: 1%.

*Repo/Reverse Repo transactions:*

- Maximum portion of assets that can be subject to repo/reverse repo transaction: 0%.
- Expected portion of assets that will be subject to repo/reverse repo transaction: 0%.

**15. INTERFUND EQUITY USA ADVANTAGE**, expressed in EURO, seeks long-term capital appreciation, measured in Euro, by investing primarily in securities issued by US companies and on an ancillary basis in securities issued by companies that are not from the US. An issuer may be considered to be from a particular country (including the US) or geographic region if (i) its principal securities trading market is in that country or geographic region; (ii) alone or on a consolidated basis it derives 50% or more of its annual revenue from goods produced, sales made or services performed in that country or geographic region; or (iii) it is organised under the laws of, or has a principal office in, that country or geographic region. By applying these tests, it is possible that a particular issuer could be deemed to be from more than one country or geographic region. Under normal market conditions, the sub-fund's investment objective will be pursued by investing primarily in equity securities of established large-capitalisation companies. The investment process emphasises a bottom-up stock selection process, seeking attractive investments on an individual company basis. The selection of securities for investment is driven by a search for large-capitalisation franchises with strong name recognition and sustainable competitive advantages, typically favouring companies with rising returns on invested capital, above average business visibility, strong current period free cash flow generation and attractive risk/reward. Fundamental research drives the investment process. Company developments, including business strategy and financial results, are studied on an ongoing basis. Portfolio holdings are generally considered for divestment when it is determined that the

holding no longer satisfies the sub-fund's investment criteria.

The sub-fund may also be invested, on an ancillary basis, in equities of companies not meeting the above requirements, debt securities convertible into common shares, preferred shares, warrants on securities and other equity linked securities.

Moreover, the sub-fund may use financial derivative instruments not only for the purpose of risk hedging and efficient management but also for investment purposes.

The benchmark of the sub-fund consists of the index "Morgan Stanley Capital International USA", valued in United States Dollars and converted in EURO at the WM/Reuters rate.

*Risk transparency:*

- Global Exposure Determination Methodology: commitment approach

*Risk profile of typical investor:*

This sub-fund is suitable for investors who search long-term investments. The investor must be able to accept a certain volatility and the possibility of losing a part of the invested amount.

*Total Return Swap or other derivative instruments with the same characteristics:*

- Maximum portion of assets that can be subject to TRS: 0%.
- Expected portion of assets that will be subject to TRS: 0%.

*Securities lending:*

- Maximum portion of assets that can be subject to securities lending: 97%.
- Expected portion of assets that will be subject to securities lending: 1%.

*Repo/Reverse Repo transactions:*

- Maximum portion of assets that can be subject to repo/reverse repo transaction: 0%.
- Expected portion of assets that will be subject to repo/reverse repo transaction: 0%.

**16. INTERFUND BOND GLOBAL EMERGING MARKETS**, expressed in EURO, consists essentially of debt transferable securities, denominated in United States Dollars, of governmental issuers in emerging countries.

The investments will be carried out independently of the duration of the securities and will be essentially covered against the exchange rate risk.

Moreover, the sub-fund may use financial derivative instruments not only for the purpose of risk hedging and efficient management but also for investment purposes.

The benchmark of the sub-fund consists of the index "J.P. Morgan Emerging Markets Bond Index (EMBI) Global Diversified 100% Euro Hedged".

*Total Return Swap or other derivative instruments with the same characteristics:*

- Maximum portion of assets that can be subject to TRS: 0%.
- Expected portion of assets that will be subject to TRS: 0%.

*Securities lending:*

- Maximum portion of assets that can be subject to securities lending: 100%.
- Expected portion of assets that will be subject to securities lending: 20%.



*Repo/Reverse Repo transactions:*

- Maximum portion of assets that can be subject to repo/reverse repo transaction: 0%.
- Expected portion of assets that will be subject to repo/reverse repo transaction: 0%.

**INVESTMENTS IN EMERGING COUNTRIES ARE SUBJECT TO PARTICULAR RISKS SUCH AS DESCRIBED BELOW.**

*Risk transparency:*

- Global Exposure Determination Methodology: commitment approach

*Risk profile of typical investor:*

This sub-fund is suitable for investors who search long-term investments. The investor seeks a relatively safe investment but understands that his investment is not guaranteed against a possible loss.

**17. INTERFUND EQUITY GLOBAL EMERGING MARKETS**, expressed in EURO, will be focused on achieving a positive return over the reference benchmark index (the “Index”) (see below) through investment in equities which will be mainly issued by companies listed or traded on stock exchanges or any other regulated markets of emerging market countries, (being those countries comprising the Index), and in derivative financial instruments, including but not limited to, futures, options, swaps and contracts for difference on all the types of financial instruments and may also invest in other investment funds, including Exchange Traded Funds.

The sub-fund may invest in financial instruments denominated in the currency of the countries comprising the Index mentioned above as well as in major world currencies. Within the limits provided for by point 2.3 hereafter, the Investment Manager may use derivative instruments for the purposes of

hedging some or all of the exchange risk/currency exposure arising as a result of the fluctuation between the Euro base currency and other currencies in which the sub-fund's investments are denominated.

Investment in derivative financial instruments (including FX forward contracts) may be used both in order to cover risks and for other efficient portfolio management purposes, as well as for the purposes of investment.

The sub-fund may invest in China A-shares ("China A-Shares") via the Shanghai-Hong Kong Stock Connect program (the "Stock Connect"). China A-Shares are shares of Mainland China based companies traded on Shanghai Stock exchange, denominated in Renminbi ("RMB"), and which may be purchased through the Stock Connect.

The sub-fund may take long or short positions through the use of derivative financial instruments, provided that long positions will always be sufficiently liquid in order to satisfy the sub-fund's obligations on its short positions.

The choice of investments made by the sub-fund shall be disclosed in the annual and semi-annual financial reports.

On the basis of market conditions, the sub-fund may at any point in time be entirely invested in equities or in derivative financial instruments.

The benchmark of the sub-fund consists of the index "Morgan Stanley Capital International Emerging Markets Free" index, valued in United States Dollars and converted into EURO at the WM/Reuters rate.

*Total Return Swap or other derivative instruments with the same characteristics:*

- Maximum portion of assets that can be subject to TRS: 0%.

- Expected portion of assets that will be subject to TRS: 0%.

*Securities lending:*

- Maximum portion of assets that can be subject to securities lending: 90%.
- Expected portion of assets that will be subject to securities lending: 2%.

*Repo/Reverse Repo transactions:*

- Maximum portion of assets that can be subject to repo/reverse repo transaction: 0%.
- Expected portion of assets that will be subject to repo/reverse repo transaction: 0%.

**INVESTMENTS IN EMERGING COUNTRIES ARE SUBJECT TO PARTICULAR RISKS SUCH AS DESCRIBED BELOW.**

*Risk transparency:*

- Global Exposure Determination Methodology: commitment approach

*Risk profile of typical investor:*

This sub-fund is suitable for investors who search long-term investments. The investor must be able to accept a certain volatility and the possibility of losing a part of the invested amount.

The sub-fund may invest in China A-Shares through the Stock Connect, which is subject to regulatory change, quota limitations and also operational constraints, which may result in increased counterparty risk.

**18. INTERFUND INTERNATIONAL SECURITIES NEW ECONOMY**, expressed in EURO, consists for at least 60% of its net assets of stocks or other similar transferable securities of companies being able to profit from technological progress and innovation, namely those which predominantly make use of technology in the

development of new products and manufacturing processes or in their improvement, or are able to obtain highly growth rates, due to innovative methods and products.

The sectors meeting the requirements at the present time are, for example, those of the media, biotechnology, internet software and its services, data processing consultancy, software, communication equipments, computers and its associated products, electronic equipments and instruments, office automation, semiconductors, telecommunication services, and cellular phones.

Certain companies can be strongly committed in the field of the research and development. Their securities may show fluctuations of price higher than average, in consequence of their activities and results in terms of marketing.

Moreover, the sub-fund may use financial derivative instruments not only for the purpose of risk hedging and efficient management but also for investment purposes.

The benchmark of the sub-fund consists of the index "Morgan Stanley Capital International World" currently limited to the sectors "Consumer Discretionary", "Health Care", "Information Technology" and "Telecommunication Services".

*Risk transparency:*

- Global Exposure Determination Methodology: commitment approach

*Risk profile of typical investor:*

This sub-fund is suitable for investors who search long-term investments. The investor must be able to accept a certain volatility and the possibility of losing a part of the invested amount.

*Total Return Swap or other derivative instruments with the same characteristics:*

- Maximum portion of assets that can be subject to TRS: 0%.
- Expected portion of assets that will be subject to TRS: 0%.

*Securities lending:*

- Maximum portion of assets that can be subject to securities lending: 90%.
- Expected portion of assets that will be subject to securities lending: 0.5%.

*Repo/Reverse Repo transactions:*

- Maximum portion of assets that can be subject to repo/reverse repo transaction: 0%.
- Expected portion of assets that will be subject to repo/reverse repo transaction: 0%.

**19. INTERFUND EMERGING MARKETS LOCAL CURRENCY BOND**, expressed in EURO, has as investment objective to seek to maximise total return, consistent with prudent investment management.

The sub-fund will normally invest at least 80% of its net assets in Fixed Income Securities (as defined herein below) denominated in currencies of emerging markets countries and in forwards or derivatives such as options, futures contracts, or swap agreements that give exposure to Fixed Income Securities denominated in the currency of an emerging market country. The sub-fund may, but is not required to, hedge its exposure to non-Euro currencies. Assets not invested in instruments denominated in emerging markets currencies may be invested in other types of Fixed Income Instruments.

The sub-fund may invest without limitation in Fixed Income Instruments that are economically tied to emerging market countries. The sub-fund's country and

currency composition will be selected based on evaluation of relative interest rates, inflation rates, exchange rates, monetary and fiscal policies, trade and current account balances, and other relevant specific factors.

The sub-fund likely will concentrate its investments in Asia, Africa, the Middle East, Latin America and the developing countries of Europe. The sub-fund may invest in instruments whose return is based on the return of an emerging market security such as a derivative instrument, rather than investing directly in emerging market securities.

The average portfolio duration of this sub-fund normally varies within two years (plus or minus) of the duration of the JPMorgan Government Bond Index-Emerging Markets Global Diversified (GBI-EM Global Diversified) Unhedged. The JPMorgan Government Bond Index-Emerging Markets Global Diversified (USD Unhedged) is a comprehensive global local emerging markets index, and consists of regularly traded, liquid fixed-rate, domestic currency government bonds to which international investors can gain exposure.

The sub-fund may invest all of its net assets in high yield securities (“junk bonds”) subject to a maximum of 15% of its total net assets in securities rated below B by Moody’s or equivalent rating from an internationally recognized rating agency or equivalent defined on the basis of the internal valuation model implemented by the Investment Manager.

The sub-fund may invest all of its net assets in derivative instruments, such as options, futures contracts or swap agreements.

Currency hedging activities and active currency positions will be implemented using spot and forward foreign exchange contracts and currency futures, options and swaps.

Such derivative instruments may be used (i) for hedging purposes and/or (ii) for investment purposes.

The term "Fixed Income Securities" includes the following instruments: securities issued or guaranteed by Member States and non-Member States, their sub-divisions, agencies or instrumentalities; corporate debt securities and corporate commercial paper; inflation-indexed bonds issued both by governments and corporations; event-linked bonds issued by both governments and corporations; securities of international agencies or supranational entities; Debt securities whose interest is, in the opinion of bond counsel for the issuer at the time of issuance, exempt from U.S. federal income tax (municipal bonds); freely transferable and unleveraged structured notes, including securitised loan participations; freely transferable and unleveraged hybrid securities which are derivatives that combine a traditional stock or bond with an option or forward contract; loan participations and loan assignments which constitute money market instruments.

Fixed Income Instruments may have fixed, variable, or floating rates of interest, and may vary inversely with respect to a reference rate.

The objective of the class H shares is to obtain exposure, denominated in Euros, to the local emerging markets bond asset class versus the US Dollar, while eliminating the Euro/USD exchange rate risk.

The benchmark of the sub-fund consists of the index:

- for class A shares: " JPMorgan Government Bond Index-Emerging Markets Global Diversified ", valued in USD Unhedged and converted into EURO at the WM/Reuters rate;

- for class H shares: " JPMorgan Government Bond Index-Emerging Markets Global Diversified ", valued in USD Unhedged.

*Total Return Swap or other derivative instruments with the same characteristics:*

- Maximum portion of assets that can be subject to TRS: 0%.
- Expected portion of assets that will be subject to TRS: 0%.

*Securities lending:*

- Maximum portion of assets that can be subject to securities lending: 100%.
- Expected portion of assets that will be subject to securities lending: 1%.

*Repo/Reverse Repo transactions:*

- Maximum portion of assets that can be subject to repo/reverse repo transaction: 0%.
- Expected portion of assets that will be subject to repo/reverse repo transaction: 0%.

**THE INVESTMENTS IN EMERGING COUNTRIES ARE SUBJECT TO PARTICULAR RISKS AS DESCRIBED BELOW.**

*Risk transparency:*

- Global Exposure Determination Methodology: relative VaR approach
- The sub-fund will regularly monitor its leverage and the average level of leverage is expected to be approximately 500%. The sub-fund's leverage may increase to higher levels, for example, at times when the Investment Manager deems it most appropriate to use financial derivative instruments to alter the sub-fund's interest rate sensitivity. The leverage figure is calculated as the sum of the notionals of the derivatives used as is required by the Regulations. The notional value of the investments varies significantly from their market value which is why the leverage limits are high. These leverage limits do not take into account any netting and hedging arrangements that the sub-fund



has in place at any time even though these netting and hedging arrangements are used for risk reduction purposes.

The methodology used to calculate the leverage is the sum of the absolute value of the notionals.

*Risk profile of typical investor:*

This sub-fund is suitable for investors who search long-term investments. The investor seeks a relatively safe investment but understands that his investment is not guaranteed against a possible loss.

**22. INTERFUND INFLATION LINKED**, expressed in EURO, consists essentially of debt transferable securities characterized by the connection with the index (at the level of the interests, the nominal or both) which measures the variation in cost of living in various countries with an aim of protecting the actual return of the investment.

The investments will be carried out mainly in transferable securities denominated in United States, Canadian, Australian and New Zealand Dollars, in Swedish Crowns, in Pounds Sterling, Yen or EURO and will be carried out independently of the duration of the transferable securities. The investment will be generally covered against the exchange rate risk.

Moreover, the sub-fund may use financial derivative instruments not only for the purpose of risk hedging and efficient management but also for investment purposes.

The benchmark of the sub-fund consists of the index "Merrill Lynch Global Government, Inflation-Linked (EUR Hedged 100%)", valued in EURO.

The investment in this sub-fund the own specification of which consists for the issuers of transferable securities in covering the investment results of the investors against the

risks deriving from inflation does not present any particular risk for the investor.

*Risk transparency:*

- Global Exposure Determination Methodology: commitment approach

*Risk profile of typical investor:*

This sub-fund is suitable for investors who search long-term investments. The investor seeks a relatively sure investment but understands that his/her investment is not guaranteed against a possible loss.

*Total Return Swap or other derivative instruments with the same characteristics:*

- Maximum portion of assets that can be subject to TRS: 0%.
- Expected portion of assets that will be subject to TRS: 0%.

*Securities lending:*

- Maximum portion of assets that can be subject to securities lending: 100%.
- Expected portion of assets that will be subject to securities lending: 25%.

*Repo/Reverse Repo transactions:*

- Maximum portion of assets that can be subject to repo/reverse repo transaction: 0%.
- Expected portion of assets that will be subject to repo/reverse repo transaction: 0%.

**34. INTERFUND SYSTEM EVOLUTION**, has as investment objective to reach a positive return in absolute terms, by varying, in a dynamic way, the exposure in:  
- low risk and of fast liquidity activities (governmental securities, ordinary bonds issued by non governmental entities, money market instruments and deposits with credit institutions);  
- debt securities of governmental or non

governmental issuers (without limit of duration, currency or rating);

- stocks at a worldwide level listed on a stock exchange or dealt in on another regulated market worldwide;

- derivative instruments (including, for example – the list not being exhaustive – swaps, “contracts for difference”, futures, forwards, options, certificates) on rates, indexes, credits, securities or currencies;

- convertible bonds, structured bonds at a worldwide level;

- units and/or shares of any UCITS and/or other undertakings for collective investment, including the Exchange Traded Funds in accordance with the limits defined in paragraph 2.3 below;

- any other authorized instruments.

The sub-fund may invest up to maximum 90% of its net assets in stocks.

The sub-fund may also invest, in compliance with article 41(2) of the Law, in units and/or shares of hedge funds or of funds of hedge funds or of funds specialized in investments in “commodities” or in “real estate funds” provided that all such funds are closed-ended funds duly regulated. Investments in other financial instruments turned onto investment in real estate markets at a worldwide level or in derivative instruments on “commodities indices” shall be also allowed within the limits authorized by the regulation in force.

The financial instruments may be issued by issuers located in any state, characterized or not by an economy defined by the World Bank or the United Nations as “emerging” or “developing”. The sub-fund may invest in instruments denominated in any currency and may be fully invested in one single currency or fully in units or shares of undertakings for collective investment or in bonds or in money market instruments or in financial derivative instruments.

The sub-fund may use financial derivative instruments not only for the purpose of risk hedging and efficient management but also

for investment purposes.

The choices of the investments carried out will be disclosed in the annual and semi-annual financial reports.

The sub-fund does not have a benchmark.

**Although the sub-fund has as objective a positive return in absolute terms, neither the market evolution nor the management strategies make it possible to guarantee a positive return and can involve a risk for the invested capital. The management strategy aims to contain and optimize the market risk exposure, however, the sub-fund maintains a sensitivity to the unfavorable evolution of the interest rates, rates of exchange, of the credit and the prices of the stock markets.**

*Total Return Swap or other derivative instruments with the same characteristics:*

- Maximum portion of assets that can be subject to TRS: 0%.
- Expected portion of assets that will be subject to TRS: 0%.

*Securities lending:*

- Maximum portion of assets that can be subject to securities lending: 90%.
- Expected portion of assets that will be subject to securities lending: 11%.

*Repo/Reverse Repo transactions:*

- Maximum portion of assets that can be subject to repo/reverse repo transaction: 0%.
- Expected portion of assets that will be subject to repo/reverse repo transaction: 0%.

**THE INVESTMENTS IN EMERGING COUNTRIES ARE SUBJECT TO PARTICULAR RISKS AS DESCRIBED BELOW.**

*Risk transparency:*

- Global Exposure Determination  
Methodology: commitment approach

*Risk profile of typical investor:*

This Sub-fund is suitable for investors who search long-term investments. The investor must be able to accept a certain volatility and the possibility of losing a part of the invested amount.

**35. INTERFUND EURO BOND SHORT TERM 3 – 5**, expressed in EURO, consists essentially of debt transferable securities at a fixed and variable rate denominated in EURO.

The criteria of selection are characterized by a particular interest for securities having a residual average life ranging between 3 and 5 years and with a moderate sensitivity to interest rate fluctuations.

Moreover, the sub-fund may use financial derivative instruments not only for the purpose of risk hedging and efficient management but also for investment purposes.

The benchmark of the sub-fund consists of the index "FTSE EMU Government Bond Index 3 - 5 years."

*Risk transparency:*

- Global Exposure Determination  
Methodology: commitment approach

*Risk profile of typical investor:*

This sub-fund is suitable for investors who search medium-term investments. The investor seeks a relatively safe investment but understands that his investment is not guaranteed against a possible loss.

*Total Return Swap or other derivative instruments with the same characteristics:*

- Maximum portion of assets that can be subject to TRS: 0%.
- Expected portion of assets that will be subject to TRS: 0%.

*Securities lending:*

- Maximum portion of assets that can be subject to securities lending: 100%.
- Expected portion of assets that will be subject to securities lending: 48%.

*Repo/Reverse Repo transactions:*

- Maximum portion of assets that can be subject to repo/reverse repo transaction: 0%.
- Expected portion of assets that will be subject to repo/reverse repo transaction: 0%.

**36. INTERFUND EURO LIQUIDITY**, expressed in EURO, aims at the preservation of the capital by investing in high quality securities, as defined by the ESMA 2014/1103, as it may be amended from time to time, on a common definition of European money market funds, highly liquid government bonds, ordinary bonds, money market instruments and financial instruments, with the exclusion of direct or indirect exposure to equities or commodities or derivatives thereon; the sub-fund may only use derivatives in line with its money market investment strategy.

