



# **SELECTRA INVESTMENTS SICAV**

*Société d'Investissement à Capital Variable*

*organised under the laws of Luxembourg*

*R.C.S. B136880*

**Prospectus**

*January 2015*

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## Glossary

<b>1915 Law</b>	The Luxembourg law of 10 August 1915, as amended from time to time.
<b>2010 Law</b>	The Luxembourg law of 17 December 2010 on undertakings for collective investment, as amended.
<b>Articles</b>	The articles of incorporation of the Company, as may be amended from time to time.
<b>Benchmark</b>	The Benchmark is the value, on the last Valuation Day of each Performance Period which the Net Asset Value per Share on the same day must exceed in order for a Performance Fee to be payable.
<b>Board of Directors</b>	The directors of the Company.
<b>Business Day</b>	Any full day on which banks are open for business in Luxembourg.
<b><i>Caisse de Consignation</i></b>	The <i>Caisse de Consignation</i> is a Luxembourg government agency responsible for safekeeping unclaimed assets entrusted to it by financial institutions in accordance with applicable Luxembourg law(s). The Company will pay unclaimed Shareholder assets to the <i>Caisse de Consignation</i> in certain circumstances as described in the Prospectus.
<b>Calculation Day</b>	Day on which the Net Asset Value per Share of any Sub-Fund and Share Class is calculated.
<b>Company</b>	SELECTRA Investments Sicav
<b>CSSF</b>	The <i>Commission de Surveillance du Secteur Financier</i> , the Luxembourg supervisory authority of the financial sector.
<b>Custodian</b>	The assets of the Company are held under the custody or control of KBL European Private Bankers S.A.
<b>Custodian Agreement</b>	The agreement between the Company and the Custodian as amended from time to time.
<b>Directive 2009/65/EC</b>	The Directive 2009/65/EC of the European Parliament and of the Council of 13 July 2009 on the coordination of laws, regulations and administrative provisions relating to UCITS.
<b>Directive 78/660/EEC</b>	The Directive 78/660/EEC of 25 July 1978 based on Article 54 paragraph 3 g) of the Treaty on the annual accounts of certain types of companies, as amended.
<b>EUR</b>	Euro, the legal currency of the countries participating in the Economic and Monetary Union.
<b>FATCA</b>	The Foreign Account Tax Compliance provisions of the U.S. Hiring Incentives to Restore Employment Act enacted in March 2010.
<b>General Meeting</b>	The general meeting of Shareholders of the Company.

<b>Group of Companies</b>	Companies which are included in the same group for the purposes of consolidated accounts, as defined in accordance with Directive 83/349/EEC on the preparation of consolidated accounts or in accordance with recognized international accounting rules.
<b>Investment Advisory Agreement</b>	The agreement between the Company and the Investment Advisers, listed in the “Administration” chapter below.
<b>Investment Management Agreement</b>	The agreement between the Company and the Investment Managers, listed in the “Administration” chapter below.
<b>ISIN code</b>	International Securities Identification Number that uniquely identifies a Sub-Fund / Share Class
<b>KIID</b>	Key Investor Information document, as defined in art. 159 of the 2010 Law.
<b>Management Company</b>	SELECTRA Management Company S.A.
<b>Member State</b>	A Member State of the European Union, it being understood that 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.
<b>Money Market Instruments</b>	Money Market Instruments has the meaning ascribed to the term Short-Term Money Market Funds in the CESR’s Guideline on a common definition of European money market funds.
<b>Net Asset Value per Share</b>	In relation to any Shares of any Share Class, the value per Share determined in accordance with the relevant provisions described in the chapter “Net Asset Value”.
<b>Nominee</b>	An institution which purchases and holds Shares in its own name and on behalf of a Shareholder.
<b>Performance Period</b>	A Performance Period means the period from one Valuation Day to the next. The first calculation period shall be the period from the close of the initial offering period of the Class to the first Net Asset Value per Share calculation.
<b>Prospectus</b>	This prospectus, as it may be supplemented or amended from time to time.
<b>Redemption Price</b>	The Redemption Price is equal to the Net Asset Value per Share less a Redemption Fee (if any) of the relevant Sub-Fund on each Valuation Day.
<b>Share</b>	Each Share within any Share Class and Sub-Fund.
<b>Share Class</b>	The Management Company may decide to issue, within each Sub-Fund, separate Share Classes whose assets will be commonly invested but where a specific initial or redemption charge structure, fee structure, minimum subscription amount, currency or dividend policy may be applied. If different Share Classes are issued within a Sub-Fund, the details of each Share Class are described in the relevant Appendix of each Sub-Fund.

<b>Shareholder</b>	The holder of Shares in any Sub-Fund.
<b>Sub-Fund</b>	<p>Each Sub-Fund within the Company.</p> <p>The assets of the respective Sub-Funds may only be used to meet debts, liabilities and obligations attributable to the Sub-Fund concerned. In relation to the interest of Shareholders inter se, each Sub-Fund shall be deemed to be a separate portfolio.</p>
<b>Subscription Price</b>	The Subscription Price is equal to the Net Asset Value per Share plus a Subscription Fee (if any) of the relevant Sub-Fund on each Valuation Day.
<b>Transferable Securities</b>	<p>Transferable Securities shall mean:</p> <ul style="list-style-type: none"><li>– Shares in companies and other securities equivalent to shares in companies ("shares");</li><li>– Bonds and other forms of securitized debt ("debt securities");</li><li>– Any other negotiable securities, which carry the right to acquire any such transferable securities by subscription or exchange;</li></ul> <p>excluding the techniques and instruments referred to in the chapter "Investment Techniques and Instruments".</p>
<b>UCI</b>	An undertaking for collective investment.
<b>UCITS</b>	An undertaking for collective investment of the open-ended type, which is recognised as an Undertaking for Collective Investments in Transferable Securities within the meaning of the first and second indent of Article 1 of the Directive 2009/65/EC.
<b>USD</b>	United States Dollars, the legal currency of the United States of America.
<b>Valuation Day</b>	Day on which the Net Asset Value per Share of any Sub-Fund and Share Class is determined.
<b>VaR Approach</b>	The Value at Risk (VaR) approach provides a measure of the potential loss that could arise over a given time interval under normal market conditions, and at a given confidence level.

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

## Administration

### Board of Directors

Mr Marco CALDANA, CEO, FARAD International S.A. (Chairman)

Mr Marco CIPOLLA, Managing Partner, SELECTRA MANAGEMENT COMPANY S.A.

Guglielmo KATTE KLITSCHKE DE LA GRANGE, Legal & Compliance Officer, FARAD International S.A.

### Management Company

SELECTRA MANAGEMENT COMPANY S.A.

9, rue Schiller

L-2519 Luxembourg

R.C.S. B0179345

#### *Board of Directors*

Mr Marco CALDANA, Partner, SELECTRA MANAGEMENT COMPANY S.A. (Chairman)

Mr Marco CLAUS, Managing Partner, SELECTRA MANAGEMENT COMPANY S.A.

Mr Marco CIPOLLA, Managing Partner, SELECTRA MANAGEMENT COMPANY S.A.

Mr Serge D'ORAZIO, Head of Division, KBL European Private Bankers S.A.

Mr Marcus PETER, Lawyer, Bonn & Schmitt

### Registered Office

11, rue Aldringen

L - 1118 LUXEMBOURG

### Custodian Bank and Paying Agent

KBL EUROPEAN PRIVATE BANKERS S.A.