The sub-fund is a “Money Market Fund” which invests in securities, denominated in Euro, having, at the time of purchase, a residual maturity until the legal redemption date of less than or equal to two years, provided that the time remaining until the next interest rate reset date is not exceeding 397 days, issued or guaranteed by a Member State of the European Union or by any other investment grade issuer assessed on its economic and financial situation, the spread

and the degree of tradability of its securities, as well as their reputation in general, and listed on regulated markets that operate regularly in one of the Member States of the European Union.

Indeed, the sub-fund may, as an exception to the requirement that the money market instruments are of good quality (based on the Management Company internal process including but not limited to rating by one or more credit rating agencies registered and supervised by ESMA where available), hold sovereign issuance of a lower internally-assigned credit quality (sovereign issuance means money market instruments issued or guaranteed by a central, regional or local authority or central bank of a Member State of the European Union, the European Central Bank, the European Union or the European Investment Bank).

Investments in unlisted bonds issued by the above-mentioned countries can also be carried out in compliance with article 41 (2) of the Law.

**THE SUB-FUND MAY ALSO INVEST UP TO 100% OF ITS NET ASSETS IN SECURITIES OF ONE SINGLE ISSUER WHEN THE SECURITIES ARE ISSUED OR GUARANTEED BY THE MEMBER STATES OF THE EUROPEAN UNION, PROVIDED THAT THE SUB-FUND HOLDS AT LEAST SIX DIFFERENT ISSUES AND THAT THE VALUE OF EACH ISSUE DOES NOT EXCEED 30% OF THE NET ASSETS OF THE SUB-FUND.**

The entire portfolio must have a weighted average maturity not exceeding 6 months and a weighted average life of no more than 12 months.

In compliance with relevant regulations and CSSF's Circular 14/592, the sub-fund can also carry out repurchase agreements on financial instruments having the characteristics described above.

Moreover, the sub-fund may use, up to 100% of its net assets, financial derivative instruments for risk hedging and efficient investment management purposes, in line with the risk profile of the sub-fund.

When using financial derivatives, the sub-fund will ensure that they are in line with its money market investment policy. In particular, derivatives which give exposure to foreign exchange may only be used for hedging purposes. Investment in non-base currency securities is allowed provided the currency exposure is fully hedged.

The investment decisions are based on the analysis of international macroeconomic scenario, forecasts regarding the evolution of monetary variables in the euro area and take into account the objectives of monetary policy of the ECB. The selection of investments is made in consideration of the opportunities offered by the money market yield curve, in order to achieve an efficient risk/return ratio, maintaining a continuous monitoring of the risk profile, and taking into account the degree of financial reliability of issuers.

The benchmark of the sub-fund consists of the index “BofA Merrill Lynch 0-1 Year Euro Government” (represents the performance of the bonds, excluding the T-Bill, issued by the countries belonging to the European Monetary Union having a residual life no more than 1 year).

*Risk transparency:*

- Global Exposure Determination  
Methodology: commitment approach

*Risk Profile of typical investor:*

This sub-fund is suitable for investors who search short-term investments. The investor seeks a relatively safe investment but understands that his investment is not guaranteed against a possible loss.



*Total Return Swap or other derivative instruments with the same characteristics:*

- Maximum portion of assets that can be subject to TRS: 0%.
- Expected portion of assets that will be subject to TRS: 0%.

*Securities lending:*

- Maximum portion of assets that can be subject to securities lending: 100%.
- Expected portion of assets that will be subject to securities lending: 9%.

*Repo/Reverse Repo transactions:*

- Maximum portion of assets that can be subject to repo/reverse repo transaction: 0%.
- Expected portion of assets that will be subject to repo/reverse repo transaction: 0%.

**37. INTERFUND CRESCITA PROTETTA 80**, expressed in EURO is a feeder fund (the "**Feeder Fund**") of MS Fideuram Equity Smart Beta Dynamic Protection 80 Fund, a sub-fund of FundLogic Alternatives plc, an Irish UCITS authorized by the Central Bank of Ireland and incorporated as a company with limited liability as an open-ended investment company with variable capital under the laws of Ireland (the "Master Fund"). The Feeder Fund will at all times invest at least 85% of its assets in shares of the Master Fund whilst it may hold up to 15 % of its assets in such investments described in Section 2.3 point 16 of the present Prospectus.

The investment objective of the Feeder Fund is to provide its shareholders with medium to long-term exposure to the performance of the portfolio strategy of the Master Fund meanwhile offering a protection with a minimum net asset value equal to 80% of the highest NAV from the launch of the Sub-Fund. For the sake of clarity this is not a full

capital protection. Additionally, if the counterparties of the Master Fund become insolvent, the capital protection obtained as described in the Master Fund investment policy might failed.

The Feeder Fund seeks to achieve its investment objective by investing at least 85% of its assets in shares of the Master Fund. The Feeder Fund does not invest directly in equities, fixed income securities or financial derivatives instruments but will obtain exposure to them through its investment in the Master Fund.

The investment objective and risk profile of the Master Fund are set out below.

As the Feeder Fund invests into the Master Fund, it will be subject to specific risks associated with its investment into the Master Fund as described in section 2.4 point 16 of the prospectus as well as with specific risks incurred by the assets directly held by the Master Fund. Therefore, before investing in shares, prospective investors should carefully read the description of the risks factors as per disclosed in the Prospectus and the KIID of the Master Fund. The Master Fund is notably exposed to counterparty risk, active management risk. The Master Fund aims to provide an element of capital protection, however, this will be dependent on the solvency of the approved counterparty. In the event of insolvency of Approved Counterparty, the Master Fund will be exposed to the performance of Financing Assets. Investors should note that the Minimum Target Payoff mentioned in the Master Fund prospectus does not provide complete capital protection and each share may benefit from limited capital protection only, regardless of the net asset value per share at which such share was purchased.

*Risk transparency:*

- Global Exposure Determination Methodology: absolute VaR approach  
As the Feeder Fund will invest at least

85% of its assets in the Master Fund, the VaR of the Feeder Fund will depend on the Master Fund's VaR, which is subject to a 20% VaR limit.

**Until October 18, 2018:** The Feeder Fund will regularly monitor its leverage and the average level of leverage is expected to be approximately 300% and never to exceed 400%, in line with the limits set for the Master Fund.

**As from October 19, 2018:** The Feeder Fund will regularly monitor its leverage and the average level of leverage is expected to be approximately between 400% and 450% of its net asset value and never to exceed 600% of its net asset value, in line with the limits set for the Master Fund.

*Risk Profile of typical investor:*

This Feeder Fund is suitable for investors, who search medium-term appreciation of capital with the potential for a longer term investment horizon. The investor shall be aware of the Master Fund's risks and of the possible termination of the Feeder Fund due to the termination of the Master Fund as described in the "Termination Date" paragraph of the Master Fund policy described below. The investor must be able to accept a certain volatility and the possibility of losing a part of the invested amount.

*Total Return Swap or other derivative instruments with the same characteristics:*

- Maximum portion of assets that can be subject to TRS: 0%.
- Expected portion of assets that will be subject to TRS: 0%.

*Securities lending:*

- Maximum portion of assets that can be subject to securities lending: 0%.

- Expected portion of assets that will be subject to securities lending: 0%.

*Repo/Reverse Repo transactions:*

- Maximum portion of assets that can be subject to repo/reverse repo transaction: 0%.
- Expected portion of assets that will be subject to repo/reverse repo transaction: 0%.

*Master's Fund Investment Objective and Investment Policy:*

The sub-fund's investment objective is to provide its shareholders with long term exposure to the performance of the portfolio strategy with 80% of the highest NAV (from the launch of the sub-fund onwards) being protected as a minimum exit net asset value (the "**Minimum Target Payoff**");

The portfolio strategy (the "**Portfolio Strategy**") consists of long and short positions in a portfolio of securities and other assets whose composition is determined from time to time by the sub-investment manager (the "**Reference Strategy**") and exposure to an effective overnight interest rate for the Euro (the "**Cash Component**") allocated in accordance with a volatility target strategy with 80% of the highest NAV (from the launch of the sub-fund onwards) being protected as a minimum exit net asset value. The overnight interest rate used for the Cash Component will be the Effective Overnight Index Average Eonia minus a fixed spread. The sub-fund will gain exposure to the Reference Strategy and the Cash Component through an unfunded total return swap with the approved counterparty (The "**Portfolio Total Return Swap**").

The Reference Strategy consists of a portfolio with exposure to the long and short positions in equities and equities in related securities (such as common and preferred stock and American Depositary Receipts ("**ADRs**")) that are listed or traded on the markets in North America and Europe. The Reference

Strategy will obtain exposure to such asset classes in the following manner:

- (i) Direct investment in equities and equity related securities which are issued by corporate issuers, which are listed or traded on the markets referred to in Appendix II of the prospectus of the Master Fund;
- (ii) Total return swaps futures options and forwards currency exchange contracts which reference equities set out in (i) or eligible indices which are comprised of equity investments set out in (i) above.

In addition to direct investment in securities, the sub-fund expects to enter into financial derivative instruments (“FDI”) transactions to gain exposure to the securities referred above. The sub-fund may take long positions synthetically through the use of FDIs. The sub-fund will not take physical short positions. All short positions will be taken through the use of an FDI. The sub-fund may utilise swaps, options, futures and forward currency exchange contracts. The sub-fund may invest in FDI transactions both for investment and efficient portfolio management purposes.

FDIs may be exchange traded or over-the-counter.

The Reference Strategy will have no more than 10% exposure to equities and equity related securities of issuers located in emerging markets.

The sub-fund will be leveraged through the use of FDI.

In accordance with the requirements of the Central Bank of Ireland, the absolute VaR of the sub-fund may not exceed 20% of the net asset value of the sub-fund using a one-tailed confidence interval of 99% and a holding period of one month and a historical observation period of 4 years. The ratio of long and short investments may vary through time. The maximum net short exposure of the

sub-fund will be -50% and the maximum net long exposure will be 100%. The sub-fund's gross leverage calculated using the sum of the notional exposure of its derivatives positions (including leverage inherent in the Portfolio Strategy) is expected to be (until October 18, 2018: between 300% and 350% of the net asset value of the sub-fund and will never exceed 400% of the net asset value of the sub-fund), as from October 19, 2018, between 500% and 550% of the net asset value of the sub-fund and will never exceed 600% of the net asset value of the sub-fund.

The sub-fund may enter into financing swaps and repurchase / reverse repurchase arrangements.

The sub-fund will buy a put option linked to the Portfolio Strategy and net asset value of the sub-fund either separately or as part of the Portfolio Total Return Swap (the “**Put Option**”) from the approved counterparty. The purpose of the Put Option is to offer an element of capital protection equal to 80% of the highest net asset value per Share achieved from the launch of the sub-fund onwards (ie, commencing with the initial offer price). The sub-fund will pay a premium for the Put Option at normal commercial rates. If the Portfolio Total Return Swap is used for the purpose, it will replicate the economic characteristic of put option i.e the sub-fund may pay an upfront amount equivalent to premium of put option at inception and will receive the payoff of an amount equal to the Minimum Target Payoff less the value of Portfolio Strategy (if positive).

The sub-fund and the portfolio will only utilise those derivatives that are listed in the risk management process in respect of the sub-fund.

#### *Volatility Control Mechanism*

The investment manager rebalances the exposure to the Cash Component and the Reference Strategy through the Portfolio Total Return Swap on the basis of certain

volatility rules summarised herein. The rebalancing seeks to control the volatility risk of the Portfolio Strategy by reducing the allocation to the Reference Strategy if and when the realised volatility of the Reference Strategy as observed for certain periods increases. As the realised volatility of the Reference Strategy increases, the exposure to the Reference Strategy is adjusted downwards to a minimum of 0% and the corresponding exposure to Cash Component is adjusted upwards to a maximum of 100%, such that the anticipated realised volatility of the Portfolio Strategy within the observed periods is consistent with the volatility budget. The volatility budget i.e. the maximum allowed level of annualised standard deviation of the Portfolio Strategy is 8% over the term of the Portfolio Total Return Swap.

*Unfunded Total Return Swaps and Reverse Repurchase Transaction*

The sub-fund will enter into the Portfolio Total Return Swap through which it is exposed to the economic performance of the Portfolio Strategy as described above. In return, the sub-fund will pay a floating rate of return to the approved counterparty.

In order to obtain the floating rate of return, the sub-fund expects (i) to invest in financing assets and pay the performance of such financing assets to the approved counterparty under an unfunded total return swap (the “**Financing Swap**”) in exchange for the floating rate return being received by the sub-fund from the approved counterparty and (ii) to enter into reverse repurchase agreements with the approved counterparty for efficient portfolio management purposes (which will generate a floating rate of return as well). The floating rate of return (generated through both the Financing Swap and the reverse repurchase agreement) shall in turn be paid to the approved counterparty under the Portfolio Total Return Swap referred to above.

The performance of the sub-fund will primarily be determined by the performance of the Portfolio Strategy.

If the Portfolio Total Return Swap is terminated then subject to the prior approval of shareholders of the sub-fund, the sub-fund may choose to terminate the reverse repurchase agreement and to invest the proceeds from the reverse repurchase agreement and all other cash proceeds in the sub-fund into Financing Assets can also enter into a Financing Swap or into a new reverse repurchase agreement (the “**Successor Transaction**”).

The maturity date of the Successor Transaction will be the earlier of the expiry date of the Put Option or the first anniversary of the trade date of the Successor Transaction. The sub-fund will be terminated after the termination of the Successor Transaction.

#### *Minimum Target Payoff*

The sub-fund will offer an element of capital protection equal to 80% of the highest net asset value per Share achieved from the launch of the sub-fund onwards (ie, commencing with the initial offer price). This capital protection will be achieved through the Put Option linked to the Portfolio Strategy and net asset value of the sub-fund which the sub-fund will purchase directly or will receive an indirect exposure through a total return swap (as described above) from the approved counterparty (paying an amount equal to the Minimum Target Payoff less the value of Portfolio Strategy (if positive)). The Put Option will deliver the Minimum Target Payoff as, when exercised, the approved counterparty will make a payment to the sub-fund equal to that amount less the value of the Portfolio Strategy (if positive).

The initial term of the Put Option is three years, but the sub-fund will endeavour to extend the Put Option and the Portfolio Total Return Swap at least every year. The sub-



fund will reserve part of the proceeds received from the Portfolio Total Return Swap for paying the premium in relation to the extension of the Put Option and the Portfolio Total Return Swap and / or for increasing the allocation to the Reference Strategy within the Portfolio Strategy.

#### *Termination Date*

The sub-fund will terminate on the business day following the termination of the Put Option. The initial term of the Put Option is three years, but the sub-fund will endeavour to extend the maturity of the Put Option at least once a year. If the Put Option can no longer be extended, the Shareholders will be informed about the expected termination date of the Put Option and about the expected termination date of the sub-fund (at least 6 months prior to such termination dates).

#### *Dealing days of the Master Fund (“Dealing Day of the Master Fund”)*

Every day (except legal public holidays in New York, London, Paris, Luxembourg, Milan or Dublin or days on which the stock markets in New York, Paris, Dublin, Luxembourg, Milan and/or in London are closed) during which banks in New York, Paris, Dublin, Luxembourg, Milan and London are open for normal business and such other day or days as the directors of the Master Fund may from time to time determine and notify in advance to shareholders; the 24th and the 31st December are deemed public holidays for the purpose of the present definition. (“Business Day for the Master Fund”)

The cut-off time for the Master Fund to receive orders for subscription and redemption from the Feeder is 3:00 p.m. Irish time on the relevant Dealing Day of the Master Fund, as above defined.

### *NAV of the Master Fund:*

The NAV of the Master Fund will be calculated every Business Day for the Master following the relevant Dealing Day of the Master Fund. The NAV of the Master Fund will be available on [www.fundlogic.com](http://www.fundlogic.com) the Business Day for the Master following such calculation.

### *Profile of a Typical Investor of the Master Fund*

Investment in the sub-fund is suitable for investors seeking a medium-term appreciation of capital, with the potential for a longer-term investment horizon. Shares in the sub-fund will be available to both retail and institutional investors.

The performance of the Feeder Fund is expected to be broadly in line with that of the Master Fund subject to its level of investment in the Master Fund and safe for additional fund expenses at the level of the Feeder Fund, which will affect its performance.

### *Reliance on the Master Fund*

The ability of the Feeder Fund to accept and process orders for subscription and redemption is dependent on the Master Fund. In the event that the Master Fund fails or refuses to process an order for subscription or redemption, or fails to settle an order for redemption, the Feeder Fund shall not be able to process an investor's subscription or redemption order, or pay redemption monies.

In the event that the Master Fund is closed to subscriptions and/or redemptions, or during any period in which the calculation of the net asset value of the Master Fund has been suspended, the Feeder Fund shall not be able to process any orders for subscription or redemptions it receives and the Company is likely to resolve to suspend the Net Asset Value calculation in those circumstances.

Investors should review the prospectus of the Master Fund for a full description of the circumstances in which the Master Fund may be suspended or may otherwise refuse to accept orders for subscription or redemption.

As the Feeder Fund invests into the Master Fund, the Feeder Fund will also be subject to specific risks associated with its investment into the Master Fund as well as specific risks incurred at the level of the Master Fund and its investment. Therefore, before investing in shares, prospective investors should carefully read the description of the risks factors relating to an investment in the Master Fund as disclosed in the prospectus of the Master Fund.

*Coordination between the Feeder Fund and the Master Fund*

The following documents and agreements are in place for the purpose of facilitating proper coordination between the Feeder Fund and the Master Fund in accordance with the relevant provisions of the Law.

- A. The Master Fund has entered into an agreement with the Company in respect of the Feeder Fund pursuant to which the Master Fund will provide the Company with all documents and information necessary for the latter to meet the requirements laid down in the UCITS Directive. The Master Fund and the Company have further agreed appropriate measures to coordinate the timing of their net asset value determination and publication to avoid market timing in their shares and preventing arbitrage opportunities. Further, appropriate measures have been agreed between the Master Fund and the Company to address the following: mitigate conflicts of interest that may arise between the Master Fund and the Company, the basis of investment and divestment by the Company, standard dealing arrangements, events affecting

dealing arrangements and standard arrangements for the audit report.

- B. The Depositary Bank and the depositary bank of the Master Fund have entered into an agreement in order to share information regarding the Master Fund. This agreement sets out the documents and categories of information to be provided between the depositary banks on a regular basis or upon request, the method and timing of transmission of information, the coordination duties of each depositary bank in operational matters, the coordination of accounting year-end procedures, reportable breaches committed by the Master Fund, the procedure for ad hoc requests for assistance, and specific contingent events reportable on an ad hoc basis.
  
- C. The Auditor and the auditor of the Master Fund have entered into an agreement in order to share information regarding the Master Fund. This agreement sets out the documents and categories of information to be provided between the auditors on a regular basis or upon request, the method and timing of transmission of information, the coordination of accounting year-end procedures for the Master Fund and the Feeder Fund, reportable irregularities in the Master Fund's annual accounts, the procedure for ad hoc requests for assistance, and specific contingent events reportable on an ad hoc basis.

#### *Tax Implication*

The investment into the Master Fund by the Feeder Fund has no specific Luxembourg tax impact on the Company.

Prior to investing in the Feeder Fund, prospective investors should consult with their counsel and tax advisers to determine the consequences of such investment and determine if there is any tax implication for them.

### *Additional Information on the Master Fund*

The prospectus of the Master Fund as supplemented from time to time is available free of charge from the Company as well as on the website [www.fundlogic.com](http://www.fundlogic.com).

The relevant agreement entered between the Master Fund and the Company and additional information on the Master Fund may be obtained free of charge at the registered office of the Company.

**38. INTERFUND TEAM EQUITY EUROPE**, expressed in EURO, will be focused to outperform the reference benchmark index (the “Index”) (see below) by investing primarily in stocks and other equity-related instruments issued by companies listed or traded in stock exchanges or any other regulated markets of the countries comprising the Index.

The sub-fund may invest mainly in financial instruments denominated in the currencies of the countries comprising the Index.

The sub-fund may also invest, up to 10% of its net assets, in units/shares of undertakings for collective investment in transferable securities (“UCITS”) and/or undertakings for collective investment (“UCIs”), including Exchange Traded Funds.

The sub-fund may residually invest up to 7% of its net assets in investment grade debt securities issued by government and corporations.

The sub-fund may invest in derivative financial instruments, including but not limited to, futures, options, swaps, unfunded TRS (where underlying is equity, debt or convertible security or index) or contracts for difference.

Within the limits provided by point 2.3 hereafter, the Investment Managers may use derivative instruments for the purposes of

hedging some or all of the exchange risk/currency exposure arising as a result of the fluctuation between the Euro base currency and other currencies in which the sub-fund's investments are denominated,

Investment in derivative financial instruments (including FX forward contracts) may be used both in order to cover risks and for efficient portfolio management purposes as well as for the purposes of investment.