43, Boulevard Royal

L-2955 Luxembourg

R.C.S. B0006395

### Administrative, Domiciliary, Registrar and Transfer Agents

KREDIETRUST LUXEMBOURG S.A.

11, rue Aldringen

L-2960 Luxembourg

R.C.S. B0065896

**Auditor of the Company**

DELOITTE AUDIT S.à r.l.  
560, rue de Neudorf  
L-2220 Luxembourg  
R.C.S. B0067895

**Sub-Fund Management**

**J. LAMARCK BIOTECH**

*Investment Manager*

The Management Company

*Investment Advisor*

J. LAMARCK SIM S.p.A.

Via Anelli 28

I-25015 Desenzano del Garda (BS)

Italy

Registro imprese di Brescia: 02684320233

**ICAM FIRST**

*Investment Manager*

FIA Asset Management S.A.

9, rue Schiller

L-2519 Luxembourg

R.C.S. Luxembourg B108254

*Investment Advisor*

ICAM & Partners S.A.

Via A. Ciseri 10

6601 Locarno

Switzerland

Swiss Trade Registry number: CHE-115.175.293

## The Fund

SELECTRA INVESTMENTS SICAV (the Company) is organised as a "*société d'investissement à capital variable*" in the Grand Duchy of Luxembourg. It is organised as a "*société anonyme*" under the 1915 Law and qualifies as an Undertaking for Collective Investment in Transferable Securities under the 2010 Law. It was incorporated on 28 February 2008 for an unlimited period with an initial capital of EUR 300.000. The minimum share capital of the Company is EUR 1.250.000,00, which must be reached within 6 months as of the CSSF approval as a UCITS in the Grand Duchy of Luxembourg.

The capital of the Company is represented by Shares of no par value and shall at any time be equal to the total net assets of the Company.

Its Articles were published in the *Mémorial Recueil Spécial des Sociétés* on March 25th, 2008. The Company is registered with the R.C.S. of Luxembourg under number B. 136 880. The Articles are available for inspection and a copy thereof may be obtained upon request at the registered office of the Company. The Articles provide that all liabilities, whatever Sub-Fund they are attributable to, shall, unless otherwise agreed upon with the creditors or unless otherwise provided in laws from time to time, only be binding upon the relevant Sub-Fund.

The "*Notice Légale*" required by Luxembourg law in connection with the present offering of Shares was filed with the Registrar of the District Court of Luxembourg.

The Company has designated SELECTRA MANAGEMENT COMPANY S.A. as Management Company.

The Company was established as an umbrella fund and as such may comprise multiple Sub-Funds (*organisme de placement collectif à compartiments multiples*).

The Company may issue Shares of no par value of different Share Classes, which relate to different portfolios of assets (the Sub-Funds). The Sub-Funds are priced and Shares are issued and/or may be redeemed on each bank Business Day in Luxembourg.

The Company forms a distinct legal entity. The assets of the respective Sub-Funds may only be used to meet the debts, liabilities and obligations attributable to the Sub-Fund concerned. In relation to the interests of Shareholders inter se, each Sub-Fund shall be deemed to be a separate portfolio.

Within each Sub-Fund the Company may further decide to create different categories of Shares whose assets will be commonly invested pursuant to the specific policy of the Sub-Fund concerned but where a specific sale, redemption charge structure and specific distribution policy or hedging policy or other specific features may apply.

Shares of each category are and will be offered at a Subscription Price which is equal to the Net Asset Value per Share plus a subscription fee (if any) of the relevant Sub-Fund on each Valuation Day.

Shares of each category may be redeemed at a Redemption Price which is equal to the Net Asset Value per Share less a redemption fee (if any) of the relevant Sub-Fund on each Valuation Day.

**Subscriptions are accepted on the basis of the Prospectus, Key Investor Information Document (KIID) and of the latest audited annual or semi-annual accounts (if published after the latest annual accounts) of the Company.**

The Shares are offered on the basis of the information and representations contained in this Prospectus. All other information given or representations made by any person must be regarded as unauthorised. This Prospectus does not constitute an offer or solicitation by anyone in any jurisdiction in which such offer or solicitation is not lawful or in which the person making such offer or solicitation is not qualified to do so or to anyone to whom it is unlawful to make such offer or solicitation.

The Shares are not being offered in the United States of America, and may be so offered on pursuant to an exemption from registration under the 1933 Act, and have not been registered with the Securities and Exchange Commission or any state securities commission nor has the Company been registered under the Investment Company Act of 1940, as amended (the "1940 Act"). No transfer or sale of the Shares shall be made unless, among other things, such transfer or sale is exempt from the registration requirement of the 1933 Act and any applicable state securities laws or is made pursuant to an effective registration statement under the 1933 Act and such state securities laws and would not result in the Company becoming subject to registration or regulation under the 1940 Act. Shares may furthermore not be sold or held either directly by nor to the benefit of, among others, a citizen or resident of the United States of America, a partnership organized or existing in any state, territory or possession of the United States of America or other areas subject to its jurisdiction, an estate or trust the income of which is subject to United States federal income tax regardless of its source, or any corporation or other entity (including a partnership, corporation, limited liability company or similar entity) organized under the law of or existing in the United States of America or any state, territory or possession thereof or other areas subject to its jurisdiction (a "U.S. Person"). For the sake of clarity, the aforesaid term "U.S. Person" shall have the same meaning as in Regulation S of the United States Securities Act of 1933, as amended from time to time, and/or in any other regulation or act (including but not limited to the Foreign Account Tax Compliance Act - "FATCA"- legislation) which will come into force within the United States of America or which may further define the term "U.S. Person".

The Articles give powers to the Board of Directors to impose such restrictions (which apply also in case of any subsequent transfer of Shares) as they may think necessary for the purpose of ensuring that no Shares in the Company are acquired or held by any person in breach of the law or the requirements of any country or governmental authority or by any person, firm or corporate body in circumstances which in the opinion of the Board of Directors might result in the Company incurring any liability or taxation (including any tax liabilities that might derive, inter alia, from any breach of the requirements imposed by the Foreign Account Tax Compliance Act -"FATCA"- legislation and any related United States of America laws and regulations) or became subject to tax laws other than those of the Grand Duchy of Luxembourg or suffering any other disadvantage which the Company may not otherwise have incurred or suffered (including under any securities or investment or any similar laws or requirements of any country or authority) and, in particular, by any U.S. Person as referred to above. The Company may compulsorily redeem all Shares held by any of the above-mentioned person, firm or corporate body according to the provisions set forth in the Articles.

All purchasers must certify that the beneficial owner of such Shares is not a U.S. Person and is purchasing such Shares for its own account, for investment purposes only and not with a view towards resale thereof.

Prospective purchasers of Shares should inform themselves as to the legal requirements of so doing and any applicable exchange control regulations and applicable taxes in the countries of their respective citizenship, residence or domicile.

Statements made in this Prospectus are based on the law and practice currently in force in the Grand Duchy of Luxembourg and are subject to changes therein.

The reference currency of the Company and of all Sub-Funds is the EUR.

The personal data of the subscriber and/or distributor are handled by KBL EUROPEAN PRIVATE BANKERS S.A., KREDIETRUST LUXEMBOURG S.A. and EUROPEAN FUND ADMINISTRATION S.A. ("EFA") to enable them to manage the Company administratively and commercially, to enable operations to be handled pursuant to the stipulations of the Prospectus and the service contracts, to ensure that payments received are correctly assigned, that general meetings are held correctly and Shareholder certificates correctly drawn up if necessary. The subscriber or distributor has the right to access his/her data in order to modify, correct or update them.

Whilst using their best endeavours to attain the investment objectives, there can be no assurance that the investment objectives of each of the Sub-Fund's of the Company shall be achieved, and consequently the price of the Shares of any Sub-Fund may go down as well as up.

The Management Company may at any time adopt a resolution to launch additional Sub-Funds and/or to set up new Share Classes within an existing Sub-Fund, whereupon this Prospectus shall be amended accordingly.

Where Shares of individual Sub-Funds or Share Classes are listed on a stock exchange, the relevant Sub-Fund information in the relevant Appendix of this Prospectus shall include a reference to this effect.

The following Sub-Funds have been established to date:

- **SELECTRA INVESTMENTS SICAV – J. LAMARCK BIOTECH;**
- **SELECTRA INVESTMENTS SICAV – ICAM FIRST.**

The Management Company shall determine in consultation with the relevant Investment Manager the investment policy applicable to individual Sub-Funds. The investment policies of the individual Sub-Funds are set out below in the relevant Appendix of each Sub-Fund.

The Company is authorized for distribution in Luxembourg.

SELECTRA INVESTMENTS SICAV – J. LAMARCK BIOTECH is authorized for distribution in Italy and in the Netherlands.

SELECTRA INVESTMENTS SICAV – ICAM FIRST is authorized for distribution in Italy.

**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 shares' 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.**

## Management

### Management Company

The Management Company is responsible for the Company's overall management and control including the determination of the investment policy of each Sub-Fund.

### J. LAMARCK BIOTECH

The Management Company has not designated any external investment manager for the conduct of the SELECTRA INVESTMENTS SICAV – J. LAMARCK BIOTECH business and will directly manage it with the assistance of the Investment Adviser described here below.

The Management Company for the Sub-Fund SELECTRA INVESTMENTS SICAV – J. LAMARCK BIOTECH has commissioned J. LAMARCK SIM S.p.A. (the Investment Advisor) to advise it in the choice of its investments and the focus of its investment policy, under the terms of the Investment Advisory Agreement dated March 21<sup>st</sup> 2014.

The Investment Advisory Agreement may be terminated by either party on 90 calendar days' notice in writing.

J. LAMARCK SIM S.p.A is a company having its registered office at Via Via Anelli 28, I-25015 Desenzano del Garda (BS) – Italy. This company was incorporated in Italy on March 11th 1996 in the form of a public limited company (*société anonyme*).

In remuneration for the abovementioned services provided, the Investment Adviser receives an Advisory Fee and a Performance Fee as described in the relevant Appendix of the advised Sub-Fund.

### ICAM FIRST

The Management Company, whilst retaining full responsibility has, under the terms of an Investment Management Agreement dated January 30<sup>th</sup> 2015, delegated the day-to-day investment management of the Sub-Fund SELECTRA INVESTMENTS SICAV – ICAM FIRST subject to the overall supervision and responsibility of the Management Company, to FIA ASSET MANAGEMENT S.A. (the "Investment Manager").

The Investment Manager is required to adhere strictly to the guidelines laid down by the Management Company. In particular, the Investment Manager is required to ensure that the assets of the Sub-Fund are invested in a manner consistent with the Company's and the Sub-Funds' investment restrictions and that cash belonging to the Sub-Fund is invested in accordance with the guidelines laid down by the Management Company.

The Investment Management Agreement may be terminated by either party upon 90 calendar days' notice in writing.

In remuneration for the abovementioned services provided, the Investment Manager receives a Management Fee as described in the relevant Appendix of the managed Sub-Fund.

The Investment Manager, with the prior consent by the Management Company, has commissioned ICAM & Partners S.A. (the "Investment Advisor") to advise it in the choice of its investments and the focus of its investment policy for the Sub-Fund SELECTRA INVESTMENTS SICAV – ICAM FIRST under the terms of the Investment Advisory Agreement dated January 30<sup>th</sup> 2015.

The Investment Advisory Agreement may be terminated by either party on 90 calendar days' notice in writing.

ICAM & Partners S.A. is a company having its registered office at Via A. Ciseri 10, 6601 Locarno, Switzerland. The company was incorporated in Switzerland on October 10<sup>th</sup> 2009 in the form of a public limited company (*société anonyme*).

In remuneration for the abovementioned services provided, the Investment Advisor receives an Advisory Fee as described in the relevant Appendix of the advised Sub-Fund.

## Custodian Bank

The Company has, by a Custodian Agreement dated February 28, 2008, appointed KBL EUROPEAN PRIVATE BANKERS S.A. as Custodian of the assets of the Company. This Agreement has no fixed duration and may be terminated by either party upon giving 90 calendar days' prior written notice.

The Custodian is a bank organised as a *société anonyme* under the laws of the Grand Duchy of Luxembourg for an unlimited duration. Its registered office is at 43, Boulevard Royal, L-2955 Luxembourg.

In consideration of its services and in accordance with usual practice in Luxembourg, the Custodian will be entitled to a monthly fee which shall not exceed 0.05% p.a. of the net asset of each Sub-Fund, with a total minimum annual fee of EUR 6.200,- applicable for the whole Company (at the end of the relevant month) and to a flat transaction fee on all operations relative to receipt or delivery of securities. In addition, the Custodian is entitled to be reimbursed by the Company its reasonable out of pocket expenses and the fees charged to it by any correspondent bank or other agent (including any clearing system).

The Custodian Agreement provides that all securities and other permitted assets of the Company are to be held by or to the order of the Custodian. The Custodian will also be responsible for the collection of principal and income on, and the payment for and collection of proceeds of, securities bought and sold by the Company. The responsibilities of the Custodian shall be as laid down in the 2010 Law.

## Management Company

The Company has appointed SELECTRA MANAGEMENT COMPANY S.A. as Management Company of the Company, in accordance with Chapter 15 of the 2010 Law, under the terms of the Management Company Agreement dated March 21<sup>st</sup> 2014 and subsequently replaced by the Management Company Agreement dated January 30<sup>th</sup> 2015.

The Management Company will be responsible on a day-to-day basis under the supervision of the Board of Directors, for providing administration, marketing, distribution, investment management and advisory services in respect of all the Sub-Funds and may delegate part or all of such functions to third parties.

In consideration of its services and in accordance with usual practice in Luxembourg, the Management Company will be entitled to a fee detailed in the relevant Appendix of each Sub-Fund.

The Management Company was established on 16 July 2013 for an indefinite period, with an initial capital of EUR 200.000,00 (two hundred thousand). It is registered under number B179345 in the Luxembourg commercial and companies' register.

## Administrative, Domiciliary, Registrar & Transfer Agent

The Management Company has, by agreements dated March 21<sup>st</sup> 2014, appointed KREDIETRUST LUXEMBOURG S.A. to assist the Management Company with its administrative, domiciliary, registrar and transfer agencies functions. Those agreements may be terminated by either party upon giving 90 days' prior written notice.

KREDIETRUST LUXEMBOURG S.A has delegated the execution of its duties as Administrative Agent and as Registrar and Transfer Agent to European Fund Administration in Luxembourg ("EFA").

KREDIETRUST LUXEMBOURG S.A. will remain responsible for the performance of those delegated duties.

The Administrative Agent shall receive for the accomplishment of his functions a fee detailed in the relevant Appendix of each Sub-Fund.