On the basis of market conditions, the sub-fund may at any point in time be entirely invested in equities or in derivative financial instruments.

The benchmark of the sub-fund consists of the index "MSCI Europe", valued in EURO.

*Risk transparency:*

Global Exposure Determination  
Methodology: commitment approach

*Risk profile of typical investor:*

This sub-fund is suitable for investors who search long term investments. The investor must be able to accept a certain volatility and the possibility of losing a part of the invested amount.

*Total Return Swap or other derivative instruments with the same characteristics:*

- Maximum portion of assets that can be subject to TRS: 0%.
- Expected portion of assets that will be subject to TRS: 0%.

*Securities lending:*

- Maximum portion of assets that can be subject to securities lending: 0%.
- Expected portion of assets that will be subject to securities lending: 0%.

*Repo/Reverse Repo transactions:*

- Maximum portion of assets that can be subject to repo/reverse repo transaction: 0%.
- Expected portion of assets that will be subject to repo/reverse repo transaction: 0%.

**II- GENERAL PROVISIONS.**

With regard to items 6, 16, 17, 19, 33, 34 and 35, investments in markets of countries that are in the process of development imply a greater risk than the one associated with investments in securities in developed countries. The risk lies in the fact that the performance of the emerging countries and their markets tends to fluctuate more because the degree of volatility of these markets is higher. This increased volatility is due to a certain number of political, monetary and economic factors, in particular a less stable political and economic system and less reliable financial data relating to securities of the companies dealt in on these markets.

**Certain emerging markets may not be qualified as regulated markets within the meaning of Article 41(1) of the Law. Investments in such markets are assimilated to investments in transferable securities or money market instruments not admitted to or dealt in on a regulated market, that operates regularly, is recognized and open to the public and may not therefore, together with the other transferable securities or money market instruments not admitted to or dealt in on a regulated market, that operates regularly and is recognized and open to the public, held by the sub-fund, exceed 10% of assets of the sub-fund.**

The Company cannot, however, ensure any performance result.

The Company may invest in transferable securities and money market instruments admitted to the official listing of a stock exchange or dealt in on another regulated

market, that operates regularly, is recognized and open to the public worldwide.

The Company may hold, on an ancillary basis, assets of a sub-fund in current or deposit accounts in any currency.

### **Financial techniques and instruments**

The Company is authorized to use techniques and instruments relating to transferable securities, money market instruments or other types of underlying assets always in compliance with CSSF's Circular 14/592 relating to ESMA Guidelines on ETFs and other UCITS issues as amended from time to time (the "**CSSF's Circular 14/592**") and the Regulation (EU) 2015/2365 of the European Parliament and of the Council of 25 November 2015 on transparency of securities financing transactions and of reuse and amending Regulation (EU) No 648/2012 as amended from time to time (the "**SFT Regulation**") to the extent that such techniques and instruments are used for efficient portfolio management purposes and according to the requirements and limits fixed by the regulations in force. When these transactions relate to the use of derivative instruments, these requirements and limits must comply with those listed in point 2.3. hereafter.

Entering into TRS, securities lending, repurchase/reverse repurchase transactions may increase the risk profile of the sub-funds.

None of the sub-funds will use (i) buy-sell back transaction or sell-buy back transaction nor (ii) margin lending transaction.

Eligible counterparties for OTC derivatives transactions and efficient portfolio management techniques (EMT) will have a public rating of at least A- from Standard & Poor's or equivalent rating from Moody's and Fitch and will be financial counterparties in accordance with article 3 of the SFT Regulation. In the event that a previously authorised counterparty is downgraded to



below the minimum level required to be eligible (A-), it may nevertheless remain approved if the downgrade does not fall below the suspension threshold identified by the following two circumstances:

- a) the majority of the three ratings agencies give the broker a rating of BBB- or lower;
- b) one of the three major ratings agencies downgrades the broker to BB+ or lower.

The legal form is however not a decisive criterion for the selection of the counterparty. The eligible counterparties will be established in EU member countries, in countries member of the Organisation for Economic Cooperation and Development (“OECD”), Jersey, Hong Kong or Singapore.

### **1. Use of derivative instruments**

The use of derivative instruments is subject to the compliance with the below requirements and limits:

The Company may carry out transactions relating to derivative products either for the purpose of efficient management of the portfolio or for the purpose of risk hedging or, when it is specified in the investment policy of a sub-fund, for another purpose. In no case, these transactions shall lead a sub-fund to divert from its investment objectives.

The use of derivative products may both increase (by an increase of the exposure) and reduce (by a decrease of the exposure) the volatility of the Company.

The Company may use forward financial instruments dealt in either on regulated markets or on over-the-counter markets.

For example, the Company may conclude transactions on futures, options as well as swaps.

#### ***a) Limits***

Investments in derivative instruments will be in compliance with CSSF’s Circular 14/592 and may be carried out provided the global

risk relating to the financial instruments does not exceed the total net assets of a sub-fund.

In such context “global risk relating to financial derivative instruments does not exceed the total net value of the portfolio” means that the global risk relating to the use of financial derivative instruments shall not exceed 100% of the net asset value and that the global risk for a sub-fund shall not be higher on a long-term basis than 200% of the net asset value. The global risk for the sub-fund may not be higher than 10% by way of temporary borrowings in such a way that such global risk shall never be higher than 210% of the net asset value.

The global risk relating to financial instruments is represented by the Value at Risk approach or the commitment approach, i.e. the result of switch of positions on financial instruments into equivalent positions on the underlying assets according to their respective sensitivity as the case may be.

Short and long positions on the same underlying asset or on assets having an important historical correlation, may be set off.

When a transferable security or a money market instrument embeds a derivative product, the latter must be taken into account when complying with the provisions of the present Chapter.

When a sub-fund has recourse to derivative instruments based on an index, such investments are not combined with limits set forth in item 2.3. thereafter.

Sub-funds having recourse to derivative instruments/TRS based on an index may pay a fixed fee to access the indices to the index sponsor (which generally also acts as counterparty to the total return swaps/derivatives). Any index rebalancing costs are already priced into the applicable index return or covered by the fixed fee paid

to the index sponsor.

***b) Special limits relating to credit derivatives***

The Company may carry out transactions on credit derivatives:

- under an ISDA master agreement with first class counterparties specialised in that transaction, evaluated by the Management Company's internal Counterparty Risk Committee and approved by the Board of Directors of the Management Company,
- whose underlying assets comply with the investment objectives and policy of the sub-fund,
- that may be liquidated at any time at their valuation value,
- whose valuation must be periodically reliable and verifiable,
- for hedging purposes or not.

If the credit derivatives are concluded for another purpose than hedging, the following requirements must be fulfilled:

- credit derivatives must be used in the exclusive interest of investors by assuming an interesting return balanced against risks of the Company and in accordance with the investment objectives,
- investment restrictions in item 2.3. thereafter shall apply to the issuer of a Credit Default Swap (CDS) and to the risk of the final debtor of the credit derivative (underlying), except if the credit derivative is based on an index,
- the sub-funds must ensure an appropriate and permanent covering of the commitments relating to CDS in order to be able at any time to meet the redemption requests from investors.

Claimed strategies relating to credit derivatives are notably the following (which may, as appropriate, be combined):

- to invest quickly the newly subscribed amounts in an UCI in the credit market via the sale of credit derivatives,
- in case of positive anticipation on the evolution of spreads, to take a credit exposure (global or targeted) thanks to the sale of credit derivatives,
- in case of negative anticipation on the evolution of spreads, to protect or take actions (globally or targeted) by the purchase of credit derivatives.

***c) Special limits relating to equity swaps and index swaps***

The Company may conclude equity swaps and swaps on market index, in accordance with the investment restrictions in item 2.3. hereafter:

- under an ISDA master agreement with first class counterparties specialised in that transaction, evaluated by the Management Company's internal Counterparty Risk Committee and approved by the Board of Directors of the Management Company,
- where underlying assets comply with the investment objectives and policy of the sub-fund,
- they may be liquidated at any time at their valuation value,
- whose valuation must be periodically reliable and verifiable,
- for hedging purposes or not.

***d) Conclusion of “Contracts for Difference” (“CFD”)***

Each sub-fund may enter into “contracts for difference” (“CFD”). A CFD is an agreement between two parties for the exchange, at the end of the contract, of the difference between the open price and the closed price of the contract, multiplied by the number of units of the underlying assets specified in the contract. These differences in the settlements are therefore made by payment in cash more than by physical delivery of underlying assets.

When these CFD transactions are carried out for a different purpose than the one of risk hedging, the risk exposure relating to these transactions, together with the global risk relating to other derivative instruments shall not, at any time, exceed the net asset value of the concerned sub-fund.

Particularly, the CFD on transferable securities, on financial index or on swaps shall be used strictly in accordance with the investment policy followed by each sub-fund. Each sub-fund shall ensure an adequate and permanent coverage of its commitments related to CFDs in order to face the redemption requests of shareholders.

***e) Intervention on currency markets***

Each sub-fund may enter into transactions on derivatives on currencies (such as forward exchange, options, futures and swaps) for hedging purpose or intended to take exchange risks within its investment policy without however diverting from its investment objectives.

Moreover, for all sub-funds that follow a benchmark, the Company may also purchase, respectively sell, forward contracts on currencies within an efficient management of its portfolio in order to maintain the same exposure on currencies as the one of the benchmark of each sub-fund. These forward contracts on currencies may be in principle

within the limits of the benchmark of the sub-fund in such a way that an exposure in a currency other than the reference currency of the sub-fund may not, in principle, be higher than the portion of this currency being part of the benchmark. The use of these forward contracts on currencies shall be made in the best interest of unitholders.

In addition, for all sub-funds that follow a benchmark, the Company may also purchase, respectively sell, forward contracts on currencies in order to protect itself against the risk of exchange rate fluctuation with the view to acquire future investments. The hedging purpose of these transactions presupposes the existence of a direct relationship between them and the future commitments to be covered taking into account the benchmark of the sub-funds; consequently, the transactions made in one currency may in principle no exceed the valuation of the aggregate future commitments in that currency nor exceed the presumed period during which such future commitments will be held.

***f) Special limits relating to total return swaps or other financial derivative instruments with the same characteristics***

A sub-fund may enter into a total return swap, or other financial derivative instruments with the same characteristics, for hedging or investment purposes and in compliance with the investment objective and policy of the concerned sub-fund as per set out in item 2.3. thereafter.

The underlying exposures of the financial derivative instruments shall be taken into account to calculate the investment limits laid down in Article 52 of the UCITS Directive.

Total return swaps involve the exchange of the right to receive the total return, coupons plus capital gains or losses, of a specified reference asset, index or basket of assets against the right to make fixed or floating payments.

Interest rate swaps involve the exchange by a sub-fund with another party of their respective commitments to pay or receive interest, such as an exchange of fixed rate payments for floating rate payments. Currency swaps may involve the exchange of rights to make or receive payments in specified currencies. Where a sub-fund enters into interest rate swaps or total return swaps on a net basis, the two payment streams are netted out, with each sub-fund receiving or paying, as the case may be, only the net amount of the two payments. Interest rate swaps or total return swaps entered into on a net basis do not involve the physical delivery of investments, other underlying assets or principal. Accordingly, it is intended that the risk of loss with respect to interest rate swaps is limited to the net amount of interest payments that the sub-fund is contractually obligated to make (or in the case of total return swaps, the net amount of the difference between the total rate of return of a reference investment, index or basket of investments and the fixed or floating payments). If the other party to an interest rate swap or total return swap defaults, in normal circumstances the sub-fund's risk of loss consists of the net amount of interest or total return payments that the sub-fund is contractually entitled to receive. In contrast, currency swaps usually involve the delivery of the entire principal value of one designated currency in exchange for the other designated currency. Therefore, the entire principal value of a currency swap is subject to the risk that the other party to the swap will default on its contractual delivery obligations.

The sub-fund entering into a total return swap, or other financial derivative instruments with the same characteristics, may be subject to the risk of counterparty default or insolvency. Such event could affect the assets of the sub-fund and the risk profile of the sub-fund may be increased.

Unless otherwise provided for a specific sub-fund, the counterparty of a total return swap, or other financial derivative instruments with the same characteristics, has no discretion about the composition or management of the UCITS' target investments or the underlying of the financial derivative instruments.

## **2. Efficient portfolio management techniques (EMT)**

A sub-fund may enter into efficient portfolio management techniques, for hedging or investment purposes and in compliance with the investment objective and policy of the concerned sub-fund.

- **Sale with right of repurchase transactions / Reverse repurchase and Repurchase agreement transactions**

Each sub-fund may, acting as buyer, agree to purchase securities with a repurchase option (consisting of the purchase of securities with a clause reserving for the seller the right to repurchase the securities sold from the sub-fund at a price and time agreed between the two parties at the time when the contract is entered into) or, acting as seller, agree to sell securities with a repurchase option (consisting of the sale of securities with a clause reserving for the sub-fund the right to repurchase the securities from the purchaser at a price and at a time agreed between the two parties at the time when the contract is entered into) ; each sub-fund may also enter into reverse repurchase agreement transactions (which consist of a forward transaction at the maturity of which the seller -counterparty - has the obligation to repurchase the asset sold and the sub-fund the obligation to return the asset received under the transaction) and into repurchase agreement transactions (which consist of a forward transaction at the maturity of which the sub-fund has the obligation to repurchase the asset sold and the buyer - the counterparty - the obligation to return the asset received under the transaction).



The involvement of each sub-fund in such transactions is however subject to the regulations set forth in CSSF Circular 08/356, CSSF Circular 14/592 and ESMA Guidelines 2014/937 concerning the rules applicable to undertakings for collective investment when they use certain techniques and instruments relating to transferable securities and money market instruments, as amended from time to time and the SFT Regulation.

Consequently, each sub-fund must comply with the following rules:

It may enter into these transactions only if the counterparties to these transactions are subject to prudential supervision rules considered by the CSSF as equivalent to those prescribed by Community law.

During the duration of a purchase with a repurchase option agreement or of a reverse repurchase agreement, it may not sell or pledge/give as security the securities which are the subject of the contract, before the counterparty has exercised its option or until the deadline for the repurchase has expired, unless it has other means of coverage.

It must ensure that it is able, at all times, to meet its redemption obligations towards its shareholders.

Securities that are the subject of purchase with a repurchase option transaction or of reverse repurchase agreements are limited to:

- (i) short term bank certificates or money market instruments such as defined within Directive 2007/16/EC of 19 March 2007 implementing Council Directive 85/611/EEC on the coordination of laws, regulations and administrative provisions relating to certain UCITS as regards the clarification of certain definitions;
- (ii) bonds issued or guaranteed by a Member State of the OECD or by their local public authorities or by supranational institutions and undertakings with EU, regional or world-

wide scope;

- (iii) shares or units issued by money market UCIs calculating a daily net asset value and being assigned a rating of AAA or its equivalent;

- (iv) bonds issued by non-governmental issuers offering an adequate liquidity;

- (v) shares quoted or negotiated on a regulated market of a European Union Member State or on a stock exchange of a Member State of the OECD, on the condition that these shares are included in a main index.

The securities purchased with a repurchase option or through a reverse repurchase agreement transaction must be in accordance with the sub-fund investment policy and must, together with the other securities that it holds in its portfolio, globally comply with its investment restrictions.

- **Securities lending transactions**

Each sub-fund in order to achieve a positive return in absolute terms may enter into securities lending transactions provided that they comply with the regulations set forth in CSSF's Circular 08/356, CSSF's Circular 14/592 and ESMA Guidelines 2014/937 concerning the rules applicable to undertakings for collective investment when they use certain techniques and instruments relating to transferable securities and money market instruments, as amended from time to time and the SFT Regulation.

Each sub-fund may lend the securities included in its portfolio to a borrower either directly or through a standardized lending system organized by a recognized clearing institution or through a lending system organized by a financial institution subject to prudential supervision rules considered by the CSSF as equivalent to those prescribed by Community law and must be evaluated by the Management Company's internal Counterparty Risk Committee and approved

by the Board of Directors of the Management Company. In all cases, the counterparty to the securities lending agreement (i.e. the borrower) must be subject to prudential supervision rules considered by the CSSF as equivalent to those prescribed by Community law and comply with article 3 of the SFT Regulation. In case the aforementioned financial institution acts on its own account, it is to be considered as counterparty in the securities lending agreement.

Each sub-fund must ensure that the volume of the securities lending transactions is kept at an appropriate level or that it 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 that these transactions do not jeopardize the management of the sub-fund's assets in accordance with its investment policy.

The Management Company of the Company does not act as securities lending agent.

The Company has designated the Depository Bank of the Company, FIDEURAM BANK (LUXEMBOURG) S.A. as agent under a securities lending authorization agreement (the “**Agent**”). The costs related to the transaction fees together with any charges due to the Agent (or agents used by the Agent) plus any applicable value added tax shall be paid by the Company to the Agent.

Securities that are subject to securities lending or borrowing are: Equities and Bonds

### **3. Sharing return generated by EMT and total return swaps or similar instruments**

All revenues arising from EMT and TRS or similar instruments, net of any direct or indirect operating costs and fees shall be returned to the sub-fund and will form part of the Net Asset Value of the sub-fund.

The Company's annual report will contain information on income from efficient portfolio-management techniques and TRS

or similar instruments for the sub-funds' entire reporting period, together with details of the sub-funds' direct (e.g. transaction fees for securities, etc.) and indirect (e.g. general costs incurred for legal advice) operational costs and fees, insofar as they are associated with the management of the corresponding Company/sub-fund.

The Company's annual report will provide details on the identity of companies associated with the Management Company or the Depositary Bank of the Company, provided they receive direct and indirect operational costs and fees.

All income arising from the use of techniques and instruments for efficient portfolio management and TRS or similar instruments, less direct and indirect operational costs, profit to the Company in order to be reinvested in line with the Company's investment policy and consequently will positively impact on the performance of the sub-fund. The counterparties to the agreements on the use of techniques and instruments for efficient portfolio management and TRS or similar instruments and OTC will be selected according to the Management Company's principles for executing orders for financial instruments (the "**best execution policy**"). The costs and fees to be paid to the respective counterparty or other third party will be negotiated according to market practice.

In principle, the counterparties are not affiliated companies of the Management Company or companies belonging to the promoter's group.

#### **4. Management of collateral for OTC financial derivatives transactions and EMT**

As security for any EMT and OTC financial derivatives transactions, the relevant sub-fund will obtain collateral that must at all times meet with the following criteria:

- (a) Liquidity: Collateral must be sufficiently liquid in order that it can be sold quickly at a robust price that is close to its pre-sale valuation.
- (b) Valuation: Collateral must be capable of being valued on at least a daily basis and must be marked to market daily and may be subject to daily variation margin requirements.
- (c) Issuer credit quality: The Company will ordinarily only accept very high quality collateral.
- (d) Correlation – the collateral will 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 should be sufficiently diversified in terms of country, markets and issuers. The criterion of sufficient diversification with respect to issuer concentration is considered to be respected if the sub-fund receives from a counterparty of efficient portfolio management and over-the-counter financial derivative transactions a basket of collateral with a maximum exposure to a given issuer of 20% of the sub-fund's 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 from this sub-paragraph, a sub-fund may be fully collateralised in different transferable securities and money market instruments issued or guaranteed by a Member State, one or more of its local authorities, a third country, or a public international body to which one or more Member States belong. Such a sub-fund should receive securities from at least six different issues, but securities from any single

issue should not account for more than 30% of the sub-fund's net asset value.

- (f) Safe-keeping: As a principle, assets subject to SFTs become the property of the counterparty of the Company and the assets of equivalent type will be returned to the Company at the maturity of the transaction. As a consequence, during the life of the transaction, the assets will not be held by the Depositary. Any collateral posted in favour of the Company or any of its sub-funds under a title transfer arrangement should be held by the Depositary. Such collateral may be held by one collateral agent or, in case of TRSs, by the Depositary's correspondents or sub-custodians provided that the Depositary has delegated the custody of the collateral to such collateral agent, correspondent or sub-custodian and the Depositary remains liable subject to the provisions of the Law, if the collateral is lost by the collateral agent or the sub-custodian. Collateral posted in favour of the Company or any of its sub-funds under a security interest arrangement (e.g., pledge) can be held by the Depositary or a third party custodian which is subject to prudential supervision, and which is unrelated to the provider of the collateral.
- (g) Enforceable: Collateral must be immediately available to the Company without recourse to the counterparty, in the event of a default by that entity.
- (h) Non-Cash collateral
  - cannot be sold, pledged or re-invested;
  - must be issued by an entity independent of the counterparty; and
  - must be diversified to avoid concentration risk in one issue, sector or country.