Furthermore, the Company bears the operational expenses such as Domiciliary and Registrar and Transfer Agents' fees, printing and distribution costs for the annual and semi-annual reports and prospectuses, expenses linked to the registration of the Company and its maintenance with government bodies and any other expenses in line with Luxembourg market practice.

## Distribution

The Management Company act as General Distributor of the Company, and may appoint other distributors (each a sub-distributor) for the distribution of Shares.

The duties of the Management Company and the sub-distributors shall be limited to passing the subscription and redemption orders to the Registrar and Transfer Agent in Luxembourg. The Management Company and the sub-distributors may not offset the orders received or carry out any duties connected to the individual processing of the subscription and redemption orders. In addition, any investor may deal directly with the Company in order to subscribe, redeem or convert Shares, on the same terms as if the investor had subscribed through the Management Company or a sub-distributor.

However, from time to time the Management Company may decide to appoint distribution agents and local paying agents to act as Nominee.

Nominees must be professionals of the financial sector, domiciled in countries in which financial intermediaries are subject to obligations of identification similar to those set out by the Luxembourg law.

Pursuant to the provisions set forth in FATCA, Nominees must be a participating FFI, registered deemed compliant FFI, non registering local bank or restricted distributor in accordance with the definition set out by FACTA.

Nominees are subject to contractual arrangements which includes among others an explicit obligation to comply with the Prospectus of the Company and the obligation to notify the Company within 90 days in case of change of its Chapter 4 status / FATCA Regulations in accordance with the definition set out by FATCA.

The Nominee will be recorded in the Share register in its own name, on behalf of the Shareholders. The terms and conditions of the Nominee agreements will stipulate, amongst other things, that a Shareholder who has invested in the Company via a Nominee may at all times revoke the Nominee's mandate and require that the Shares thus subscribed shall be transferred to his/her name, as a result of which the Shareholder will be registered under his/her own name in the Share register with effect from the date on which the transfer instructions are received by the Registrar and Transfer Agent from the Nominee.

The Management Company is entitled to receive from the Company a fee, part of the Management Fee, or part of the Advisory Fee, or part of the Distribution Fee, or part of the Performance Fee, all as defined in the relevant Appendix of each Sub-Fund. This fee is payable monthly and calculated on the average of the daily Net Asset Value per Share of the relevant Sub-Fund during the relevant month.

### Anti-Money-Laundering

Compliance regulations intended to prevent money laundering require each Shareholder to prove his identity to the Company in accordance with the instructions foreseen by law and the applicable regulations concerning the prevention of money laundering and, in particular, the Luxembourg laws of 5 April 1993 relating to the financial sector, as amended, of 12 November 2004 relating to money laundering, as amended, CSSF Regulation 12-02 of 14 December 2012.

A subscription will be considered as valid and accepted by the Company if the following conditions are fulfilled:

- For a physical person: a copy of their identity document (passport, identity card), properly certified by a public authority such as a notary, by the police or by the ambassador of their country of origin. Original subscription form duly completed and signed by the investor and

beneficial owner declaration. If the investor is acting on behalf of a third person, the beneficial owner declaration must be signed by the investor and the economical beneficiary including a copy of their identity document properly certified.

- For a legal entity: original subscription form, Certified copy of the Articles of Incorporation, the semi-annual and annual reports, Certified copy of the excerpts from the Trade Register, Authorized signatories list, List of Directors, Certified copy of the identity documents of the persons authorised to conclude agreements for such legal entity (passport or identity card), List of Shareholders including certified copy of the identity documentation for which of them owning 25% or more of the assets of the legal entity.

The Registrar and Transfer Agent will carry out the requested checks unless:

- a) The subscriptions are addressed to the Company through a professional intermediary who is subject to similar identification obligations to those stipulated by Luxembourg law (FATF countries in which professional intermediaries are subject to similar obligations). All instructions will be accepted only through the same intermediary (stamp and signature) who has the responsibility of the identification of the investor, beneficial owner and source of wealth; or
- b) The subscriptions are sent directly to the Company and carried out by:
  - A bank transfer from the Shareholder's private account, certified by a financial institution residing in one of the FATF countries; or
  - A cheque drawn on the private account of a bank resident in one of the FATF countries or a cheque issued by a bank resident in the same country.

It is generally accepted that professionals of the financial sector resident in a country which has ratified the conclusions of the Financial Action Task Force (*Groupe d'action financière*, "GAFI", or FATF), are deemed to be intermediaries having an identification obligation equivalent to that required under the laws of the Grand Duchy of Luxembourg.

## The Shares

Shares will be issued in registered form and may also be held and transferred through accounts maintained with clearing systems.

All Shares are in non-certificated form and fractions of Shares can be issued up to three decimal places.

The Net Asset Value per Share and the Subscription Price and Redemption Prices of each Sub-Fund shall be available at the registered office of the Company. The Subscription Price and the Redemption Price shall be expressed in the reference currency of each Sub-Fund as determined by the Administrative Agent.

The Net Asset Value per Share shall be calculated up to 2 decimals.

The Management Company is free to express and publish the Net Asset Value per Share in one or more currencies different from the reference currency of the relevant Sub-Fund.

## Subscription of Shares

Shares are not offered nor is the Company managed or intended to serve as a vehicle for frequent trading that seeks to take advantage of short-term fluctuations in the securities market. This type of trading activity is often referred to as “market timing” and could result in actual or potential harm to the Company’s Shareholders. Accordingly, the Company may reject any purchase or exchange of Shares that it reasonably believes may represent a pattern of market timing activity involving the funds of the Company.

### Applications

Applications may be made by investors in accordance with either of the methods described below:

- written application to the Company, or
- written application to the Distributor or sub-distributor or Nominee.

### Initial subscription periods of Shares

The initial subscription period of Shares for each Sub-Fund is specified in the Appendix of the relevant Sub-Fund.

### Subsequent subscription of Shares

After the initial subscription period, Shares of the Company will be issued at a price corresponding to the Net Asset Value per Share of the relevant Sub-Fund plus a subscription fee of maximum 3 % in favour of the General Distributor.

Application deadlines for subsequent subscription of Shares are specified in the Appendix of the relevant Sub-Fund.

Requests for subscription received after such deadline will be deferred to the next Valuation Day.

The Net Asset Value per Share as of the applicable Valuation Day will be calculated on each Calculation Day.

If any application is not accepted in whole or in part, the application moneys or the balance thereof will be posted forthwith to the investor, at the risk of the person(s) entitled thereto. No interest shall be paid on monies so returned and that the funds will be returned at the cost of the investor.

### Payment procedure

Payment procedure for subscriptions is specified in the Appendix of the relevant Sub-Fund.

### Minimum subscription and holding amounts

The minimum subscription amount and minimum holding requirements for each Sub-Fund are specified in the Appendix of the relevant Sub-Fund.

## Redemption of Shares

Shareholders' requests for redemption of Shares must be made in writing to the Company.

Application deadlines for redemption of Shares are specified in the Appendix of the relevant Sub-Fund.

Requests for redemptions received after such deadlines will be deferred to the next Valuation Day.

The Net Asset Value per Share as of the applicable Valuation Day will be calculated on each Calculation Day.

A request duly made shall be irrevocable, except in case of and during any period of suspension or deferral of redemptions.

A redemptions fee of maximum 3% in favour of the General Distributor could be charged for any Sub-Fund. Please refer to the relevant Appendix of each Sub-Fund.

In the case of redemption requests exceeding 10% of the net assets of the relevant Sub-Fund on any Valuation Day, the Company may decide to defer on a pro rata basis redemptions to the next Valuation Day. In case of a deferral of redemptions, the relevant Shares shall be redeemed at the Net Asset Value per Share prevailing on the Valuation Day on which the redemption is effected. On such Valuation Day such requests shall be complied with by giving priority to the earliest request.

In the case of a suspension of the calculation of the Net Asset Value per Share or a deferral of redemptions, Shares to be redeemed on Valuation Days falling during the period of such suspension or deferral will be redeemed at the Net Asset Value per Share on the first Valuation Day following such suspension or deferral, unless withdrawn in writing prior thereto.

### **Payment procedure**

Payment of the Redemption Price must be made in cleared funds on the third Business Day from the relevant Calculation Day. Should that third Business Day not be a bank business day compared to the reference currency of the relevant Sub-Fund the applicable payment day will be the following Business Day.

Any taxes and duties levied in connection with the redemption of Shares of the Company shall be charged to the Company.

The value of Shares at the time of their redemption may be more or less than their acquisition cost, depending on the market value of the assets held by the relevant Sub-Fund at the time of acquisition and redemption.

Any Shares redeemed shall be cancelled.

## Conversion of Shares

Shareholders' request for conversion of Shares must be made in writing to the Company.

Application deadlines for conversion of Shares are specified in the Appendix of the relevant Sub-Fund.

Conversions applications received after such deadlines will be deferred to the next Valuation Day.

The Net Asset Value per Share of the applicable Valuation Day will be calculated on each Calculation Day.

A conversion fee of 1% of the NAV of the initial Sub-Fund will be levied in favour of such initial Sub-Fund.

The rate at which the Shares in a given Sub-Fund (the "original Sub-Fund") are converted into Shares of another Sub-Fund (the "new Sub-Fund") will be determined in accordance with the following formulae:

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

Where:

A is the number of Shares of the new Sub-Fund to be allotted;

B is the number of Shares of the original Sub-Fund to be converted;

C is the Net Asset Value per Share of Shares of the original Sub-Fund to be converted;

D is the rate of exchange between the currency of the Sub-Fund's Shares to be converted and the currency of the Sub-Fund to be allotted, when the original and the new Sub-Fund are not expressed in the same currency;

E is the Net Asset Value per Share of the Shares in the new Sub-Fund ruling on the applicable Valuation Day.

In the case of conversions requests in excess of 10% of the net assets of the original Sub-Fund on any Valuation Day, the Company may decide to defer on a pro rata basis conversions to the next Valuation Day. In case of a deferral of conversions, the relevant Shares shall be converted at the Net Asset Value per Share prevailing on the Valuation Day on which the conversion is effected. On such Valuation Day such requests shall be complied with by giving priority to the earliest request.

The cash transfer between the concerned Sub-Funds will be instructed on the third Bank Business Day in Luxembourg following the applicable Valuation Day. Should that third Business Day not be a bank business day compared to the reference currency of the relevant Sub-Fund the applicable payment day will be the following Business Day.

## Charges and expenses

Fees and expenses to be borne by the Company will include, without limitations, the fees to the Investment Manager and to the Custodian (including fees and expenses of its correspondents abroad) and all other expenses incurred in the operation of the Company, taxes, expenses for legal, auditing and other professional services, costs of printing proxies, stock certificates, Shareholders' reports, prospectuses and other reasonable promotional and marketing expenses, expenses of issue, redemption of Shares and payment of dividend, if any, expenses of the Registrar and Transfer Agent, Administrative Agent, registration fees and other expenses due or incurred in connection with the authorization by and reporting to supervisory authorities in various jurisdictions, cost of translation of the Prospectus and other documents which may be required in various jurisdictions where the Company is registered, the fees and out of pocket expenses of the Board of Directors of the Company and of the Management Company, insurance, interest, listing and brokerage costs, taxes and costs relating to the transfer and deposit of securities or cash, out of pocket disbursements of the Custodian and of all other agents of the Company and the costs of computation and publication of the Net Asset Value per Share of each Sub-Fund.

All fees, costs and expenses to be borne by the Company will be charged initially against the investment income and thereafter against capital. The costs and expenses of organisation and for registering the Company as a UCITS in Luxembourg will be borne by the Company and will be amortised in equal amounts over a period of five years from the date on which they are incurred. Costs in relation to the subsequent launching of new Sub-Funds are amortised on the net assets of these new Sub-Funds over five years. New Sub-Funds will also bear not yet amortised incorporation costs of the Company.

## Taxation

The following summary is based on the law and practice currently in force in the Grand Duchy of Luxembourg and is subject to changes therein.

### The Company

The Company is not liable to any Luxembourg income tax nor are dividends paid by the Company (if any) liable to any Luxembourg withholding tax. The Company is, however, liable in Luxembourg to a tax of 0,05 % per annum of its net assets, payable quarterly on the basis of the value of the net assets of the Company at the end of each quarter except for the portion of assets already submitted to that tax. Except for an initial capital duty of EUR 1.250 which was paid upon incorporation, no stamp or other tax is payable in Luxembourg on the issue of Shares.

No Luxembourg tax is payable on the realised or unrealised capital appreciation of the assets of the Company.

Dividends and/or interests received by the Company on its investments may be subject to non-recoverable withholding taxes in the countries of origin.

### The Shareholders

Distributions made by the Company and income, dividends, other distributions and capital gains received by a Shareholder resident in Luxembourg or abroad are not subject to a Luxembourg withholding tax.

#### *Taxation of resident Shareholders*

In certain cases and under certain conditions, the capital gains made by a Shareholder, an individual resident in Luxembourg holding or having held, directly or indirectly, more than 10% of the capital of the Company or holding the Shares for six months or less before the transfer of a Share, the dividends received by a Shareholder and the proceeds made or received by a corporate body resident may be subject to taxation in Luxembourg unless a tax allowance or exemption applies.

A resident Shareholder is also subject to taxation on donations made in Luxembourg and to inheritance tax.

#### *Taxation of non-resident Shareholders*

In certain cases and under certain conditions a non-resident Shareholder holding or having held, directly or indirectly, more than 10% of the capital of the Company or a Shareholder having a permanent business establishment in Luxembourg to which the Share is linked may be subject to taxation in Luxembourg unless a tax treaty limiting taxation in Luxembourg, a tax allowance or exemption applies.

A non-resident Shareholder is not subject to a wealth tax in Luxembourg nor to taxation on donations not made in Luxembourg nor to inheritance tax.

Income received by an individual, resident in a country of the European Union or certain dependent or associated territories, may, depending on the investment strategy of the Sub-Fund of the Company in which this Shareholder holds Shares fall within the scope of Directive 2003/48/EC of the Council of Ministers of 3 June 2003 on taxation of income in the form of interest payments and be subject to a 35% withholding tax.

The Shareholder may also be subject to taxation in his country of residence under the laws and regulations applicable to him and with which he must comply. Potential investors are advised to check the tax obligations in force in their country of residence.