- (i) Cash Collateral can only be:
- placed on deposit with entities prescribed in Article 41(f) of the Law;
  - invested in high-quality government bonds;
  - used for the purpose of reverse repurchase transactions provided the transactions are with credit institutions subject to prudential supervision and the Company is able to recall at any time the full amount of cash on accrued basis;
  - invested in short-term money market funds as defined in ESMA's Guidelines on a Common Definition of European Money Market Funds.

Re-invested cash collateral will expose the sub-fund to certain risks such as the risk of a failure or default of the issuer of the relevant security in which the cash collateral has been invested.

Re-invested cash collateral should be diversified in accordance with the diversification requirements applicable to non cash collateral.

Each sub-fund must make sure that it is able to claim its rights on the guarantee in case of the occurrence of an event requiring the execution thereof. Therefore, the guarantee must 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 sub-fund is able to appropriate or realize the assets given as guarantee, without delay, if the counterparty does not comply with its obligation to return the securities.

During the duration of the agreement, the guarantee cannot be sold or given as a security or pledged.

When entering into securities lending transactions, each sub-fund must receive, during the lifetime of the lending agreement, the following type of collateral covering at least the market value of the lent securities:

-Government bonds with maturity up to 1 year;  
Haircut between 0% and 2%

-Government bonds with maturity of more than 1 year;  
Minimum haircut 2%

-Corporate bonds;  
Minimum haircut 6%

- Equity in the same currency as the security lent;  
Minimum haircut 10%

-Cash;  
Haircut :0%

When entering into repurchase or reverse repurchase transactions, each sub-fund will obtain the following collateral covering at least the market value of the financial instrument object of the transaction:

-Cash;  
Haircut: 0%

-Government Bonds;  
Haircut:0%  
The absence of haircut is mainly due to the very short term of the transactions.

When entering into **OTC financial derivatives transactions** each sub-fund will obtain the following collateral covering at least the market value of the financial instrument object of the OTC transaction:

-Cash;  
Haircut: 0%

-Government bonds with maturity up to 1 year;  
Haircut between 0% and 2%



-Government bonds with maturity of more than 1 year;  
Minimum haircut 2%

The Company must proceed on a daily basis to the valuation of the guarantee received.

In addition, the Company has implemented a haircut policy in respect of each class of bonds received as collateral in respect of each relevant sub-fund. Such policy takes account of the characteristics of the relevant asset class, including the credit standing of the issuer of the collateral, the price volatility of the collateral and the results of any stress tests which may be performed in accordance with the stress testing policy.

The Annual reports will also mention the following information:

- a) If the Collateral received from an issuer has exceeded 20% of the NAV of a sub-fund, and/or;
- b) If a sub-fund has been fully collateralised in securities issued or guaranteed by a Member State.

### **2.3. Investment limits**

The following criteria and restrictions must be observed by the Company for each sub-fund:

1. The Company may invest in:

- a) transferable securities and money market instruments admitted to or dealt in on a regulated market;
- b) transferable securities and money market instruments dealt in on another market in a Member State, which is regulated, operates regularly and is open to the public;
- c) transferable securities and money market instruments admitted to an official listing on a stock exchange in a non-Member State of

the European Union or dealt in on another regulated market of a non-Member State of the European Union which operates regularly, is recognized and open to the public: namely a stock exchange or another regulated market of any country worldwide;

**d)** newly issued transferable securities and money market instruments, provided that:

- the conditions of issue include an undertaking that an application will be made for admission to official listing on a stock exchange or on another regulated market, which operates regularly, is recognized and open to the public, namely a stock exchange or another regulated market of any country worldwide;
- the admission is obtained no later than the end of the one year period since issue;

**e)** units of UCITS, authorized according to Directive 2009/65/EC and/or other UCIs within the meaning of Article 1 paragraph (2) points a) and b) of Directive 2009/65/EC, (including shares / units of a Master UCITS) whether or not situated in a Member State, up to 10% if not expressly included among the instruments to be invested in by the investment policy of each sub-fund (in which case the limit will not apply), provided that:

- such other UCIs are authorized under laws which provide that they are subject to a supervision that the Commission de Surveillance du Secteur Financier (“CSSF”) considers to be equivalent to that laid down in Community law and that cooperation between authorities is sufficiently ensured;
- the level of protection for unitholders of such other UCIs is equivalent to that prescribed for the unitholders of a UCITS and, in particular, that the rules relating to assets segregation, borrowings, lending and uncovered sales of transferable securities and money market instruments are equivalent to the requirements of Directive 2009/65/EC;
- the business of such other UCIs is reported in half-yearly and annual reports to enable an assessment of the assets and

liabilities, income and operations over the reporting period;

- no more than 10% of the assets of the UCITS or of the other UCIs, whose acquisition is contemplated by each sub-fund, according to their constitutional documents, can be in aggregate invested in units of other UCITS or other UCIs; this restriction does not apply in case of Master/Feeder UCITS structures.

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

**g)** financial derivative instruments, including equivalent cash-settled instruments, dealt in on a regulated market referred to in subparagraphs a), b) and c) above, and/or financial derivative instruments dealt in over-the-counter (“OTC derivatives”), provided that :

- the underlying consists of instruments covered in the paragraph 1, items a) to f) above, financial indexes, interest rates, foreign exchange rate or currencies, in which each sub-fund may invest according to its investment objectives;
- the counterparties to OTC derivative transactions are institutions subject to prudential supervision and belonging to the categories approved by the CSSF, and;
- the OTC derivative instruments are subject to reliable and verifiable valuation on a daily basis and may, at the initiative of the Management Company, be purchased, liquidated or closed by an offsetting transaction at any time and at their fair value;

**h)** money market instruments other than those dealt in on a regulated market and which fall under Article 1 of the Law, provided the issue or the issuer of such instruments are themselves subject to a regulation for the purpose of protecting investors and savings, and provided that such instruments are :

- issued or guaranteed by a central bank of a Member State, or by the European Central Bank, by the European Union or by the European Investment Bank, by a non-Member State or, in case of a Federal State, by one of the members making up the federation, or by a public international body to which one or more Member States of the European Union belong, or
- issued by a company the securities of which are dealt in on regulated markets referred to in the above items a), b) or c), or
- issued or guaranteed by an institution subject to a prudential supervision in accordance with the criteria defined by Community law, or by an institution which is subject to and complies with prudential rules considered by the CSSF to be at least as stringent as those laid down by Community law, or
- issued by other bodies belonging to the categories approved by the CSSF provided that investments in such instruments are subject to investor protection equivalent to that laid down in the first, second and third indents, and provided that the issuer is a company whose capital and reserves amount to at least 10,000,000 Euro (ten million Euros) and which presents and publishes its annual accounts in accordance with the fourth Directive 78/660/EEC, and is an entity, which, within a group of companies including one or several listed companies, is dedicated to the financing of the group or is an entity which is dedicated to the financing of securitisation vehicles which benefit from a banking liquidity line.

2. However, the Company may invest no more than 10% of the net assets of each sub-fund in transferable securities and money market instruments other than those referred to in paragraph 1).

3. The Company may acquire movable and immovable property which is essential for the direct pursuit of its business.

4. The Company may acquire neither precious metals nor certificates representing them for any sub-fund.

5. Each sub-fund of the Company may hold, on an ancillary basis, liquid assets.

6. a) The Company may invest no more than 10% of the net assets of each sub-fund in transferable securities and money market instruments of the same issuer. A sub-fund may invest no more than 20% of its assets in deposits made with the same entity. The risk exposure to a counterparty of the Company in an OTC derivative transaction, including the securities lending transactions, sale with right of repurchase transactions and/or reverse repurchase and/or repurchase agreement transactions, may not exceed 10% of its assets when the counterparty is a credit institution referred to in paragraph 1) item g) above, or 5% of its assets in other cases. The use of collateral may reduce the risk exposure accordingly.

b) Moreover, in addition to the limit referred to in the above paragraph 6 a), the total value of the transferable securities and money market instruments held by a sub-fund in the issuing bodies in each of which the sub-fund invests more than 5% of its net assets, may not exceed 40% of the net asset value of the concerned sub-fund. This limit does not apply to deposits made with financial institutions subject to prudential supervision and OTC derivative transactions with these institutions.

Notwithstanding the individual limits referred to in the above paragraph 6. a), a sub-fund shall not combine where this would lead

to investment of more than 20% of its assets in a single body, any of the following:

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

**c)** The limit of 10% laid down in the first sentence of paragraph 6. a) may be of a maximum of 35% if the transferable securities or the money market instruments are issued or guaranteed by a Member State, by its public local authorities, by a State of North America, South America, Asia, Africa or Oceania, or by public international bodies of which one or more Member States belong.

**d)** The limit of 10% laid down in the first sentence of the paragraph 6. a) may be of a maximum of 25% for certain bonds when they are issued by a credit institution having its registered office in a Member State and is subject, by law, to special public supervision designated to protect bondholders. In particular, sums deriving from the issue of these bonds must be invested in conformity with the law, in assets which, during the whole period of validity of the bonds, are capable of covering claims attaching to the bonds and which, in case of bankruptcy of the issuer, would be used on a priority basis for the reimbursement of the principal and payment of the accrued interest. When the Company invests more than 5% of the net assets of each sub-fund in the bonds referred to in the present paragraph and issued by a single issuer, the total value of such investments may not exceed 80% of the net asset value of each sub-fund of the Company.

**e)** The transferable securities and the money market instruments referred to in the above items c) and d) are not included in the calculation of the limit of 40% referred to under b). The limits referred to under a), b), c) and d) may not be combined and, consequently, the investments in transferable

securities or money market instruments issued by the same body or in deposits or in derivative instruments made with this body, carried out in accordance with a), b), c) and d) may not, in any case, exceed 35% of the net assets of each sub-fund of the Company.

The companies which are regrouped for the purposes of consolidated accounts, as defined in accordance with Directive 83/349/CEE or in accordance with recognised international accounting rules, are regarded as a single body for the purpose of calculating the limits contained in the present paragraph 6.

Each sub-fund may invest cumulatively up to 20% of its net assets in transferable securities and money market instruments of the same group.

**ACCORDING TO ARTICLE 44 OF THE LAW, THE SUB-FUNDS OF THE COMPANY ARE AUTHORIZED TO INVEST NO MORE THAN 20% OF THEIR ASSETS IN SHARES AND/OR DEBT SECURITIES ISSUED BY THE SAME BODY, WHEN THE INVESTMENT POLICY OF THESE SUB-FUNDS REPLICATES THE COMPOSITION OF A CERTAIN STOCK OR DEBT SECURITIES INDEX THAT IS RECOGNIZED BY THE CSSF, ON THE FOLLOWING CONDITIONS:**

- **THE COMPOSITION OF THE INDEX IS SUFFICIENTLY DIVERSIFIED,**
- **THE INDEX REPRESENTS AN ADEQUATE BENCHMARK FOR THE MARKET TO WHICH IT REFERS,**
- **IT IS SUBJECT TO AN APPROPRIATE PUBLICATION.**

**THIS LIMIT OF 20% MAY BE RAISED TO 35% WHERE THAT PROVES TO BE JUSTIFIED BY EXCEPTIONAL MARKET CONDITIONS IN**

**PARTICULAR IN REGULATED MARKETS WHERE CERTAIN TRANSFERABLE SECURITIES OR CERTAIN MONEY MARKET INSTRUMENTS ARE HIGHLY DOMINANT. THE INVESTMENT UP TO THIS LIMIT IS ONLY PERMITTED FOR A SINGLE ISSUER.**

**THE INDICES TO WHICH THE RELEVANT SUB-FUND WILL TAKE EXPOSURE COMPLY WITH ARTICLE 44 OF THE LAW AND THE ARTICLE 9 OF GRAND DUCAL REGULATION DATED 8 FEBRUARY 2008. SUCH INDICES MAY HAVE DIFFERENT REBALANCING FREQUENCIES, WITH THE MOST PREVALENT REBALANCING FREQUENCY BEING MONTHLY. THE FREQUENCY OF THE REBALANCING DOES NOT AFFECT THE COSTS LINKED TO GAINING EXPOSURE TO THE INDICES. THE LIST OF INDICES TO WHICH THE SUB-FUND MAY TAKE EXPOSURE FROM TIME TO TIME IS AVAILABLE ON THE MANAGEMENT COMPANY'S WEBSITE:**  
<http://www.fideuramireland.ie>

**MOREOVER, ACCORDING TO ARTICLE 45 OF THE LAW, THE COMPANY IS AUTHORIZED TO INVEST IN ACCORDANCE WITH THE PRINCIPLE OF RISK DIVERSIFICATION UP TO 100% OF THE NET ASSETS OF EACH SUB-FUND IN DIFFERENT TRANSFERABLE SECURITIES AND MONEY MARKET INSTRUMENTS ISSUED OR GUARANTEED BY A MEMBER STATE, ONE OR MORE OF ITS LOCAL AUTHORITIES, A NON-MEMBER STATE OF THE EUROPEAN UNION OR PUBLIC INTERNATIONAL BODY TO WHICH ONE OR SEVERAL MEMBER STATES OF THE EUROPEAN UNION BELONG, PROVIDED THAT EACH SUB-FUND**



**HOLDS SECURITIES FROM AT LEAST SIX DIFFERENT ISSUES AND THAT THE SECURITIES FROM ANY ONE ISSUE DO NOT EXCEED 30% OF THE TOTAL NET ASSET VALUE OF THE CONCERNED SUB-FUND.**

**7. a)** The Company may acquire units of UCITS and/or other UCIs referred to in the above paragraph 1), item e), provided that each sub-fund invests no more than 20% of its net assets in the same UCITS or other UCI.

For the purpose of the application of such investment limit, each sub-fund of a UCI with multiple sub-funds is to be considered as a separate issuer, provided that the principle of segregation of the obligations of the various sub-funds vis-à-vis third parties is ensured.

**b)** The investments in units of UCIs other than UCITS may not, in aggregate, exceed 30% of the net assets of a sub-fund.

When the Company invests in units of UCITS and/or other UCIs, the assets of such UCITS and/or other UCIs are not combined for the purposes of the limits referred to in the above paragraph 6.

**c)** When the Company invests in a UCITS and/or other UCIs that are managed, directly or by delegation, by the same Management Company or by any other management company with which the Management Company is linked by a common management or control or by a substantial direct or indirect holding, no subscription or redemption fees may be charged to the Company on account of these investments in other UCITS and/or other UCIs.

With respect to investments of a sub-fund in other UCITS and/or other UCIs linked to the Company, as referred to in the above paragraph c), the maximum level of management fees that may be charged both to each sub-fund of the Company and to the other UCITS and/or other UCIs in which it

intends to invest, may not exceed 5% of the net assets of each sub-fund.

The Company shall indicate in its annual report the maximum percentage of management fees charged both at the level of each sub-fund and at the level of the UCITS and/or other UCIs in which each sub-fund has invested during the relevant fiscal year.

**8. a)** The Company may not acquire shares with voting rights which would enable it to exercise significant influence over the management of an issuer;

**b)** Moreover, the Company may acquire no more than:

**(i)** 10% of the non-voting shares of the same issuer;

**(ii)** 10% of the debt securities of the same issuer;

**(iii)** 25% of the units of the same UCITS and/or UCI within the meaning of Article 2, paragraph (2) of the Law;

**(iv)** 10% of the money market instruments of any single issuer.

The limits laid down under (ii), (iii) and (iv) may be disregarded at the time of the acquisition, if at that time the gross amount of bonds or money market instruments or the net amount of instruments in issue cannot be calculated;

**c)** paragraphs a) and b) are waived as regards:

- transferable securities and money market instruments issued or guaranteed in a Member State or by its local authorities;

- transferable securities and money market instruments issued or guaranteed by a non-Member State of the European Union, or by a State of North America, South America, Asia, Africa or Oceania ;

- transferable securities and money market instruments issued by public international bodies of which one or several Member States of the European Union are members;

- shares held by the Company in the capital of a company incorporated in a third country of the European Union which invests mainly its assets in the securities of issuers having their registered office in that State, where under the legislation of that State, such a holding represents the only way in which the Company can invest in the securities of issuers of that State. This derogation, however, shall apply only if in its investment policy, the company from the third country of the European Union complies with the limits laid down in Articles 43 and 46 and Article 48, paragraphs (1) and (2) of the Law. Where the limits set in Articles 43 and 46 of the Law are exceeded, Article 49 of the Law shall apply *mutatis mutandis*;

- shares held by the Company in the capital of subsidiaries which, carry on the business of management, advice or marketing in the country in which the subsidiary is situated with respect to the redemption of shares at the request of investors exclusively on its or their behalf.

**9.** The Company does not have to comply with:

**a)** the previous limits in case of exercise of subscription rights related to transferable securities or money market instruments which form part of its assets;

**b)** paragraphs 5, 6, and 7 during a period of six months following the date of authorization of opening of each sub-fund provided that it ensures the observance of the risk-spreading principle;

**c)** investment limits referred to in paragraphs 5, 6 and 7 shall apply at the time of the purchase of the transferable securities or money market instruments; if the limits referred to in the present paragraph are

exceeded for reasons beyond the control of the Company or as a result of the exercise of subscription rights, the Company must adopt as a priority objective, in its sale transactions, the remedying of that situation, taking into consideration the interests of the shareholders.

**10.** The Company may not borrow, for any of the sub-funds, except for:

**a)** acquisitions of currencies by means of a back-to-back loan;

**b)** borrowing up to 10% of the net assets of the sub-fund provided that the borrowing is on a temporary basis;

**c)** borrowing up to 10% of the net assets of the sub-fund, provided that the borrowing is to make possible the acquisition of immovable property essential for the direct pursuit of its business; in this case, the borrowing and that referred to in indent b) of the present paragraph may not, in any case, exceed a total of 15% of the net assets of each sub-fund of the Company.

**11.** The Company shall not grant loans or act as a guarantor for third parties. Such restriction does not impede acquisition by the Company of transferable securities, money market instruments or other financial instruments referred to in the above paragraph 1. items e), g) and h), which are not fully paid up.

**12.** The Company shall not carry out uncovered sales of transferable securities, money market instruments or other financial instruments referred to in the above paragraph 1. items e), g) and h).

**13.** The Company shall employ a risk-management process which enables it to monitor and measure at any time the risk of the positions and their contribution to the overall risk profile of the portfolio of each sub-fund and it shall employ a process for accurate and independent assessment of the

value of OTC derivative instruments, and must communicate to the CSSF regularly, in accordance with the detailed rules the latter shall define, in regards to the types of derivative instruments, the underlying risks, the quantitative limits as well as the methods which are chosen in order to estimate the risks associated with transactions in derivative instruments.

**14.** The Company shall ensure that the global exposure relating to derivative instruments of each sub-fund does not exceed the total net value of its portfolio. The exposure is calculated taking into account the current value of the underlying assets, the counterparty risk, the foreseeable evolution of the markets and the time available to liquidate the positions.

Each sub-fund may, in the framework of its investment policy and within the limits referred to in the above paragraph 6 (e), invest in financial derivative instruments provided that the risk exposure relating to the underlying assets does not exceed in aggregate the investment limits referred to in the above paragraph 6. When a sub-fund invests in index-based financial derivative instruments, these investments are not necessarily combined to the limits referred to in the above paragraph 6. When a transferable securities or a money market instrument embeds a derivative instrument, this latter must be taken into account when complying with the application of the requirements in this item 14.

**15.** Each sub-fund may, subscribe, acquire and/or hold securities to be issued or issued by one or more other sub-fund of the Company under the condition, that:

- the target sub-fund does not, in turn, invest in the sub-fund invested in the target sub-fund; and
- no more than 10% of the assets of the target sub-fund whose acquisition is contemplated may be invested, pursuant to

its constitutive documents, in units of other UCIs; and

- voting rights, if any, attaching to the relevant securities are suspended for as long as they are held by the sub-fund concerned and without prejudice to the appropriate processing in the accounts and the periodic reports; and

- in any event, for as long as these securities are held by the sub-fund, their value will not be taken into consideration for the calculation of the net assets of the sub-fund for the purposes of verifying the minimum threshold of the net assets imposed by the Law; and

- there is no duplication of management/subscription or repurchase fees between those at the level of the sub-fund and the target sub-fund.

**16. Specific rules for Master / Feeder structures:**

- a Feeder sub-fund is a sub-fund of the Company, which has been approved to invest, by way of derogation from article 2, paragraph (2), first indent of the Law, at least 85% of its assets in units of another UCITS or sub-fund thereof (hereafter referred to as the "**Master UCITS**").

- A Feeder sub-fund may hold up to 15% of its assets in one or more of the following:

- a. ancillary liquid;
- b. financial derivative instruments, which may be used only for hedging purposes, in accordance with article 42, paragraphs (2) and (3) of the Law;
- c. movable and immovable property which is essential for the direct pursuit of its business.

- For the purposes of compliance with article 42, paragraph (3) of the Law, the Feeder sub-fund shall calculate its global exposure related to financial derivative instruments by combining its own direct exposure with:

- a. either the Master UCITS's actual exposure to financial derivative instruments in proportion to the Feeder sub-funds' investment into the Master UCITS;
- b. or the Master UCITS's potential maximum global exposure to financial derivative instruments provided for in the Master UCITS management regulations or instruments of incorporation in proportion to the Feeder sub-funds' investment into the Master UCITS;

- a Master UCITS is a UCITS, or a sub-fund thereof, which:

- a. has, among its shareholders, at least one Feeder UCITS;
- b. is not itself a Feeder UCITS; and
- c. does not hold units of a Feeder UCITS.

- if a Master UCITS has at least two Feeder UCITS as shareholders, article 2, paragraph (2), first indent and article 3, second indent of the Law shall not apply.

The restriction pursuant to which, when the Company invests in the units of other UCITS and/or other UCIs that are managed, directly or by delegation, by the same investment manager or by any other company with which the investment manager is linked by common management or control, or by a substantial direct or indirect holding, no subscription, redemption and management fees may be charged on the target fund level to the Company on its investment in the units of such other UCITS and/or UCIs, does not

apply to a Feeder UCITS.

Should a sub-fund qualify as a Feeder UCITS, a description of all remuneration and reimbursement of costs payable by the Feeder UCITS by virtue of its investments in shares/units of the Master UCITS, as well as the aggregate charges of both the Feeder UCITS and the Master UCITS, shall be disclosed under “10. Company’s fees and expenses”. The Company shall disclose in its annual report a statement on the aggregate charges of both the Feeder UCITS and the Master UCITS.

#### **2.4. General considerations of investment risks**

Risks associated with the subscription of shares of the Company are represented by the fluctuation of quotation prices of the transferable securities and the other financial assets that are part of the assets and liabilities of the Company itself. Concerning equities, such fluctuations shall reflect the general evolution of the market and the economic and financial evolution of the issuing companies; concerning fixed income securities, the fluctuations, in general more limited, shall reflect the general evolution of interest rates as well as the confidence level of the issuing companies.

Investment in emerging markets involves a higher risk than the one usually associated with investment in transferable securities of developed countries. The risk is due to the fact that the performance of the emerging countries and their markets tends to fluctuate more sensibly, the volatility degree of the markets being higher. This higher volatility is due to a certain number of political, monetary and economical factors, notably a less stable political and economical system and less reliable financial data relating to assets of companies traded on these markets.

Added to such risk elements, for investments expressed in currencies other than EURO, those, which arise as a result of fluctuations



of exchange rates as well as of potential restrictions to the convertibility of currencies in which they are expressed. If investments have as an object non listed securities and other financial assets, it must take into account their reduced negotiability with respect to listed securities. Moreover, concerning the non listed securities, another risk element relates to the discretionary nature of their valuation.

Furthermore, concerning the possible investment in mortgage-related securities, it must be noted that such investment is subject to certain specific risks. Rising interest rates tend to extend the duration of mortgage-related securities, making them more sensitive to changes in interest rates. As a result, in a period of rising interest rates, a sub-fund that holds mortgage-related securities may exhibit additional volatility. This is known as extension risk. In addition, mortgage-related securities are subject to prepayment risk. When interest rates decline, borrowers may pay off their mortgages sooner than expected. This can reduce the returns of a sub-fund because the sub-fund will have to reinvest that money at the lower prevailing interest rates.

### **Counterparty risk**

Sub-funds of the Company may invest in instruments, such as derivatives or may use efficient portfolio management techniques, by entering into contracts with first class financial counterparties specialized in this type of transaction, and in doing so exposes themselves to the risk that these said counterparties may generate financial damage to the relevant sub-fund(s) by not fulfilling their obligations in the future, exposing the relevant sub-funds to financial losses in the process.

Furthermore, the relevant sub-funds may be exposed to finance sector companies in their role as service providers and in times of extreme market volatility such companies might be adversely affected which in turn

could have a harmful effect on the activities of the relevant sub-fund.

### **Liquidity risk**

Despite the heavy volume of trading in securities, the markets for some securities have limited liquidity and depth. This is particularly the case for developing markets which, while generally growing in volume, have, for the most part, substantially less volume than more developed markets, and securities of many companies are less liquid and their prices more volatile than securities of comparable companies in more sizable markets. This lack of depth could be a disadvantage to the concerned sub-fund of the Company, both in the realization of the prices which are quoted and in the execution of orders at desired prices.

### **Total Return Swap and/or Excess Return Swap**

Some sub-funds may enter into a total return swap/and or excess return swap in which one party receives payments on a reference asset plus any capital gains and losses over the payment period, while the other receives a specified fixed and/or floating cash flow unrelated to the performance of the reference asset. Where a sub-fund uses total return swaps or a similar type of instrument for investment purposes, the strategy and the underlying to which the sub-fund takes exposure are those described in the investment strategy of the relevant sub-fund.

### **Legal risk**

There is a risk that agreements and derivatives techniques are terminated due, for instance, to bankruptcy, supervening illegality or change in tax or accounting laws. In such circumstances, a sub-fund may be required to cover any losses incurred.

Furthermore, certain transactions are entered into on the basis of complex legal documents. Such documents may be difficult to enforce

or may be the subject of a dispute as to interpretation in certain circumstances. Whilst the rights and obligations of the parties to a legal document may be governed by Luxembourg law, in certain circumstances (for example insolvency proceedings) other legal systems may take priority which may affect the enforceability of existing transactions.

### **Operational risk**

The sub-funds' operations (including investment management) are carried out by the service providers mentioned in this Prospectus. In the event of a bankruptcy or insolvency of a service provider, investors could experience delays (for example, delays in the processing of subscriptions, conversions and redemption of Shares) or other disruptions.

### **Custody risk**

The sub-funds' assets are held in custody by the Depositary, which exposes the sub-funds to custodian risk. This means that the sub-funds are exposed to the risk of loss of assets placed in custody as a result of insolvency, negligence or fraudulent trading by the Depositary.

### **Securities lending risk**

The principal risk when engaging in securities lending transactions is the risk of default by a counterparty who has become insolvent or is otherwise unable or refuses to honor its obligations to return securities or cash to the sub-fund as required by the terms of the transaction. Counterparty risk is mitigated by the transfer or pledge of collateral in favour of the sub-fund.

### **Repurchase / reverse repurchase agreements risk**

The principal risk when engaging in repurchase/reverse repurchase transactions is the risk of default by a counterparty who has

become insolvent or is otherwise unable or refuses to honor its obligations to return securities or cash to the sub-fund as required by the terms of the transaction. Counterparty risk is mitigated by the transfer or pledge of collateral in favour of the sub-fund.

### **Specific Risks for Master/Feeder structure**

#### ***Liquidity and Valuation Risk***

The Net Asset Value of the Feeder UCITS will rely essentially on the net asset value of the Master UCITS.

As a consequence, the Net Asset Value per share will be determined only after the computation and publication of the net asset value of the Master UCITS. The number of shares to be issued to, exchanged or redeemed from, an investor in the Feeder UCITS will not be determined until the net asset value per share of the Master UCITS is determined.

#### ***Operational and Legal Risks***

The main operational and legal risks associated with any Feeder UCITS' investment in the Master UCITS include, without being limited to, the Feeder UCITS' access to information on the Master UCITS, coordination of dealing arrangements between the Feeder UCITS and the Master UCITS, the occurrence of events affecting such dealing arrangements, the communication of documents from and to the Master UCITS to and from the Feeder UCITS, the coordination of the involvement of the respective depositary bank and auditor of the Feeder UCITS and the Master UCITS and the identification and reporting of investment breaches and irregularities by the Master UCITS.

Such operational and legal risks are managed by the Management Company, the Depositary Bank and the Auditor, as applicable, in coordination with the depositary bank, the administrator and the

auditor of the Master UCITS. A number of documents and/or agreements are in place to that effect, including (1) agreement between the master and the Feeder UCITS, (2) an information sharing agreement between the Depositary Bank and the depositary bank of the Master UCITS, and (3) an information exchange agreement between the Auditor and the auditor(s) of the Master UCITS.

### ***Concentration Risk and Market risk***

Given the feeder nature of the Feeder UCITS, it will naturally be concentrated in the Master UCITS. Therefore, concentration risks and market risks will mainly occur at the level of the Master UCITS. In this respect, investors should carefully read the risks associated with an investment in the Master UCITS, as described in the prospectus of the Master UCITS.

All these risks are correctly identified and monitored according to CSSF's Circular 11/512 and 14/592 and ESMA Guidelines 2014/937. The use of efficient portfolio management techniques will not result in a change to the investment policy of a sub-fund and should not add substantial supplementary risk to the original risk policy of the relevant sub-fund.

### **Investments in the People's Republic of China (PRC)**

Investing in the PRC is subject to the risks of investing in emerging markets and additional risks, which are specific to the PRC market.

The economy of the PRC is in a state of transition from a planned economy to a more market oriented economy and investments may be sensitive to changes in law and regulation together with political, social or economic policy which includes possible government intervention.

In extreme circumstances, the sub-funds may incur losses due to limited investment capabilities, or may not be able to fully implement or pursue its investment objectives or strategy, due to local investment restrictions, illiquidity of the Chinese domestic securities market, and/or delay or disruption in execution and settlement of trades.

### **Shanghai-Hong Kong Stock Connect**

The Shanghai-Hong Kong Stock Connect program is a securities trading and clearing linked program developed by Hong Kong Exchanges and Clearing Limited (“HKEx”), the Hong Kong Securities Clearing Company Limited (“HKSCC”), Shanghai Stock Exchange (“SSE”) and China Securities Depository and Clearing Corporation Limited (“ChinaClear”) with an aim to achieve mutual stock market access between mainland China and Hong Kong. This program will allow foreign investors to trade certain SSE listed China A-Shares through their Hong Kong based brokers.

The sub-funds seeking to invest in the domestic securities markets of the PRC may use the Shanghai-Hong Kong Stock Connect and, thus, are subject to the following additional risks:

**General Risk:** The relevant regulations are untested and subject to change. There is no certainty as to how they will be applied which could adversely affect the sub-funds. The program requires use of new information technology systems, which may be subject to operational risk due to its cross-border nature. If the relevant systems fail to function properly, trading in both Hong Kong and Shanghai markets through the program could be disrupted.

**Clearing and Settlement Risk:** The HKSCC and ChinaClear have established the clearing links and each will become a participant of each other to facilitate clearing and

settlement of cross-boundary trades. For cross-boundary trades initiated in a market, the clearing house of that market will on one hand clear and settle with its own clearing participants, and on the other hand undertake to fulfil the clearing and settlement obligations of its clearing participants with the counterparty clearing house.

**Legal/Beneficial Ownership:** Where securities are held in custody on a cross-border basis, there are specific legal/beneficial ownership risks linked to compulsory requirements of the local central securities depositories, HKSCC and ChinaClear.

As in other emerging and less developed markets, the legislative framework is only beginning to develop the concept of legal/formal ownership and of beneficial ownership or interest in securities. In addition, HKSCC, as nominee holder, does not guarantee the title to Shanghai-Hong Kong Stock Connect securities held through it and is under no obligation to enforce title or other rights associated with ownership on behalf of beneficial owners. Consequently, the courts may consider that any nominee or depository bank as registered holder of Shanghai-Hong Kong Stock Connect securities would have full ownership thereof, and that those Shanghai-Hong Kong Stock Connect securities would form part of the pool of assets of such entity available for distribution to creditors of such entities and/or that a beneficial owner may have no rights whatsoever in respect thereof. Consequently, the sub-funds and the depository cannot ensure that the sub-funds ownership of these securities or title thereto is assured.

To the extent that HKSCC is deemed to be performing safekeeping functions with respect to assets held through it, it should be noted that the depository and the sub-funds will have no legal relationship with HKSCC and no direct legal recourse against HKSCC in the event that the sub-funds suffer losses

resulting from the performance or insolvency of HKSCC.

In the event ChinaClear defaults, HKSCC's liabilities under its market contracts with clearing participants will be limited to assisting clearing participants with claims. HKSCC will act in good faith to seek recovery of the outstanding stocks and monies from ChinaClear through available legal channels or the liquidation of ChinaClear. In this event, the sub-funds may not fully recover their losses or their Shanghai-Hong Kong Stock Connect securities and the process of recovery could also be delayed.

**Operational Risk:** The HKSCC provides clearing, settlement, nominee functions and other related services of the trades executed by Hong Kong market participants. PRC regulations, which include certain restrictions on selling and buying will apply to all market participants. In the case of sale, some operating models could require pre-delivery of shares to the broker, increasing counterparty risk. Because of such requirements, the sub-funds may not be able to purchase and/or dispose of holdings of China A-Shares in a timely manner.

**Quota Limitations:** The program is subject to quota limitations, which may restrict the sub-funds ability to invest in China A-Shares through the program on a timely basis.

**Investor Compensation:** The sub-fund will not benefit from local investor compensation schemes.

Shanghai-Hong Kong Stock Connect will only operate on days when both the PRC and Hong Kong markets are open for trading and when banks in both markets are open on the corresponding settlement days. There may be occasions when it is a normal trading day for the PRC market but the sub-funds cannot carry out any China A-Shares trading. The sub-funds may be subject to risks of price fluctuations in China A-Shares during the



time when Shanghai-Hong Kong Stock Connect is not trading as a result.

**Currency Risk:** Investing in products/shares denominated in Renminbi- the Chinese currency (“RMB”) involves currency risk. Fluctuation in the exchange rate of RMB may result in losses in the event that the customer subsequently converts RMB into another currency. Exchange controls imposed by the relevant authorities may also adversely affect the applicable exchange rate. RMB is currently not freely convertible and conversion of RMB may be subject to certain policy, regulatory requirements and/or restrictions (which are subject to changes from time to time without notice). The actual conversion arrangement will depend on the policy, regulatory requirements and/or restrictions prevailing at the relevant time.

**CNH** is the offshore RMB, accessible outside the PRC and traded primarily in Hong Kong.

**CNY** is the Chinese onshore RMB accessible within the PRC.

Investments through Stock Connect are quoted in CNY (*onshore RMB*) whereas the settlement currency is CNH (*offshore RMB*)

The convertibility from CNH (*offshore RMB*) to CNY (*onshore RMB*) is a managed currency process subject to foreign exchange control policies of and repatriation restrictions. The conversion rate between CNH (*offshore RMB*) and CNY (Onshore RMB) is currently 1 (one) but there is no guarantee that this rate remains unchanged. Any potential conversion costs would be supported by the investors. It is possible that the availability of CNH (*offshore RMB*) to meet redemption payments immediately may be reduced and such payments may be delayed.

## **2.5. Policy of income distribution**

There shall be no dividend distribution and all income, which is produced by the investment

policy followed for each sub-fund shall be automatically reinvested in the concerned sub-fund.

### **3. HOW TO INVEST IN THE COMPANY**

All issued shares are fully paid up and without nominal value.

The Board of Directors is authorized, without limitation and at any time, to issue other shares, at their respective Net Asset Value per share, without granting existing shareholders a preferential subscription right for shares to be issued.

**SUBSCRIPTIONS, REDEMPTIONS AND SWITCHES ARE DEALT WITH AT AN UNKNOWN NET ASSET VALUE.**

**THE MANAGEMENT COMPANY DOES NOT AUTHORIZE PRACTICES ASSOCIATED WITH MARKET TIMING AND THE MANAGEMENT COMPANY RESERVES THE RIGHT TO REJECT SUBSCRIPTION AND SWITCH ORDERS COMING FROM AN INVESTOR THAT THE MANAGEMENT COMPANY SUSPECTS TO BE ENGAGING IN SUCH PRACTICES AND TO TAKE, AS THE CASE MAY BE NECESSARY MEASURES IN ORDER TO PROTECT THE OTHER INVESTORS OF THE COMPANY. FACED WITH A REDEMPTION ORDER FROM A SUSPECTED INVESTOR TO PRACTICE MARKET TIMING, THE COMPANY RESERVES THE RIGHT TO REJECT ANY SUBSEQUENT SUBSCRIPTION ORDER FROM SUCH INVESTOR.**

#### **3.1. Subscription modalities**

Shares of the Company may be exclusively subscribed through investment agreements that provide for single payments (thereafter

“UNI”) with an initial minimum payment of 50,000.- EURO; each possible subsequent payment shall not be below 25,000.- EURO.

Investment in INTERFUND SYSTEM EVOLUTION may not exceed 25,000.- EURO taking into account the initial payment and possible subsequent payments; this maximum limit does not apply to subscriptions carried out by companies belonging to Intesa Sanpaolo Banking Group.

In the sales document of countries in which shares are distributed, the minimum amount of the initial payment and the subsequent payments, denominated in the local currency, shall be fixed.

The initial and subsequent payments may be intended for several sub-funds of the Company without foreseeing a minimum amount for each sub-fund; the investor shall provide for the allocation in the subscription form.

Subscription forms and means of payment relating thereto must be sent to the Management Company, FIDEURAM BANK (LUXEMBOURG) S.A., or to the Sales Agent designated in each country in which shares of the Company are distributed.

For the initial subscription of shares and for subsequent payments, one or several of the following means of payments are exclusively acceptable:

- bank cheque or circular in favour of the Sales Agent in charge in the different countries, non transferable, following the conditions referred to in the sales documents in each country;
- wire order issued by one of the principals for the Sales Agent in charge in the different countries.

In the event of default of the final payment, the Sales Agent is authorized to request the liquidation of shares and to refinance with the income, save its right to claim indemnities for

potential subsequent damages. In case of a partial liquidation, it shall be made proportionally to the counter-value held by the investor in each sub-fund on the basis of the latest known net asset value.

In the case of use of wire order, the subscription will be processed even if the transferred amount is different from the one declared in the subscription form provided that these discrepancies do not exceed 10% of the declared amount.

Concerning Italy, the subscription of shares may be made exclusively by mandate with representation to FIDEURAM S.p.A.. Pursuant to the mandate, FIDEURAM S.p.A. shall on behalf and in the name of the investor:

- subscribe shares of the Company;
- ensure their nominative registration;
- fulfil all necessary administrative formalities ;
- forward to FIDEURAM BANK (LUXEMBOURG) S.A. and/or to Management Company the switch request;
- forward to FIDEURAM BANK (LUXEMBOURG) S.A. and/or to Management Company the redemption request.

The execution of such mandate does not entail any subsequent charges or increase of fees other than those referred to in Chapter 9.

FIDEURAM S.p.A. shall forward to Management Company and/or to FIDEURAM BANK (LUXEMBOURG) S.A. data contained in the subscription form and credit in the same context in favour of the Company the amount of the acquisition of the shares of the Company. These two activities are carried out on the bank business day in Luxembourg that follows the latest date of the three following dates:

- the value date of the mean of payment used;

- in case of wire order, the date of receipt of the accounting notice by FIDEURAM S.p.A.;
- in case of receipt of the subscription form removed from the mean of payment or the accounting notice (in case of wire order), the date of receipt of the subscription form by FIDEURAM S.p.A..

The day determined according to the above criteria shall be the day of “settlement of the corresponding amounts”.

Criteria for the determination of the value date are indicated in the subscription form.

Subscription forms forwarded to the Sales Agent after 2:00 p.m. are considered to be received on the following bank business day.

In case of subscriptions carried out by financial intermediaries or other authorized investors by the Company, FIDEURAM S.p.A. forwards to Management Company and/or to FIDEURAM BANK (LUXEMBOURG) S.A. the data contained in the subscription form and credits in the same context in favour of the Company the amount of the acquisition of the shares of the Company on the bank business day in Luxembourg that follows the date of receipt of the subscription form by FIDEURAM S.p.A.; the value date of the means of payment shall not exceed beyond the third bank business day in Luxembourg that follows the date of receipt of the subscription form by FIDEURAM S.p.A.. In such a case, the subscription price of the shares is determined on the basis of the net asset value calculated on the day on which FIDEURAM S.p.A. forwards to Management Company and/or to FIDEURAM BANK (LUXEMBOURG) S.A. the subscription form provided that it is forwarded to Management Company and/or to FIDEURAM BANK (LUXEMBOURG) S.A. before 2:00 p.m..

The Management Company shall be entitled to limit or suspend the acquisition of shares of certain sub-funds of the Company in certain countries and to limit the number of countries in which the subscriptions of shares of the Company may be accepted.

The Company reserves the right to accept or refuse at its own discretion any subscription in whole or in part.