## **Foreign Account Tax Compliance Act ('FATCA')**

The Hiring Incentives to Restore Employment Act (the "Hire Act") was signed into US law in March 2010. It includes provisions generally known as FATCA. The intention of these is that details of US investors holding assets outside the US will be reported by financial institutions to the US Internal Revenue Service, this is a safeguard against US tax evasion. As a result of the Hire Act and to discourage non-US financial institutions from staying outside this regime, all US securities held by a financial institution that does not enter and comply with the regime will be subject to a US tax withholding of 30 per cent on gross sales proceeds as well as income. This regime will become effective in phases between 1 July 2014 and 1 January 2017. The basic terms of the Hire Act currently appear to include a fund as a 'Financial Institution', such that in order to comply, a fund may require all investors to provide mandatory documentary evidence of their tax residence. However, the Hire Act grants the US Treasury Secretary extensive powers to relax or waive the requirements where an institution is deemed to pose a low risk of being used for the purposes of US tax evasion.

Luxembourg has entered into a Model I Intergovernmental Agreement with the United States dated 28 of March 2014. Under the terms of the Intergovernmental Agreement ("IGA"), the Luxembourg –resident financial institution will be obliged to comply with the provisions of FATCA under the terms of the IGA and under the terms of Luxembourg legislation implementing the IGA (the "Luxembourg IGA Legislation"), rather than under the US Treasury Regulations implementing FATCA. Under the IGA, Luxembourg-resident financial institutions that comply with the requirements of the Luxembourg IGA Legislation will be treated as compliant with FATCA and, as a result, will not be subject to withholding tax under FATCA ("FATCA Withholding"). The Company expects that it will be considered to be a Luxembourg resident financial institution that will need to comply with the requirements of the Luxembourg IGA Legislation and, as a result of such compliance, the Company should not be subject to FATCA Withholding. Under the Luxembourg IGA, the Company will be required to report to the Luxembourg tax authorities certain holdings by and payments made to (a) certain US investors, (b) certain US controlled foreign entity investors and (c) non-US financial institution investors that do not comply with the terms of the Luxembourg IGA Legislation. Under the Luxembourg IGA, such information will be onward reported by the Luxembourg tax authorities to the US Internal Revenue Service under the general information exchange provisions of the US-Luxembourg Income Tax Treaty. The first report to the Luxembourg tax authorities is anticipated to occur in 2015, in respect of 2013 and 2014.

In order to be compliant with the requirement set forth in the IGA and/or in accordance with the term of the Chapter 4 status / FATCA Regulations, being the Company qualified as a Non-Reporting Financial Institution ("Non – Reporting FFI"), the Board of Directors has determined that the Shares/interests issued directly by the Company will not be sold directly to or held through any Specified U.S. Person, non-participating FFI or passive NFFE with one or more substantial U.S. owners or U.S. controlling person within the meaning of FATCA definitions, and consequently Shareholders can be liable to compulsory redemption of their holdings in accordance with the relevant provisions of the Articles enabling the Company to compulsorily redeem Shares held by U.S. Persons.

The Company may require Shareholders or potential new investors to provide mandatory documentary evidence of their tax residence.

Shares may both be distributed by, or held through a reporting Financial Institution and non-reporting Financial institution (as defined in the IGA), participating Financial Institution, non-registering local bank, or restricted distributor (according to the definition of FATCA legislation and in particular with reference to its Chapter 4 status), acting as Nominee pursuant to a contractual arrangement which includes among others an explicit obligation to comply with the Prospectus of the Company and the obligation to notify the Company within 90 days in case of change of its Chapter 4 status.

In cases where investors invest in the Company through an intermediary, investors are reminded to check whether such intermediary is FATCA compliant. If the investor is in any doubt, he/she should consult his/her tax advisor, stockbroker, bank manager, solicitor, accountant or other financial adviser regarding the possible implications of FATCA on an investment in the Company and/or any Sub-Fund(s).

## Investment restrictions

The Management Company shall, based upon the principle of spreading of risks, have power to determine the investment policy for each Sub-Fund. Nevertheless the Management Company shall endeavour to maintain investment restrictions which will permit the Company to qualify as an Undertaking for Collective Investment in Transferable Securities (UCITS) under Part I of the 2010 Law on collective investment undertakings.

Except to the extent that more restrictive rules are provided for in connection with a specific Sub-fund as described in the Appendix below, the investment policy shall comply with the rules and restrictions laid down hereafter:

### Article 1

1.1. The investments of the Company must consist solely of:

- a) Transferable Securities and Money Market Instruments that are admitted to or dealt in on a regulated market, within the meaning of Directive 2004/39/EC of the European Parliament and of the Council of 21 April 2004 on markets in financial instruments;
- b) Transferable Securities and Money Market Instruments that are traded on another regulated market in a Member State which operates regularly and is recognised and open to the public;
- c) Transferable Securities and Money Market Instruments admitted to official listing on a stock exchange in a non-Member State of the European Union or traded on another regulated market in a non-Member State of the European Union which operates regularly and is recognised and open to the public, such stock exchange or market being located within any European, American, Asian, African, Australasian or Oceania country (hereinafter called "approved state");
- d) recently issued Transferable Securities and Money Market Instruments, provided that the terms of issue include an undertaking that application will be made for admission to official listing on a stock exchange or to another regulated market referred to under paragraphs a) to c) above and that such admission is secured within one year of issue;
- e) units of UCITS authorised according to Directive 2009/65/EC and/or other UCIs within the meaning of the first and second indent of Article 1(2), points a) and b) of Directive 2009/65/EC, whether or not established in a Member State, provided that:
  - (i) such other UCIs have been approved in accordance with a law subjecting them to supervision which is considered by the CSSF as equivalent to that laid down in Community law, and that co-operation between authorities is sufficiently ensured.
  - (ii) the level of guaranteed protection for unitholders in such other UCIs is equivalent to the level of protection provided for the unitholders in a UCITS, and in particular that the rules on asset segregation, borrowing, lending, and uncovered sales of Transferable Securities and money-market instruments that are equivalent to the requirements of Directive 2009/65/EC;
  - (iii) the business operations of the other UCIs is reported in semi-annual and annual reports to enable an assessment to be made of the assets and liabilities, income, transactions and operations during the reporting period;
  - (iv) no more than 10% of the UCITS or other UCIs whose acquisition is envisaged can, in accordance with their respective sales prospectus, management regulations or articles of incorporation, be invested in aggregate in units of other UCITS or UCIs.
- f) deposits with credit institutions which are repayable on demand or have the right to be withdrawn, and maturing in no more than 12 months, provided that the credit institution has its registered office in a Member State or, if the registered office of the credit institution is situated

in a non-Member State, 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 paragraphs a), b) and c) above and/or financial derivative instruments dealt in over-the-counter ("OTC derivatives"), provided that:
  - (i) the underlying consists of instruments covered by paragraphs a) to h), financial indices, interest rates, foreign exchange rates or currencies, in which the Company may invest according to the investment objectives of its Sub-Funds;
  - (ii) the counter-parties to OTC derivative transactions are institutions subject to prudential supervision, and belonging to the categories approved by the CSSF; and
  - (iii) the OTC derivatives are subject to reliable and verifiable valuation on a weekly basis and can be sold, liquidated or closed by an offsetting transaction at any time at their fair value at the Company's initiative;
- h) Money Market Instruments other than those dealt in on a regulated market as referred to in paragraphs a) to c) above and which fall under this chapter, if the issue or issuer of such instruments is itself regulated for the purpose of protecting Shareholders and savings, and provided that these instruments are:
  - (i) issued or guaranteed by a central, regional or local authority, a central bank of a Member State, the European Central Bank, the European Union or the European Investment Bank, a non-Member State or, in the case of a Federal State, by one of the members making up the federation, or by a public international body to which one or more Member States belong; or
  - (ii) issued by an undertaking any securities of which are dealt in on regulated markets referred to in paragraphs a), b) or c) above; or
  - (iii) issued or guaranteed by an establishment subject to prudential supervision in accordance with criteria defined by Community law or by an establishment which is subject to and comply with prudential rules considered by the CSSF to be at least as stringent as those laid down by Community law; or
  - (iv) issued by other bodies belonging to the categories approved by the CSSF provided that investments in such instruments are subject to Shareholder protection equivalent to that laid down in the first, the second or the third indent of this paragraph h) and provided that the issuer is a company whose capital and reserves amount at least to ten million Euros (EUR 10,000,000.-) and which presents and publishes its annual accounts in accordance with fourth Directive 78/660/EEC, is an entity which, within a group of companies which includes one or several listed companies, is dedicated to the financing of the group or is an entity which is dedicated to the financing of securitisation vehicles which benefit from a banking liquidity line.