### **3.2. Issue price of shares**

The issue price of a share of a sub-fund is determined by FIDEURAM BANK (LUXEMBOURG) S.A. in its role as Administrative Agent on behalf of the Management Company on the basis of the net asset value calculated on the day of settlement of the corresponding amounts as defined in section 3.1.

In order to determine the issue price, it may be added to the net asset value as defined above, taxes and stamp duties, as appropriate.

For newly created sub-funds, unless otherwise provided below, an initial subscription period of ten calendar days is provided for as from their respective launch date at the initial issue price of ten (10) EURO.

For the sub-fund INTERFUND TEAM EQUITY EUROPE an initial subscription period of five (5) calendar days is provided for as from its launch date at the initial issue price of ten (10) EURO.

A subscription price fixed at ten (10) EURO shall be attributed to all subscriptions and switches relating to such sub-funds that are entitled to a referred Net Asset Value during such initial subscription period.

### **3.3. Shares**

Currently, the Company only issues registered shares. Therefore, the quality of shareholder of a Company's sub-fund shall

be established by the nominative registration entered in the shareholders' register. The investor may ask to receive a written confirmation of such registration in the shareholders' register. There shall be no material issue of registered share certificates, unless the Board of Directors decides otherwise.

Registered shares may be issued as fractions of shares to the nearest thousandth of a share. Fractions of shares do not have voting rights but participate in the distribution of dividends as well as in the liquidation proceeds.

The shares are required to be negotiable and transferable on the Luxembourg Stock Exchange upon their admission to trading thereon and trades registered thereon are not able to be cancelled. Investment contracts remain owned by the shareholder and are not transferable on the secondary market operated by the Luxembourg Stock Exchange. Shares transferred to excluded shareholders in a secondary trading on the Luxembourg Stock may result in the compulsory redemption of such units by the Company. With effect as of June 22, 2017 all the shares of the Company will be withdrawn from the official list of the Luxembourg Stock Exchange.

In the sub-funds INTERFUND TEAM EQUITY USA, INTERFUND EQUITY JAPAN, INTERFUND EQUITY PACIFIC EX JAPAN, INTERFUND EMERGING MARKETS LOCAL CURRENCY BOND and INTERFUND BOND US PLUS, two classes of shares are issued: class A shares (shares not covered against the risk relating to the fluctuations of exchange rates) and class H shares (shares with coverage of risks related to the fluctuations of exchange rates).

All shares of the sub-funds INTERFUND TEAM EQUITY USA, INTERFUND EQUITY JAPAN, INTERFUND EQUITY PACIFIC EX JAPAN, INTERFUND EMERGING MARKETS LOCAL CURRENCY BOND and INTERFUND

BOND US PLUS were, at the date of the introduction of the two classes of shares, class A shares.

Class A shares and class H shares may be acquired by all investors.

#### **4. INVESTOR'S RIGHTS**

Shares of a sub-fund or of a class of shares grant equal rights to the shareholders of the concerned sub-fund or the concerned class of shares.

Once the subscription is processed, the investor acquires the following rights:

- a) the right to participate in the income at the allocation of the net asset in case of liquidation of the Company;
- b) each share has a voting right at the shareholders' meetings. Fractions of shares have no voting rights. The annual general meeting shall be held according to Luxembourg law at the registered office of the Company in Luxembourg or at such other place in Luxembourg to be specified in the convening notice, each year within six (6) months of the end of the fiscal year. Other general shareholders' meetings may be held at such time and place to be specified in the convening notices.

Notices of the general meeting indicating the agenda, the conditions governing admission and the quorum of presence and majority shall be made in accordance with the requirements of Luxembourg law.

Decisions concerning the interests of the shareholders of the Company are taken at a general meeting and the decisions concerning special rights of shareholders of a sub-fund or a particular share class shall be taken at a general meeting of such sub-fund or such class.

- c) the right to redeem, at any time, the Company's shares (Chapter 6).



- d) the right to convert shares held in a share class into another share class within the same or another sub-fund as well as to convert shares held in a sub-fund in shares of another sub-fund (Chapter 5).
- e) the right to transfer the ownership of the shares (see item 3.3.). When such transfer will be made abroad, this latter shall be carried out by the authorized Sales Agent; in particular, in Italy, by FIDEURAM S.p.A..
- f) the right to have access to information regarding the investment activities published in periodic reports (Chapter 12).

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

## **5. HOW TO MODIFY THE COMPOSITION OF THE INVESTMENT: SWITCHES**

The investor may, at any time, amend the allocation of its investment between the different sub-funds by switch. The latter consists in an order to disinvest in one or several sub-funds and to invest in others.

The switch request may be made for a minimum amount of EUR 25,000.-. The switch request shall be made in writing to the Sales Agent in charge or to FIDEURAM BANK (LUXEMBOURG) S.A. or directly to the Management Company with the mandatory indication of the sub-fund(s) to be

liquidated and the sub-fund(s) to be subscribed as well as of the amount to be converted in case where this is not a full switch.

In the sales document of countries in which shares are distributed, the minimum amount of switch shall be specified, denominated in the local currency.

Switch requests are made by applying to the shares to be liquidated as well as to those to be subscribed, the net asset value by share calculated on the first bank business day following the receipt of the switch request by the Sales Agent in charge or to FIDEURAM BANK (LUXEMBOURG) S.A. or the Management Company.

Switch requests received by the Sales Agent in charge or to FIDEURAM BANK (LUXEMBOURG) S.A. or the Management Company after 2:00 p.m. are considered as received on the following bank business day.

The method which determines the number of shares of each sub-fund to be subscribed in the switch process is expressed by the following formula:

$$A = \frac{B \times C \times (1-D)}{E}$$

where:

**A** = is the number of shares of the new sub-fund ;

**B** = is the number of shares of the sub-fund to be liquidated;

**C** = is the net asset value of the shares of the sub-fund to be liquidated;

**D** = is the fee rate which is referred to in Chapter 9;

**E** = is the net asset value of the shares of the sub-fund to be subscribed.

Investors may also request at the same time the switch of shares held in several sub-funds into shares of one or several other sub-funds.

The method of switch to be used shall be based on the same criteria than above adapted accordingly.

For each switch made, the Management Company or FIDEURAM BANK (LUXEMBOURG) S.A. shall forward to the investor a letter with the data relating to the converted shares at their respective value.

## **6. HOW TO REDEEM**

Each investor may, at any time, irrevocably request the Company to redeem all or part of his shares except in the cases of suspension as referred to in Chapter 8.

Redemption requests must be made in writing to the Sales Agent in charge or to FIDEURAM BANK (LUXEMBOURG) S.A. or directly to the Management Company and must contain the identity of the shareholder, the amount to be repaid and the instructions as to the modalities of payment; when this is not a full redemption, it must in addition specify the sub-fund(s) to be redeemed and the amount to be redeemed for each of these sub-funds.

In Italy, the redemption requests are addressed to FIDEURAM S.p.A. which shall forward them to FIDEURAM BANK (LUXEMBOURG) S.A. the day of receipt.

Redemption requests received by FIDEURAM S.p.A. after 2:00 p.m. are considered as received on the following bank business day.

Redemption requests are processed at a price equal to the net asset value calculated pursuant to the rules defined in Chapter 7, on the first bank business day in Luxembourg following the receipt of the redemption request. When a partial redemption request does only indicate the amount, one will ensure to redeem such amount by allocating it to each sub-fund subscribed by the investor within the investment agreement

proportionally to the counter-value held in each sub-fund on the basis of the last known net asset value.

There are no redemption fees. Possible taxes, stamp duties and other charges in relation to the redemption of the shares are exclusively borne by the investor and shall be deducted from the redemption proceed.

The Management Company or FIDEURAM BANK (LUXEMBOURG) S.A. shall forward the redemption proceed in EURO to the bank in charge of the payment (in Italy, FIDEURAM S.p.A.) within 7 bank business days following the determination of the net asset value applied to the transaction.

The bank in charge shall forward to the investor the counter-value of redemption, by cheque denominated in the name of the investor and sent to the domicile he has elected or by bank transfer on an account to the benefit of the investor or by modalities of payments in favour of other investment funds.

The obligation of redemption ends at the sending of the payment means to the investor. Special reasons, such as restrictions of exchange or circumstances outside the control of the Depositary Banks, may render the transfer of the redemption proceed impossible in accordance with the modalities described above, in the country where the redemption is requested.

The redemption price may, depending on the evolution of the net asset value, be higher or lower than the paid issue price.

In case of mass redemption requests, the Company may decide to suspend the redemptions until it has sold the necessary assets.

## 7. NET ASSET VALUE

The net asset value per share of each class and of each sub-fund shall be expressed in EURO and shall be determined by FIDEURAM BANK (LUXEMBOURG) S.A. in its role as Administrative Agent on behalf of the Management Company on each bank business day in Luxembourg by dividing the total value of the net assets of each class of shares of each sub-fund by the number of outstanding shares in the said class of shares in the said sub-fund.

The assets and liabilities that cannot directly and exclusively be attributed to a specific sub-fund shall be allocated between all sub-funds proportionally to their respective net asset.

The assets of the Company, which are allocated between the sub-funds following the determination of the Board of Directors, are deemed to include:

- a) all cash at hand or receivable or on deposit, including accrued interests;
- b) all bills and demand notes and accounts receivable (including the profits from the sale of delivered securities for which the price has not yet been received);
- c) all transferable securities, shares, bonds, options or subscription rights, warrants and other investments of the Company;
- d) all dividends and distributions to be received by the Company in cash or in securities;
- e) all interest accrued produced by the securities owned by the Company, except if such interests are included in the principal amount of these securities;

- f) formation expenses of the sub-funds of the Company insofar as the same have not been written off; and
- g) all other assets of any kind and nature including expenses paid in advance.

The value of the assets of each sub-fund shall be calculated as follows:

- a) transferable securities and money market instruments admitted to the official listing on a stock exchange or dealt in on another regulated market, which is regulated and operates regularly and is open to the public worldwide are valued on the basis of the last known quoted price. If the same transferable securities or money market instrument is dealt in on several markets, the quotation of the main market shall be used;
- b) for non listed transferable securities and money market instruments and the other transferable securities or money market instruments admitted to an official listing on a stock exchange or dealt in on another regulated market but for which the last quotation is not appropriate, the valuation shall be based on the last known market value or, in the absence thereof, on the basis of the probable realisation value which must be estimated with care and in good faith;
- c) liquid assets are valued at their nominal value plus the accrued interests;
- d) forward contracts and options are valued on the basis of the closing price of the preceding day on the relevant market. The used quotations are the delivery settlement price on the forward markets;

- e) units of Undertakings for Collective Investment are valued on the basis of their last available net asset value; Feeder UCITS investments into Master UCITS will be valued at the latest available net asset value per share as published by the Master UCITS;
- f) swaps shall be valued at their fair value on the basis of the last known closing quotation of the underlying asset.

The liabilities of the Company, which shall be allocated between the sub-funds following the determination of the Board of Directors, are deemed to include:

- a) all borrowings, due bills and payable accounts;
- b) all administration expenses and other operation fees, overdue or due;
- c) an appropriate provision for the taxes due at the valuation date and any other provisions or reserves authorized and approved by the directors; and
- d) all other liabilities of the Company of any kind whatsoever.

The value of the liabilities may be estimated by the Company on an annual basis or on another basis and fairly written off during the considered period.

The net asset value of each sub-fund and the total value of the assets of the Company are denominated in EURO.

Assets denominated in a currency other than the one of a sub-fund shall be converted on the basis of the last known market exchange rate in Luxembourg.

### *Interaction between the Master Fund and Feeder Fund*

Each dealing day for shares of the Feeder Fund will correspond to dealing days for shares of the Master Fund.

The cut-off time for accepting orders for subscription or redemption in the Feeder Fund and the Master Fund are synchronised. This means that valid subscription or redemption orders for shares of the Feeder Fund placed before the cut-off time for the Feeder Fund on a Dealing Day of the Master Fund will be reflected by a same day purchase of shares in the Master Fund by the Company.

## **8. SUSPENSIONS**

The Company is authorized to temporarily suspend the calculation of the net asset value as well as the issues, redemptions and switches of shares of one or several sub-funds in the following cases:

- a)** when a market or a stock exchange to which is admitted a significant part of the portfolio of one or several sub-funds are closed for exceptional reasons or when the transactions thereon are suspended;
- b)** when an emergency situation exists following which the Company may not dispose of its own investments by normal and reasonable means, without materially affecting the interest of the shareholders of the Company;
- c)** in case of any breakdown of the means of communication normally used for valuing investments of a sub-fund or in case, for other reasons, the valuation cannot be made with speed and accuracy;
- d)** if as a result of exchange restrictions or other restrictions affecting financial flows, transactions on behalf of one or several sub-funds of the Company are rendered



impracticable or if purchases or sales of assets of one or several sub-funds of the Company cannot be effected at the normal rate of exchange; or

e) in any event of force majeure, as for example, but not exclusively, in case of strike, technical difficulties, total or partial bugs in computer or communication systems, or war or natural disaster.

The cases of suspension aforementioned are announced by any appropriate means and notably in newspapers in which the net asset value is usually published as referred to in Chapter 12.

In case of master-feeder structure adopted by the Company, if the Master UCITS temporarily suspends the repurchase, redemption or subscription of its shares, whether at its own initiative or at the request of its supervisory authority, each of its Feeder UCITS will be entitled to suspend the repurchase, redemption or subscription of its shares within the same period of time as the Master UCITS.

## **9. EXPENSES BORNE BY THE INVESTOR**

**A) When dealing with a UNI subscription of shares and possible subsequent payments, the Sales Agent may withhold on the gross amount paid by the investor:**

- a subscription fee calculated with a maximum rate of 6.5%;
- taxes and stamp duties possibly due on the subscription of the shares of the Company;
- administrative expenses relating to confirmation letters of investments.

**B) When dealing with a switch transaction between sub-funds and/or classes of shares, the Sales Agent has the right to withhold:**

- a fee calculated by applying a maximum rate of 5% of the switch amount;
- administrative expenses relating to the confirmation.

## **10. COMPANY'S FEES AND EXPENSES**

Expenses borne by the Company, and therefore indirectly charged to the investors, include:

**A) Fees due to the Management Company:**

**(i)**

- 1/12 monthly of up to 0.40% for the sub-fund INTERFUND EURO LIQUIDITY;
- 1/12 monthly of up to 0.50% for the sub-fund INTERFUND EURO CURRENCY;
- 1/12 monthly of up to 0.55% for the sub-fund INTERFUND EURO BOND SHORT TERM 1-3;
- 1/12 monthly of up to 0.65% for the sub-funds INTERFUND SYSTEM EVOLUTION and INTERFUND EURO BOND SHORT TERM 3-5;
- 1/12 monthly of up to 0.70% for the sub-funds INTERFUND EURO BOND MEDIUM TERM, INTERFUND EURO BOND LONG TERM, INTERFUND BOND JAPAN and INTERFUND INFLATION LINKED;
- 1/12 monthly of up to 0.80% for the sub-funds INTERFUND EURO CORPORATE BOND and INTERFUND EMERGING

MARKETS LOCAL CURRENCY  
BOND;

- 1/12 monthly of up to 0.85% for the sub-fund INTERFUND GLOBAL CONVERTIBLES;
- 1/12 monthly of up to 0.90% for the sub-funds INTERFUND BOND GLOBAL HIGH YIELD and INTERFUND BOND GLOBAL EMERGING MARKETS;
- 1/12 monthly of up to 0.95% for the sub-fund INTERFUND BOND US PLUS;
- 1/12 monthly of up to 1.10% for the sub-fund INTERFUND CRESCITA PROTETTA 80;
- 1/12 monthly of up to 1.25% for the sub-funds INTERFUND EQUITY ITALY, INTERFUND EQUITY JAPAN, INTERFUND EQUITY PACIFIC EX JAPAN, INTERFUND EQUITY GLOBAL EMERGING MARKETS and INTERFUND EQUITY EUROPE;
- 1/12 monthly of up to 1.35% for the sub-funds INTERFUND TEAM EQUITY USA and INTERFUND TEAM EQUITY EUROPE;
- 1/12 monthly of up to 1.55% for the sub-fund INTERFUND EQUITY USA ADVANTAGE;
- 1/12 monthly of up to 1.90% for the sub-fund INTERFUND INTERNATIONAL SECURITIES NEW ECONOMY.

The fee due to the Management Company shall be calculated daily on the global net value of each sub-fund and retained on the assets of each sub-fund at the beginning of the following month.

(ii)

A performance fee in INTERFUND EQUITY ITALY, INTERFUND EQUITY JAPAN and INTERFUND EQUITY PACIFIC EX JAPAN equal to 20% per year of the difference - if the difference is positive - between the total net asset value of the sub-fund (before calculation of the performance fee and taxes due) retained on the last day of the current calendar year and the total net asset value retained on the last day of preceding calendar year increased by the “Hurdle Rate”(thereafter HR) and corrected for sums received or paid in the sub-fund for subscriptions or redemptions of units of the current calendar year, increased by HR applied depending on the day of receipt of the said sums.

HR means for INTERFUND EQUITY ITALY the performance of the index “Comit Global R” of the Italian Stock Exchange; for INTERFUND EQUITY JAPAN the performance of the index “Morgan Stanley Capital International Japan”; for INTERFUND EQUITY PACIFIC EX JAPAN the performance of the index “Morgan Stanley Capital International Pacific ex Japan”, retained at the last business day of the preceding calendar year to which the performance fee is related and the one of the last day of the current calendar year. The annual performance fee shall be calculated and made each day, on the basis of the total net asset value at the day of calculation.

This performance fee is calculated from February 1, 2010 and when it is due, the performance fee shall be paid annually to the Management Company and retained on the net assets of the sub-fund on the 10th business day following the end of the calendar year which the performance refers to.

A performance fee in INTERFUND GLOBAL CONVERTIBLES equal to 20% of the aggregate appreciation in value over the amount of the Benchmark Return.

Performance fees are accrued at each valuation point and calculated at the last business day in the six month period ending on 30 June and the last business day in the six month period ending 31 December in each year (each a “Calculation Date”); payable (“Payment Date”) immediately after the Calculation Date. The first performance period will run from October 28, 2010 and the first Calculation Date will be December 31, 2010. As from 2017, the ending period in each year for the Calculation Date will be as at 31 August.

For the purposes of calculating the performance fees, a performance period shall generally commence on the business day following the immediately preceding Calculation Date and end on the Calculation Date as at which the performance fee is to be calculated. If, however, shares were issued subsequent to the preceding Calculation Date, the performance period for those shares shall commence on the date of issue of those shares and end on the Calculation Date as at which the performance fee is to be calculated. Finally, if shares were redeemed between the immediately preceding Calculation Date and the Calculation Date as at which the performance fee is to be calculated, the performance period for those shares shall commence on the business day following the immediately preceding Calculation Date and end on the redemption date of those shares. In this case, if a performance fee is due, it will be crystallised at the date of redemption even if it will be paid only at the Payment Date.

The appreciation in value of any share shall be calculated as at each Calculation Date by deducting the “Benchmark Return” for that share from the “Closing NAV” of that share for that performance period.

The “Closing NAV” shall be the Net Asset Value per share at the Calculation Date as at which the calculation is being made before accrual of the performance fee and taxation, except that in respect of an investor who

redeems shares during that performance period, the Closing NAV shall be the Net Asset Value per share at the date of redemption, before accrual of the performance fee and taxation.

The “Benchmark Return” applicable to each share shall be calculated from the first day after the last performance fee calculation date at which a performance fee was payable, or if no performance fee has been paid then from issue date.

The Benchmark Return will be the notional return which would have accrued had either (i) a sum equal in value to the Net Asset Value corresponding to the share at the preceding Calculation Date at which the performance fee was payable, or (ii) if no performance fee has been paid then the Net Asset Value on issue date, been invested in the “Benchmark Index” from issue date to the current Calculation Date.

In the event that the performance of a share does not exceed that of the Benchmark Return for a performance period, no performance fee shall be payable in respect of that flow until any underperformance in respect of the Benchmark Return has been recovered (“High Water Condition” relative to the benchmark).

The foregoing performance fee methodology aims to reduce the potential inequalities of performance fees by calculating a fee that is based on any single share’ returns rather than of the relevant sub-fund as a whole.

This calculation involves the tracking of the relevant sub-fund’s price movement with reference to all the shares. Whilst the performance fee methodology employed by the Company seeks to eliminate potential inequalities between investors arising from the calculation of performance fees there may be occasions where an investor pays performance fees for which he/she has gained no benefit.

A performance fee in INTERFUND EQUITY GLOBAL EMERGING MARKETS equal to 20% per year of the difference - if the difference is positive - between the total net asset value of the sub-fund (before calculation of the performance fee) retained on the last day of the current calendar year and the total net asset value retained on the last day of preceding calendar year increased by the "Hurdle Rate"(thereafter HR) and corrected for sums received or paid in the sub-fund for subscriptions or redemptions of units of the current calendar year, increased by HR applied depending on the day of receipt of the said sums.

For the first calendar year, for the purpose of the calculation and the possible drawing of the performance fee, the total net asset value of reference is the one at September 30th 2011.

HR means the performance of the benchmark of the Sub Fund over the relevant period. The annual performance fee shall be calculated and made each day, on the basis of total net asset value at the day of calculation. Crystallization will happen yearly, at the last day of the year, and when it is due, the performance fee shall be paid to the Management Company and retained on the net assets of the sub-fund on the 10th business day following the end of the calendar year which the performance refers to. In the event that the Investment Manager will change in a date different from a calculation date of the performance fee, the performance fee will be crystallized at the date of termination of the investment management agreement.

The performance fee to the Management Company for the sub-fund INTERFUND EQUITY EUROPE is equal to 20% per year of the difference - if the difference is positive - between the total gross net asset value of the sub-fund (before calculation of the performance fee) retained on the last day of the current calendar year and the total net asset value retained on the last day of

preceding calendar year increased by the “Hurdle Rate”(thereafter HR) and corrected for sums received or paid in the sub-fund for subscriptions or redemptions of units of the current calendar year and eventual cashflows paid from the sub-fund to unitholders as dividend, increased by HR applied depending on the day of receipt/paid of the said sums. For the first calendar year, for the purpose of the calculation and the possible drawing of the performance fee, the total net asset value of reference is the one at June 28, 2013. HR means the performance of the benchmark of the sub-fund over the relevant period. The annual performance fee shall be calculated and made each day, on the basis of total gross net asset value at the day of calculation. Crystallization will happen yearly, at the last day of the year, and when it is due, the performance fee shall be paid to the Management Company and retained on the net assets of the sub-fund on the 10th business day following the end of the calendar year which the performance refers to.

The performance fee for the Management Company for the INTERFUND EQUITY USA ADVANTAGE is equal to 20% of the difference - if the difference is positive - between the total gross net asset value of the sub-fund (before calculation of the performance fee) retained on the last day of the current calendar year and the total net asset value evaluated at the initial reference date increased by the HR and corrected for sums received or paid in the sub-fund for subscriptions or redemptions of units of the current calendar year, increased by HR applied depending on the day of receipt of the said sums. The initial reference date is last date in which positive performance fees has been crystallized to the fund or, if no performance fee has been charged in the previous two years, is the last day of the previous year. For the first calendar year, for the purpose of the calculation and the possible drawing of the performance fee, the total net asset value of reference is the one at January 31<sup>st</sup>, 2013. HR means the performance of the benchmark of the sub-



fund over the relevant period. The annual performance fee shall be calculated and made each day, on the basis of total gross net asset value at the day of calculation. Crystallization will happen yearly, at the last day of the year, and when it is due, the performance fee shall be paid to the Management Company and retained on the net assets of the sub-fund on the 10th business day following the end of the calendar year which the performance refers to. In the event that the Investment Manager will change in a date different from a calculation date of the performance fee, the performance fee will be crystallized at the date of termination of the investment management agreement.

**B)** The fee of 0.135% per year, due the Management Company for the activity of Central Administration, calculated on the basis of the aggregate of the net assets of the Company on the last business day of each month and retained at the beginning of the following month. For the sub-fund INTERFUND CRESCITA PROTETTA 80, the fee of 0.135% per year shall be calculated daily on the global net value of the sub-fund and retained at the beginning of the following month.

**C)** Fees due to the Depositary Banks of 0.045% per year (excluding VAT) (calculated on the aggregate of net assets of the Company on the last business day of each month). For the sub-fund INTERFUND CRESCITA PROTETTA 80, the fee of 0.045% per year (excluding VAT) shall be calculated daily on the global net value of the sub-fund and retained at the beginning of the following month. The fee is not inclusive of the costs related to the transaction fees and any applicable value added tax undertaken by the Depositary Bank in relation with depositary activities.

**D)** Fee due to the Domiciliary Agent of 12.000 EUR per month (excluding VAT).

E) The subscription tax of 0.05% per year, payable quarterly and calculated on the net assets of each sub-fund of the Company at the end of each quarter. For the sub-fund INTERFUND EURO LIQUIDITY qualifying as Money Market Fund, the subscription tax is reduced to 0.01% per year.

The Company shall, moreover, bear the following fees and expenses:

- the formation expenses of the Company and its sub-funds and expenses for further amendments to the articles of incorporation;
- the remunerations and indemnities of the directors (such as determined by the general meeting of its shareholders);
- all taxes payable on the assets, income and expenses chargeable to the Company;
- the usual standard brokerage and bank fees originating from the Company's transactions;
- all fees due to the auditor and legal advisers of the Company;
- all registration fees;
- all drafting fees, marketing fees, printing and publication fees of the sales documents and periodic reports;
- all drafting fees, printing, publication and distribution fees for notices and other information to the shareholders;
- all expenses, including taxes and governmental fees and duties relating to the marketing authorisation of the Company and the sale of its shares in other jurisdictions and relating to the quotation on any stock exchange;
- all expenses incurred in connection with its operation and its management, including service providers and any other agents (e.g. OTC derivatives evaluation and collateral management).

All periodic expenses shall be directly charged on the assets of the Company. The non periodic expenses may be amortised over a period of 5 years.

All expenses, which are not directly attributable to a specific sub-fund, will be charged proportionally to each sub-fund.

F) All the costs related to securities lending (agency fees and transaction costs).

*Aggregated Charges and Expenses for the Feeder Fund*

The sub-fund INTERFUND CRESCITA PROTETTA 80 is investing in the Master Fund MS Fideuram Equity Smart Beta Dynamic Protection 80 Fund.

The total cost of the Master Fund is up to 1,65% per year. The fees and expenses of the Feeder Fund are described in section from A to F of this article.

The Master Fund is entitled to receive additional charges and expenses specified in the section entitled **Ongoing Charges and Expenses** in the Master Fund Prospectus. In addition, no share dealing charges will be applicable at the Master Fund to investment made by the Feeder Fund.

The KIID issued for the Feeder Fund may also contain additional information on ongoing charges incurred by the Feeder Fund (aggregated with the charges incurred at the level of the Master Fund).

## **11. TAXATION**

### **A) For the Company**

- *in the Grand Duchy of Luxembourg:*

the Company is subject in the Grand Duchy of Luxembourg to a subscription tax of 0.05% per year, payable quarterly and calculated on the aggregated net assets of the Company valued on the last day of each quarter; tax is settled quarterly; for the sub-fund INTERFUND EURO LIQUIDITY qualifying as Money Market Fund, the subscription tax is reduced to 0.01% per year.

The investment into the Master Fund by the Feeder Fund has no specific Luxembourg tax impact on the Company.

- *in other countries:*

the Company is subject to tax legislations relating to undertakings for collective investment in transferable securities applicable in countries in which it is authorized to distribute its shares.

Taxes in force are levied, particularly in Italy, proportionally to the shares placed on the Italian territory and paid to the Italian provincial tax office within the delays and according to the modalities provided for by the Italian legislation.

The Company collects amounts that shall be due to it from securities in the portfolio after deduction of possible withholding taxes in the country of origin.

**B) For the investor:**

- *in the Grand Duchy of Luxembourg*

The investor who is non resident in the Grand Duchy of Luxembourg is not subject to Luxembourg taxes.

**Savings Directive**

Before 1 January 2015, Luxembourg was able to withhold tax on certain interest payment and similar income under the law of 21 June 2005 implementing into domestic law Council Directive 2003/48/EC on the taxation of savings income in the form of interest payments (the “**EU Savings Directive**”) instead to proceed to the exchange of information of such interest payments or similar income with the tax authorities of other Member State. However, the law

of 25 November, 2014, which entered into force on 1 January, 2015, abolished the withholding tax system for an exclusive automatic exchange of information regarding the payment of interest or similar income.

On 10 November 2015, the EU Savings Directive has been repealed by Directive 2015/2060/EU and will hence no longer be applicable once all the reporting obligation under the EU Savings Directive have been complied with.

The EU Savings Directive has been repealed in order to avoid overlapping with Council Directive 2014/107/EU amending Council Directive 2011/16/EU on mandatory automatic exchange of information in the field of taxation, the so called “CRS Directive”. This Directive has been adopted with a view to comply with the common reporting standard (“CRS”) released by the Organisation for Economic Co-operation and Development (“OECD”).

The CRS Directive has been transposed into Luxembourg domestic law by the law of 18 December 2015 on the automatic exchange of information in the field of taxation (the “CRS Law”), the CRS law is applicable as from 1<sup>st</sup> January 2016 for a first reporting in 2017.

Under the CRS Law, Luxembourg financial institutions (i.e. Luxembourg banks, certain insurance companies, funds, non-supervised investment entities) are required to identify residents of CRS partners’ jurisdictions through collection of information related to the tax residency status of any account holder and / or beneficial owner of certain entities, and to report such information (including identification of accounts, their balances and revenue received) to the Luxembourg tax authorities. This information should be

automatically transferred to relevant tax authorities of the concerned CRS partners' jurisdiction on a yearly basis.

Potential investors are advised to consult their own professional advisers concerning possible taxation or other consequences of purchasing, holding, selling or otherwise disposing of the shares resulting from the possible application of the Common Reporting Standards provisions.

## **FATCA**

In the present section, defined terms shall have the meaning ascribed to them in the Luxembourg IGA (as defined in the present section) unless otherwise specified in this Prospectus.

On 28 March 2014, the Luxembourg and the United States of America have signed the intergovernmental agreement model 1 ("Luxembourg IGA") in order to implement FATCA in Luxembourg. The Luxembourg IGA was adopted by the Luxembourg Parliament on 1 July 2015 with the ratifying law dated 24 July 2015 and thus transformed into Luxembourg domestic law.

FATCA provisions generally impose a reporting to the U.S. Internal Revenue Service of U.S. Persons' direct and indirect ownership of non-U.S. accounts and non-U.S. entities. Failure to provide the requested information could lead to a 30% withholding tax applying to certain U.S. source income (including dividends and interest) and gross proceeds from the sale or other disposal of property that can produce U.S. source interest or dividends.

To avoid withholding tax, the Company will have to

- (i) obtain and check the FATCA information of the potential investor;
- (ii) make declaration to the IRS via the Luxembourg Tax authority about certain information on Restricted FATCA Entities.

However, the Company's ability to avoid the withholding taxes under FATCA may not be within its control and may, in some cases, depend on the actions of an intermediary or other withholding agents in the chain of custody, or on the FATCA status of the investors or their beneficial owners. Any withholding tax imposed on the Company would reduce the amount of cash available to pay all of its investors and such withholding may be allocated disproportionately to a particular Sub-Fund.

In certain circumstances, the Company may compulsorily redeem investor's investment and take any actions it considers, in its own discretion, necessary to comply with the applicable laws and regulation. Any tax caused by an investor's failure to comply with FATCA will be borne by such investor.

There can be no assurance that a distribution made by the Company or that an asset held by the Company will not be subject to withholding. Accordingly, all prospective investors including non-U.S. prospective investors should consult their own tax advisors about whether any distributions by the Company may be subject to withholding.

- *In the other countries*

The investor shall inform himself of the tax status applicable in his country of origin.

In Italy, particularly, income coming from securities issued by undertakings for collective investment in transferable securities of foreign law whose distribution is authorized in Italy, are not subject to income tax for natural persons.

## **12. NOTICE**

The Company shall publish twice a year a financial report on the transactions of each sub-fund and shall make it available to all investors.

The prospectus, the KIID, the articles of incorporation, the audited annual report published within four months following the end of the fiscal year, as well as all non-audited semi-annual reports, published within two months following the end of the concerned period, will be available to the investors at the registered office of the Company, the Management Company, FIDEURAM BANK (LUXEMBOURG) S.A. in its role as administrative agent, the Depositary Bank and the Sales Agent.

The Company shall make books and accounting documents available to the investors at the registered office of FIDEURAM BANK (LUXEMBOURG) S.A. in its role as administrative agent in Luxembourg in order to be reviewed, including balance sheet, profit and loss accounts.

The Management Company shall ensure scrupulously that the daily net asset value of shares of each sub-fund as well as all information relating to the suspension of net asset values of the different sub-funds shall be published each business day in newspapers of more general circulation in



countries where shares are offered for sale.

In Italy, such value shall be published with the indication of the date corresponding to the reference day, which is the one preceding the day of the settlement of corresponding amounts.

Any notice to investors is published in the aforementioned newspapers.

Data relating to the determination of the net asset value as well as of the issue, redemption and switch prices are available every business day in Luxembourg at the Company as well as at the office of FIDEURAM BANK (LUXEMBOURG) S.A. in its role as administrative agent.

For each payment, the Management Company or the authorised Sales Agent shall send a confirmation letter of the realised investment to the investors, indicating, among others, the date at which the Management Company or FIDEURAM BANK (LUXEMBOURG) S.A. has received the proper information concerning the subscription request, the date of receipt of mean of payment by the Company at the Depository Bank and the mean of payment used, the gross amount paid, the net invested amount, the date of the settlement of corresponding amounts, the number of shares subscribed, the concerned sub-fund and the net asset value applied.

In Italy, confirmation letters of subscriptions, switches and redemptions are sent by FIDEURAM S.p.A..

The following documents may be consulted at the registered office of the Company, FIDEURAM BANK (LUXEMBOURG) S.A. in its role as administrative agent as well as at the Sales Agent:

- the coordinated articles of incorporation of the Company;
- the KIID;

- the agreement between the Company and the Management Company;
- the agreement between the Company and the Depository Bank and Paying Agent;
- the Information Agreement between the Management Company and the Depository Bank;
- the agreements between the Management Company and the Administrative, Registrar and Transfer Agent;
- the agreement between the Management Company and the Investment Managers;
- the agreements between the Management Company and each Sales Agent;
- the periodic financial reports.

A copy of the Prospectus, the KIID, the articles of incorporation and the periodic financial reports may be obtained, free of any charge, at the registered office of the Management Company, of the Company as well as at the office of FIDEURAM BANK (LUXEMBOURG) S.A. in its role as administrative agent and FIDEURAM S.p.A..

Finally the prospectus of the Master Fund as supplemented from time to time is available free of charge from the Company (i) at the registered office of the Management Company, of the Company as well as at the office of FIDEURAM BANK (LUXEMBOURG) S.A. and FIDEURAM S.p.A. The relevant agreement between the Company and the Master Fund may be obtained free of charge at the same address.

### **13. LIQUIDATION OF THE COMPANY/ LIQUIDATION AND MERGER OF SUB-FUNDS**

Without prejudice to the legal provisions, Article 23 of the articles of incorporation determines the modalities for the liquidation of the Company in the case where the liquidation would be decided by the general meeting of shareholders, and in accordance with the Luxembourg law of 10 August 1915 concerning public limited companies.

The Company may also be put into liquidation by judicial decision according to the Law.

The notice concerning the liquidation of the Company shall be published by the Company in the RESA as well as in at least one newspaper in Luxembourg and at least two newspapers of each country in which the shares of the Company are sold, at the choice of the Company.

The issue, switch or redemption of shares shall not be authorised after the publication of the first convening notice of the extraordinary general meeting, which has to decide the dissolution of the Company. All existing shares at the time of the liquidation shall participate in the distribution of the net liquidation proceeds of the Company.

The net liquidation proceeds that are not distributed to the shareholders at the closing of the liquidation shall be deposited with the Caisse de Consignation in Luxembourg until the end of the legal prescription period.

Each sub-fund of the Company being a Feeder sub-fund shall be liquidated, 1-if its Master UCITS is liquidated, unless the CSSF approves:

- a. The investment of at least 85% of the assets of the Feeder sub-fund in units of another Master UCITS; or
- b. Its conversion into a sub-fund which is not a Feeder sub-fund.

2-If its Master UCITS is divided into two or more UCITS or merged with another UCITS, unless the CSSF approves:

- a. That Feeder Sub-fund continue to be a feeder of the Master UCITS or another UCITS resulting from the merger or division of the Master UCITS
- b. The investment of at least 85% of the assets of the Feeder sub-fund in units of another Master UCITS; or
- c. Its conversion into a sub-fund which is not a Feeder sub-fund.

Without prejudice to specific provisions regarding compulsory liquidation, the liquidation of a sub-fund of the Company being a Master sub-fund shall take place no sooner than three months after the Master sub-fund has informed all of its shareholders and the CSSF of the binding decision to liquidate.

The Board of Directors may decide to liquidate a sub-fund in case of extraordinary events such as changes in the political, economical or monetary situation or when the net asset of a sub-fund is less than 50,000,000.- (fifty million) EURO. When the Company decides the liquidation of a sub-fund, no shares shall be issued in this sub-fund. In such case, a notice shall be published by the Company in the RESA as well as in at least one Luxembourg newspaper and at least two newspapers of each country in which shares of the Company are sold, at the choice of the Company. In waiting for the liquidation of the sub-fund, the Company shall continue to accept the redemption requests of shares of the concerned sub-fund. For this purpose, the Company shall use the Net Asset Value calculated taking into account the liquidation costs but without deduction of any redemption fee. The Company shall repay each shareholder proportionally to the number of shares held in the sub-fund. The net liquidation proceeds that have not been distributed will be deposited at the Caisse de Consignation in Luxembourg until the end of the legal

prescription period.

A sub-fund may be merged with another sub-fund of the Company or with the sub-fund of another entity by resolution of the Board of Directors if the value of its net assets is below such amount as determined by the Board of Directors from time to time in the event of special circumstances beyond its control, such as political, economic and military emergencies, or if the Board of Directors should conclude, in light of prevailing market or other conditions, including conditions that may adversely affect the liability of a sub-fund to operate in an economically efficient manner, and with due regard to the best interests of shareholders, that a sub-fund should be merged. Such merger, as defined in Article 1(20) of the Law shall be realized in accordance with Chapter 8 of the Law. Moreover, pursuant to this Chapter 8 of the Law (Article 66(4)), the Board of Directors shall be competent to decide on the effective date of any merger of the Company and any sub-fund with another entity. In such events, notice of the merger will be given in writing to registered shareholders and will be published, if necessary, in any newspapers as the directors may determine. Each shareholder of the relevant Sub-fund shall be given the possibility, within a period of at least one month as of the date of the notification, to request either the repurchase of its shares, free of any charge, or the exchange of its shares, free of any charge, against shares of any Sub-fund not concerned by the merger. At the expiry of such period, any shareholder which did not request the repurchase or the exchange of its shares shall be bound by the decision relating to the merger.

Where a sub-fund of the Company has been established as a Master sub-fund, no merger or division of shall become effective, unless the Master sub-fund has provided all of its shareholders and the competent authorities of the home Member State of the European Union (the "**Member State**") with the information required by law, by sixty days

before the proposed effective date. Unless the CSSF or the competent authorities of the Member State of the Feeder UCITS, as the case may be, have granted the Feeder-UCITS approval to continue to be a Feeder-UCITS of the Master sub-fund resulting from the merger or division of such master Sub-Fund, the Master sub-fund shall enable the Feeder UCITS to repurchase or redeem all shares in the Master sub-fund before the merger or division becomes effective.

## **14. MANAGEMENT COMPANY**

The Company has appointed FIDEURAM ASSET MANAGEMENT (IRELAND) dac as Management Company pursuant to an agreement entered into on April 1, 2014. Such agreement is concluded for an indefinite period.

FIDEURAM ASSET MANAGEMENT (IRELAND) dac is a management company duly authorized in accordance with the Directive 2009/65/CE (“UCITS IV Directive”).

FIDEURAM ASSET MANAGEMENT (IRELAND) dac is a private company limited by shares under Irish law, incorporated in Dublin, on October 18, 2001. Its capital is at 1,000,000.- EURO. The registered office is in D01 K8F1 - Dublin 1, 2nd Floor, International House, 3 Harbourmaster Place, IFSC.

FIDEURAM ASSET MANAGEMENT (IRELAND) dac is responsible for the management, the administration of undertakings for collective investment and the distribution of those undertakings under its management, and carries out administrative services to undertakings for collective investment.

FIDEURAM ASSET MANAGEMENT (IRELAND) dac is in charge of the management, the administration and the distribution of the Company.

FIDEURAM ASSET MANAGEMENT (IRELAND) dac is responsible for the daily management of the investments of each sub-fund of the Company. The Management Company may at its own costs and under its own control and its own responsibility, appoint one or several advisers and/or investment managers.

FIDEURAM ASSET MANAGEMENT (IRELAND) dac is also in charge of the marketing and the distribution of the shares of the Company but is entitled, at its own costs, to appoint representatives in the various countries of marketing.