1.2. However:

- a) Each Sub-Fund may not invest more than 10% of its assets in Transferable Securities and Money Market Instruments other than those referred to in Article 1.1 hereabove, except for open-ended funds that do not respect the conditions set forth in the Article 1.1 e) hereabove.
- b) The Company may not acquire either precious metals or certificates representing them.

1.3. The Company may hold ancillary liquid assets in any Sub-Fund.

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

## Article 2

Each Sub-Fund shall ensure that its global exposure relating to derivative instruments does not exceed its net assets.

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

The Sub-Funds may invest, as a part of their investment policy and within the limit laid down in Article 3.5 mentioned below, in financial derivative instruments provided that the exposure to the underlying assets does not exceed in aggregate the investment limits laid down in Article 3. When the Sub-Funds invest in index-based financial derivative instruments, these investments do not have to be combined to the limits laid down in Article 3. When a transferable security or money market instrument embeds a derivative, the latter must be taken into account when complying with the requirements of this Article.

### Article 3

3.1. The Company may not invest more than 10% of the net assets of any Sub-Fund in Transferable Securities or Money Market Instruments issued by the same body. The Company may not invest more than 20% of the net assets of any Sub-Fund in deposits made with the same body. The risk exposure to a counterparty of the Company in an OTC derivative transaction may not exceed 10% of the net assets of any Sub-Fund when the counterparty is a credit institution referred to in Article 1 f) hereabove, or 5% of the net assets in the other cases.

3.2. The total value of the Transferable Securities and Money Market Instruments held by the Company in the issuing bodies in each of which it invests more than 5% of the net assets of such Sub-Fund must not exceed 40% of the value of the assets of such Sub-Fund. This limitation does not apply to deposits and OTC derivative transactions made with financial institutions subject to prudential supervision.

Notwithstanding the individual limits laid down in paragraph 3.1 hereabove, a Sub-Fund may 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 a single body, or
- exposures arising from OTC derivatives transactions undertaken with that body.

3.3. The limit laid down in paragraph 3.1 hereabove (first sentence), may be of a maximum of 35% if the Transferable Securities or Money Market Instruments are issued or guaranteed by a Member State of the European Union, by its local authorities, by a non-Member State or by public international bodies to which one or more Member States are members.

3.4. The limit laid down in paragraph 3.1 hereabove (first sentence), may be of a maximum of 25% for certain bonds when they are issued by a credit institution whose registered office is situated in a Member State of the European Union and which is subject by law to special public supervision designed to protect the bondholders. In particular, sums deriving from the issue of such bonds must be invested pursuant to 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 the event 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 any Sub-Fund in such bonds as referred to in first indent and issued by one issuer, the total value of such investments may not exceed 80% of the value of the Sub-Fund's assets.

3.5. The Transferable Securities and Money Market Instruments referred to in paragraphs 3.3 and 3.4 hereabove are not taken into account for the purpose of applying the limit of 40% referred to in paragraph 3.2 hereabove.

The limits set out in paragraphs 3.1, 3.2, 3.3 and 3.4 hereabove may not be combined; thus, investments in Transferable Securities or Money Market Instruments issued by the same body or

in deposits or derivative instruments made with this body in accordance with paragraphs 3.1, 3.2, 3.3 and 3.4 hereabove may not exceed a total of 35% of the assets of a Sub-Fund.

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

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

#### **Article 4**

**The Management Company is authorised, in accordance with the principle of the risks spreading, to invest up to 100% of the net assets of any Sub-Fund in Transferable Securities and Money Market Instruments issued or guaranteed by a Member State of the European Union, by its public territorial bodies, by a member state of the Organisation for Economic Co-operation and Development (OECD), or by international organisations of a public character of which one or more Member States of the European Union are part, on the condition that such securities belong to at least six different issues, without the securities belonging to a single issue exceeding 30% of the total amount.**

#### **Article 5**

5.1. The Company may acquire the units/shares of UCITS and/or other UCIs referred to in Article 1, 1.1) e) hereabove, provided that no more than 10% of the net assets of any Sub-Fund are invested in a single UCITS or other single UCI.

For the purposes of applying this investment limit, each sub-fund of any umbrella UCITS and/or UCI shall be considered as a separate entity, provided that the principle of segregation of commitments of the different sub-funds is ensured in relation to third parties.

5.2. Investments made in units/shares of other single UCIs and/or other single UCITS may not exceed, in aggregate, 10% of the net assets of any Sub-Fund of the Company. Specific exceptions may be set for each Sub-Fund, as detailed in the relevant Appendix of each Sub-Fund.

When the Company has acquired units/shares of UCITS and/or other UCIs, the assets of the respective UCITS or other UCI do not have to be combined in the view of the limits laid down in Article 3 hereabove.

5.3. When the Company invests in the units/shares of other UCITS and/or other UCIs that are managed, directly or by delegation, by the same Investment Manager or by any other company to which it is linked by common management or control or by a substantial direct or indirect holding, the Investment Manager or other company may not charge subscription or redemption fees on account of the Company in such units/shares of other UCITS and/or UCI.

#### **Article 6**

6.1. The Company may not acquire any shares carrying voting rights which would enable it to exercise significant influence over the management of an issuing body.

6.2. Moreover, the Company may acquire no more than:

- 10% of the non-voting shares of the same issuer;
- 10% of the debt securities of the same issuer;
- 25% of the units/shares of the same UCITS and/or other UCI;
- 10% of the Money Market Instruments of the same issuer.

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

- 6.3. Paragraphs 6.1) and 6.2) hereabove are waived as regards:
- a) Transferable Securities and Money Market Instruments issued or guaranteed by a Member State of the European Union or its local authorities;
  - b) Transferable Securities and Money Market Instruments issued or guaranteed by a non-Member State of the European Union;
  - c) Transferable Securities and Money Market Instruments issued by public international bodies of which one or more Member States of the European Union are members;
  - d) shares held by the Company in the capital of a company incorporated in a non-Member State of the European Union which invests its assets mainly in the securities of issuing bodies having their registered office in that State, where under the legislation of that State, such a holding represents the only way in which the Company can invest in the securities of issuing bodies of that State. This derogation, however, shall apply only if in its investment policy the Company from the non-Member State of the European Union complies with the limits laid down in articles 3, 5 and 6.1 and 6.2 hereabove. Where the limits set in articles 3 and 5 are exceeded, article 7 shall apply *mutatis mutandis*;
  - e) shares held by one or more investment companies in the capital of a subsidiary company carrying on only the business of management, advice or marketing in the country/state where the subsidiary is located, in regard to the repurchase of units at unit-holders' request exclusively on its or their behalf.