In its role as Management Company of the Company, FIDEURAM ASSET MANAGEMENT (IRELAND) dac has delegated at its own costs and under its own control and responsibility certain functions to duly authorized third service providers.

The Management Company applies a Group remuneration policy and practices that are consistent with, and promote, sound and effective risk management and that neither encourage risk taking which is inconsistent with the risk profiles, rules, this Prospectus or instruments of incorporation of the Company nor impair compliance with the Management Company's obligation to act in the best interest of the Company (the "**Remuneration Policy**").

The Remuneration Policy includes fixed and variable components of salaries and applies to those categories of staff, including senior management, risk takers, control functions and any employee receiving total remuneration that falls within the remuneration bracket of senior management and risk takers whose professional activities have a material impact on the risk profiles of the Management Company, the Company or the Sub-Funds.

The Remuneration Policy is in line with the business strategy, objectives, values and interests of the Management Company, the Company and the investors. The Management Company's policies include measures to avoid conflicts of interest.

In particular, the Management Company will ensure that :

- (a) the assessment of performance is set in a multi-year framework appropriate to the holding period recommended to the investors of the Company in order to ensure that the assessment process is based on the longer-term performance of the Company and its investment risks and that the actual payment of performance-based components of remuneration is spread over the same period;
- (b) the fixed and variable components of total remuneration are appropriately balanced and the fixed component represents a sufficiently high proportion of the total remuneration to allow the operation of a fully flexible policy on variable remuneration components, including the possibility to pay no variable remuneration component;

Details of the Remuneration Policy, including the persons in charge of determining the fixed and variable remunerations of the staff, a description of the key remuneration elements and an overview of how remuneration is determined, are available on the website [http://www.fideuramassetmanagement.ie/upload/File/pdf/Policy\\_FAMI/FAMI\\_Remuneration\\_Policy.pdf](http://www.fideuramassetmanagement.ie/upload/File/pdf/Policy_FAMI/FAMI_Remuneration_Policy.pdf). A paper copy of the summarised Remuneration Policy is available free of charge to the investors upon request.



## **15. DEPOSITARY BANK, PAYING AGENT**

FIDEURAM BANK (LUXEMBOURG) S.A., a public limited company under Luxembourg law with registered office at 9-11, Rue Goethe, Luxembourg, Grand Duchy of Luxembourg, has been appointed as the Depositary Bank.

FIDEURAM BANK (LUXEMBOURG) S.A. is a credit institution that carries out the investment and portfolio management function in the Grand Duchy of Luxembourg and it was incorporated on October 1, 1998.

The own funds of FIDEURAM BANK (LUXEMBOURG) S.A. were EURO 108,074,276 as of December 31, 2015.

The relationship between the Company and the Depositary Bank are defined by an agreement entered into on December 1, 2005 and an Information Agreement has been entered into between the Management Company and the Depositary Bank on April 1, 2014. These agreements may be amended from time to time to comply with updated legal and/or regulatory requirements.

The functions and responsibilities of the Depositary Bank are governed by the provisions of the Law concerning undertakings of collective investment.

The Depositary Bank is entrusted with the safekeeping of the Company's assets. For the financial instruments which can be held in custody, they may be held either directly by the Depositary Bank or, to the extent permitted by applicable laws and regulations, through other credit institutions or financial intermediaries acting as its correspondents, sub-depositary banks, nominees, agents or delegates. The Depositary Bank also ensures that the Company's cash flows are properly monitored, and in particular that the subscription monies have been received and all cash of the Company has been booked in the cash account in the name of (i) the Company, (ii) the Management Company on

behalf of the Company or (iii) the Depositary Bank on behalf of the Company.

The Depositary Bank must, moreover :

- a) ensure that the sale, issue, redemption, switch and cancellation of shares effected by or on behalf of the Company are carried out in accordance with the Law and the articles of incorporation of the Company;
- b) ensure that the calculation of the shares' value is effected in accordance with the Law and the Company's articles of incorporation;
- c) carry out all instructions issued by the Company, or the Management Company acting on behalf of the Company, provided they are not in violation of the Law or the Company's articles of incorporation;
- d) ensure that in transactions involving the assets of the Company, the consideration is delivered within the customary time limits ;
- e) ensure that the profits of the Company are allocated in accordance with the articles of incorporation.

The Depositary Bank must also perform all operations concerning the day-to-day administration of the Company's securities and liquid assets, e.g. pay for securities acquired against delivery, deliver securities sold against collection of their price, collect - dividends and coupons and exercise subscription and allocation rights.

The Depositary Bank regularly provides the Company with a complete inventory of all assets of the Company.

Pursuant to the provisions of Article 34bis of the Law and of the Depositary Bank Agreement, the Depositary Bank may, subject to certain conditions and in order to

effectively conduct its duties, delegate part or all of its safekeeping duties over the Company's assets set out in Article 34(3) of the Law, to one or more third-party delegates appointed by the Depositary Bank from time to time.

The Depositary Bank shall exercise care and diligence in choosing and appointing the third-party delegates so as to ensure that each third-party delegate has and maintains the required expertise and competence. The Depositary Bank shall also periodically assess whether the third-party delegates fulfil applicable legal and regulatory requirements and will exercise ongoing supervision over each third-party delegate to ensure that the obligations of the third-party delegates continue to be competently discharged. The fees or a portion thereof of any third-party delegate appointed by the Depositary Bank shall be paid by the Company.

The liability of the Depositary Bank shall not be affected by the fact that it has entrusted all or some of the Company's assets in its safekeeping to such third-party delegates.

In case of a loss of a financial instrument held in custody, the Depositary Bank shall return a financial instrument of an identical type or the corresponding amount to the Company without undue delay, except if such loss results from an external event beyond the Depositary Bank's reasonable control and the consequences of which would have been unavoidable despite all reasonable efforts to the contrary.

An up-to-date list of the appointed third-party delegates is available under: [http://www.fideuramlux.lu/upload/File/pdf/Policy\\_FAMI/286760\\_Sous\\_depositaires.pdf](http://www.fideuramlux.lu/upload/File/pdf/Policy_FAMI/286760_Sous_depositaires.pdf)

Where the Depositary Bank has delegated the safekeeping of the assets, it shall ensure that policies and procedures are in place to identify all potential conflicts of interests and shall take all reasonable operational and organisational measures to avoid conflicts of

interests thereon by ensuring that its functions comply with the UCITS V regulation as applicable.

A potential risk of conflicts of interest may occur in situations where the delegates may enter or have a commercial and/or business relationships with the Depositary Bank and/or the Depositary Bank's group entities in respect of local custody services.

In order to address such conflicts of interest, the Depositary Bank has implemented and maintains an internal organisation where the team in charge to appoint those safekeeping delegates is independent. Furthermore, the choice of safekeeping delegates is based on due diligences performed regarding a dedicated independent procedure.

In carrying out its functions, the Depositary Bank shall act honestly, fairly, professionally, independently and solely in the interest of the Company and the investors of the Company.

Potential conflicts of interest may nevertheless arise from time to time from the provision by the Depositary Bank and/or its affiliates of other services to the Company and/or other parties. For example, the Depositary Bank and/or its affiliates may act as the depositary bank and/or administrator of other funds. It is therefore possible that the Depositary Bank (or any of its affiliates) may in the course of its business have conflicts or potential conflicts of interest with those of the Company and/or other funds for which the Depositary Bank (or any of its affiliates) acts.

Where a conflict or potential conflict of interest arises, the Depositary Bank will have regard to its obligations to the Company and will treat the Company and the other funds for which it acts fairly and such that, so far as is practicable, any transactions are effected on terms which are not materially less favorable to the Company than if the conflict or potential conflict had not existed. Such potential conflicts of interest are identified,

managed and monitored.

The Depositary Bank ensures that effective organizational procedures are in place to prevent or control the exchange of information between persons engaged in activities involving a risk of a conflict of interest where the exchange of that information may harm the interests of one or more funds or their investors, and ensures segregation of activities between delegates and in relation to delegates' organization.

If the adoption or the implementation of such measures and procedures does not ensure the requisite degree of independence, the Depositary Bank adopts such alternative or additional measures and procedures as are necessary and appropriate for that purpose.

The potential conflicts of interest may be of the following nature:

The Depositary Bank carries out the tasks of depositary, fund administration ("Fund Administration") and transfer agent. Consequently, the Depositary Bank has put in place an operational and hierarchical separation between the execution of the depositary function and the execution of the fund administration and transfer agent tasks. In particular, cross checks exist between Fund Administration and the Depositary Bank on errors which could impact the Depositary Bank economic result (e.g. NAV errors, settlement errors, etc.). Regarding coupons/dividends Fund Administration executes checks on time delay between ex-date and payment date. The effectiveness of the segregation model adopted will be reviewed at least annually.

The Depositary Bank carries out treasury activities for the funds. Consequently, remuneration conditions of fund's cash accounts are clearly stated in a remuneration letter, annexed to the Depositary Bank Agreement and signed by the Company.

The Depositary Bank delegation of powers, including the investment and the liquidity policy, establishes a certain number of restrictions to the treasury activity.

The Depositary Bank's risk management performs daily controls on the treasury activity in order to verify that the above mentioned delegation of powers and investment and liquidity policies are respected.

Should conflict arise, or be perceived to arise, disclosure shall be made in an appropriate manner to the Depositary Bank's relevant Conducting Officer and the person exposed to the conflict shall not participate in any decision or action causing the conflict of interest. To this end, the Depositary Bank maintains a central register of conflicts of interest in which the nature of the conflict and its cause will be reported. However, should the conflict involve in any way whatsoever, a Conducting Officer, the latter will be reported directly to the Board of Directors, which will solve it, in the best interest of the funds to which the Depositary Bank provides its services and their investors, and will keep record and documents supporting its decision. Information about the conflicts of interest disclosed in the central register of conflict of interest and/or to the Board of Directors shall be monthly reported to Company.

Updated information concerning the identity of the Depositary Bank and its duties, the description of the conflicts of interest as well as of all aspects relating to the delegation to third party delegates shall be made available to investors upon request.

## **16. ADMINISTRATIVE, REGISTRAR AND TRANSFER AGENT**

The Management Company has appointed FIDEURAM BANK (LUXEMBOURG) S.A. pursuant to the terms of an agreement entered into on January 1, 2015 for the performance of certain administrative

functions (the “Administrative Agent”).

In its capacity as Administrative Agent, FIDEURAM BANK (LUXEMBOURG) S.A. is responsible for the general administrative functions required by law, is in charge of the calculation of the net asset value of each Sub-Fund and the maintenance of accounting records.

FIDEURAM BANK (LUXEMBOURG) S.A. is also entitled under its own control and responsibility, to delegate certain other functions of the central administration to another company authorized to carry out such functions.

Furthermore, the Management Company has appointed FIDEURAM BANK (LUXEMBOURG) S.A. pursuant to the terms of an agreement entered into on January 1, 2015 for the performance of registration and transfer services (the “Registrar and Transfer Agent”) relating to the shares of the Company.

In its capacity as Registrar and Transfer Agent, FIDEURAM BANK (LUXEMBOURG) S.A. is responsible for processing the issue, redemption, conversion and transfer of shares of the Company, as well as for maintaining the register of shareholders.

The Registrar and Transfer Agent shall confirm the execution of orders as soon as possible and at the latest two working days after receiving the order.

## **17. DOMICILIARY AGENT**

With the prior consent of the Board of Directors, the Company has appointed FIDEURAM BANK (LUXEMBOURG) S.A. as Domiciliation Agent in Luxembourg. As Domiciliation Agent FIDEURAM BANK (LUXEMBOURG) S.A. provides administrative and secretarial services to the Company.

## 18. INVESTMENT MANAGERS – SUB-INVESTMENT MANAGER

The Management Company has appointed several companies as investment managers (hereafter the "Investment Managers") for the performance of investment management activity in relation to specific Sub-Funds, as specified here below.

The Management Company has appointed pursuant to the terms of an investment management agreement entered into on April 1, 2014, Fideuram Investimenti SGR S.p.A as Investment Manager for an indefinite period for the sub-funds INTERFUND EQUITY ITALY and INTERFUND SYSTEM EVOLUTION. Each party may terminate the agreement by providing a three months' written notice. The Investment Manager is controlled by FIDEURAM S.p.A., itself owned by Intesa Sanpaolo Group. Its registered office is located in Milano, 18 Via Montebello and its principal activities are portfolio management.

The Management Company acting through its London branch, is responsible for the allocation of the portions of the portfolio of the sub-fund INTERFUND TEAM EQUITY USA to Multi-Manager(s) as described below.

The Management Company, from time to time, will appoint one or more Investment Managers (the "**Multi-Manager(s)**") pursuant to the terms of investment management agreements for the sub-fund INTERFUND TEAM EQUITY USA, each of them will manage a portion of portfolio of the sub-fund INTERFUND TEAM EQUITY USA. The Management Company shall receive the prior approval of the CSSF on each occasion that a new Multi-Manager is appointed. The Multi-Manager(s) will be remunerated out of the assets of the Management Company. Each of the Multi-Manager has full discretion to acquire and dispose of securities and otherwise manage the assets in the sub-fund INTERFUND TEAM EQUITY USA always under the



Management Company's responsibility. In the event that an Investment Management Agreement with a Multi-Manager is terminated, the Management Company will seek to replace that Multi-Manager as soon as reasonably practicable or, if appropriate, shall allocate the portion of the portfolio of the sub-fund INTERFUND TEAM EQUITY USA of the departing Multi-Manager to the remaining Multi-Manager(s). It is possible that a single Multi-Manager manages the sub-fund INTERFUND TEAM EQUITY USA or that the Multi-Managers change over the time. A list of the Multi-Managers referable to the sub-fund INTERFUND TEAM EQUITY USA is always available to shareholders on request at the registered office of the Company or of the Management Company and on the following website [http://www.fideuramireland.ie/en/legal\\_documentation/](http://www.fideuramireland.ie/en/legal_documentation/).

In addition, a list of the Multi-Managers will be disclosed in the semi-annual and annual reports of the Company. The respective portion of the Sub-Fund's portfolio managed by the Multi-Managers is always available to shareholders on request or at the registered office of the Management Company.

Subject to the prior written consent of the Management Company and of the CSSF, the Multi-Managers may delegate their functions under a sub-investment management agreement at their own cost and expense and under their responsibility. In such case, the delegate will be added to the list of the Multi-Managers mentioned above.

The Management Company has appointed GLG Partners LP as Investment Manager for the sub-fund INTERFUND GLOBAL CONVERTIBLES pursuant to the terms of an investment management agreement entered into on October 15, 2010, as amended from time to time, for an indefinite period of time. The Investment Manager was created in 1995 through a division of Lehman Brothers and restructured as an independent legal entity in 2000. Its registered office is at One Curzon Street, London W1J 5HB and its principal activity consists of investment

management.

The Management Company has appointed pursuant to the terms of an investment management agreement entered into on October 15, 2010, as amended from time to time, PIMCO Europe Ltd as Investment Manager for an indefinite period for the sub-funds INTERFUND EMERGING MARKETS LOCAL CURRENCY BOND and INTERFUND BOND US PLUS. Each party may terminate the agreement by providing a three months' written notice. The Investment Manager was established in 1998 and belongs to Allianz Group since 2000. Its registered office is at Nations House, 103 Wigmore Street, London W1U 1QS and its principal activity consists of investment management.

The Management Company has appointed pursuant to the terms of an investment management agreement entered into on April 23, 2012, as amended from time to time, FIL Pensions Management as Investment Manager for an indefinite period for the sub-fund INTERFUND BOND GLOBAL HIGH YIELD. Each party may terminate the agreement by providing a three months' written notice. Its registered office is located at Oakhill House, 130 Tonbridge Road, Hildenborough, Tonbridge, Kent TN11 9DZ.

The Management Company has appointed pursuant to the terms of an investment management agreement entered into on January 14, 2013, as amended from time to time, Morgan Stanley Investment Management Ltd as Investment Manager for an indefinite period for the sub-fund INTERFUND EQUITY USA ADVANTAGE. Each party may terminate the agreement by providing a three months' written notice. Its registered office is located at Morgan Stanley Investment Management Ltd, 25 Cabot Square, Canary Wharf, Floor 07 London, E14 4QA.

Pursuant to these investment management agreements, each Investment Manager undertakes to manage the investment and the reinvestment of the assets of the relevant sub-fund under the control and responsibility of the Management Company.

The Management Company acting through its London branch, is responsible for the allocation of the portions of the portfolio of the sub-fund INTERFUND TEAM EQUITY EUROPE to Multi-Manager(s) as described below.

The Management Company, from time to time, will appoint one or more Investment Managers (the “**Multi-Manager(s)**”) pursuant to the terms of investment management agreements for the sub-fund INTERFUND TEAM EQUITY EUROPE, each of them will manage a portion of portfolio of the sub-fund INTERFUND TEAM EQUITY EUROPE. The Management Company shall receive the prior approval of the CSSF on each occasion that a new Multi-Manager is appointed. The Multi-Manager(s) will be remunerated out of the assets of the Management Company. Each of the Multi-Manager has full discretion to acquire and dispose of securities and otherwise manage the assets in the sub-fund INTERFUND TEAM EQUITY EUROPE always under the Management Company’s responsibility. In the event that an Investment Management Agreement with a Multi-Manager is terminated, the Management Company will seek to replace that Multi-Manager as soon as reasonably practicable or, if appropriate, shall allocate the portion of the portfolio of the sub-fund INTERFUND TEAM EQUITY EUROPE of the departing Multi-Manager to the remaining Multi-Manager(s). It is possible that a single Multi-Manager manages the sub-fund INTERFUND TEAM EQUITY EUROPE or that the Multi-Managers change over the time. A list of the Multi-Managers referable to the sub-fund INTERFUND TEAM EQUITY EUROPE is always available to shareholders on request at the registered office of the Company or of the Management

Company and on the following website [http://www.fideuramireland.ie/en/legal\\_documentation/](http://www.fideuramireland.ie/en/legal_documentation/).

In addition, a list of the Multi-Managers will be disclosed in the semi-annual and annual reports of the Company. The respective portion of the Sub-Fund's portfolio managed by the Multi-Managers is always available to shareholders on request or at the registered office of the Management Company.

Subject to the prior written consent of the Management Company and of the CSSF, the Multi-Managers may delegate their functions under a sub-investment management agreement at their own cost and expense and under their responsibility. In such case, the delegate will be added to the list of the Multi-Managers mentioned above.

In consideration for its services, each Investment Manager and Multi-Managers shall receive a fee paid by the Management Company.

The Management Company acting through its London branch, is performing the investment management, for an unlimited period, for the sub-fund INTERFUND CRESCITA PROTETTA 80. Fideuram Asset Management (Ireland) dac., London Branch has its registered office at 90 Queen Street, London, EC4N 1SA.

## **19. SALES AGENT**

Shares of the Company may be subscribed at the registered office of the Company or of the Management Company or FIDEURAM BANK (LUXEMBOURG) S.A. in Luxembourg or through the Sales Agent appointed by the Management Company in the countries where the shares of the Company are distributed.

In Italy, particularly, the duty of the Sales Agent is entrusted to FIDEURAM S.p.A., established and having its registered office in Torino, Piazza San Carlo 156, and having its second registered office, with a permanent establishment in Milano, Corso di Porta

Romana, No. 16.

FIDEURAM S.p.A is a credit institution in Italy.

The share capital of FIDEURAM S.p.A., fully paid up and subscribed, is as of December 31, 2002 at 254,875,546.64.- EURO. Shares are admitted at the Stock Exchange of Milan.

Its net assets raised at 804,103,819.- EURO on December 31, 2002.

FIDEURAM S.p.A shall act, within the meaning of Italian law, as agent with representation in the name and on behalf of the investors. FIDEURAM S.p.A., as representative, is registered in the register of the Company as holder of the shares on behalf of the investors.

FIDEURAM S.p.A. is in charge to receive names of investors, subscription, redemption and switch requests for shares of the Company and to forward them to FIDEURAM BANK (LUXEMBOURG) S.A. in Luxembourg.

However, the investor:

1. may, at any time, invest in the Company directly at the registered office of the Company or of the Management Company or FIDEURAM BANK (LUXEMBOURG) S.A. in Luxembourg;
2. has a direct right of claim to shares subscribed by the Sales Agent;
3. may terminate the mandate at any time by providing an eight days' written notice.

These conditions are not applicable to investors solicited in countries where such service is essential or mandatory for legal or regulatory reasons or for constraining practices.

## **20. DECLARATION OF RESPONSIBILITY**

The responsibility of the full disclosure nature of data, notes and information contained in the present prospectus belongs exclusively to the Board of Directors of the Company.