## Article 7

- 7.1. The Company need not necessarily comply with the limits laid down in this Chapter when exercising subscription rights attaching to Transferable Securities or Money Market Instruments which form part of their assets.  
While ensuring observance of the principle of risk-spreading, recently formed Sub-Funds may derogate from articles 3, 4 and 5 hereabove for a period of six months following the end of their respective initial subscription period.
- 7.2. If the limits referred to in paragraph 7.1 hereabove are exceeded for reasons beyond the control of the Company or as a result of the exercise of subscription rights, it must adopt as a priority objective for its sales transactions the remedying of that situation, taking due account of the interests of its Shareholders.
- 7.3. If an issuer is an umbrella UCI where the assets of a sub-fund are exclusively answerable for the rights of the investors relating to that sub-fund and to those of the creditors whose claim arose on the occasion of the constitution, the operation or the liquidation of this sub-fund, each sub-fund is to be considered as a separate issuer for the purpose of applying the risk spreading rules referred to in articles 3 and 4 hereabove.

## Article 8

- 8.1. Each Sub-Fund may not borrow.  
However, each Sub-Fund may acquire foreign currency by means of a back-to-back loan.
- 8.2. By way of derogation from paragraph 8.1 hereabove, each Sub-Fund may borrow provided that such a borrowing is:
- a) on a temporary basis and represents:
    - in the case of investment companies, no more than 10% of their assets, or
    - in the case of common funds, no more than 10% of the value of the fund, or

- b) to enable the acquisition of immovable property essential for the direct pursuit of its business and represents, in the case of an investment company, no more than 10% of its assets.  
Where the Company is authorised to borrow under points a) and b) above, that borrowing shall not exceed 15% of its assets in total.

#### **Article 9**

- 9.1. Each Sub-Fund may not, without prejudice to the application of articles 1 and 2 hereabove, grant loans or act as a guarantor on behalf of third parties.
- 9.2. Paragraph 9.1 shall not prevent the Company from acquiring Transferable Securities or Money Market Instruments or other financial instruments referred to in article 1, paragraph 1.1 e) g) and h) hereabove which are not fully paid.

#### **Article 10**

Each Sub-Fund may not carry out uncovered sales of Transferable Securities, Money Market Instruments or other financial instruments referred to in article 1, paragraph 1.1 e), g) and h) hereabove.

### **Efficient portfolio management techniques and instruments**

The Company will not employ efficient portfolio management techniques.

## Net Asset Value

### Net Asset Value per Share Determination

The Net Asset Value per Share shall be determined on any applicable Valuation Day as defined in the Appendix of each Sub-Fund.

The Net Asset Value per Share of each Sub-Fund is determined by dividing the value of the total assets of the Sub-Fund less the liabilities of the Sub-Fund by the total number of Shares of such Sub-Fund outstanding on any Valuation Day.

The valuation of the assets of the various Sub-Funds will be determined as follows:

1. The value of cash and deposits, drafts and bills payable on demand, receivables, expenditures paid in advance, dividends and interests announced or due but not yet received, will be constituted by the nominal value of these assets, unless it appears unlikely that this value can be realized. In this case the value will be determined by subtracting an amount deemed to be appropriate by the Management Company to reflect the real value of these assets.
2. The valuation of any Transferable Securities or Money Market Instruments or derivatives traded or listed on a stock exchange shall be made on the basis of the closing price as at the Valuation Day unless such price is not representative.
3. The value of any Transferable Securities or Money Market Instruments traded on another regulated market shall be determined on the basis of the closing price as at the Valuation Day.
4. In as much as Transferable Securities and Money Market Instruments on a dedicated Valuation Day are neither officially traded nor listed on an exchange or regulated market, or in the case where, for securities and Money Market Instruments officially listed or traded on a stock exchange or another regulated market, the price as determined pursuant to paragraphs 2 and 3 hereabove is not representative of the true value of such Transferable Securities or Money Market Instruments, the valuation shall be made on the basis of their likely value of realisation, estimated with due care and good faith by the Management Company.
5. Money market instruments with a residual maturity of less than 12 month are valued as follows (linear valuation): the determining rate for these investments will be gradually adapted during repayment starting from the net acquisition price and keeping the resulting return constant. If there are notable changes in market conditions, the basis for evaluating Money Market Instruments will be adapted to new market returns.
6. Shares/units of UCITS and other UCI's will be valued on the basis of their last available Net Asset Value per Share at the Valuation Day.
7. The valuation of swaps will be based on their market value, which itself depends on various factors (e.g. level and volatility of the underlying asset, market interest rates, residual term of the swap). Any adjustments required as a result of issues and redemptions are carried out by means of an increase or decrease in the nominal of the swaps, traded at their market value;
8. The valuation of derivatives traded over-the-counter (OTC), such as futures, forward or option contracts not traded on exchanges or on other recognized markets, will be based on their net liquidating value determined, pursuant to the policies established by the Management Company on the basis of recognized financial models in the market and in a consistent manner for each category of contracts. The net liquidating value of a derivative position is to be understood as being equal to the net unrealized profit/loss with respect to the relevant position;

If due to special circumstances a valuation made on the basis of the above rules should prove impossible or inaccurate, other generally accepted and verifiable valuation shall be applied criteria to obtain a fair valuation.

Any asset that may not be expressed in the reference currency of the Sub-Fund to which it belongs will be converted into the reference currency of this Sub-Fund at the exchange rate applicable on the Valuation Day or at the exchange rate fixed in the forward contracts.

During the existence of any state of affairs which, in the opinion of the Management Company, makes the determination of the Net Asset Value per Share of a Sub-Fund in its reference currency either not reasonably practical or prejudicial to the Shareholders of the Company, the Net Asset Value per Share and the Subscription Price and Redemption Price may temporarily be determined in such other currency as the Management Company may determine.

### **Suspension of Calculation of the Net Asset Value per Share and of Issue and Redemption of Shares**

The Management Company may suspend the calculation of the Net Asset Value per Share of any Sub-Fund and may suspend the issue and redemption of Shares of the relevant Sub-Fund:

- a) during any period when any market or stock exchange, which is the principal market or stock exchange on which a material part of the Company's investments attributable to any Sub-Fund for the time being are quoted, is closed, (otherwise than for ordinary holidays), or during which dealings are substantially restricted or suspended;
- b) during the existence of any state of affairs which in the opinion of the Management Company constitutes an emergency as a result of which disposals or valuations of assets owned by the Company attributable to any Sub-Fund would be impracticable;
- c) during any breakdown in, or restriction in the use of the means of communication normally employed in determining the price or value of any of the investments attributable to any Sub-Fund or the current prices on any market or stock exchange;
- d) during any period when the Company is unable to repatriate moneys for the purpose of making payments on the redemption of its Shares or during which any transfer of moneys involved in the realisation or acquisition of investments or payments due on redemption of such Shares cannot in the opinion of the Management Company be effected at normal rates of exchange;
- e) during any period when, in the opinion of the Management Company, there exists unusual circumstances which make it impracticable or unfair towards the Shareholders to continue dealing with Shares of any Sub-Fund of the Company;
- f) in case of a decision to liquidate the Company, on or after the day of publication of the first notice convening the General Meeting of Shareholders for this purpose.

Shareholders having requested issue, redemption of their Shares will be notified in writing of any such suspension within seven calendar days of their request and will be promptly notified in writing of the termination of such suspension.

The suspension affecting any Sub-Fund will have no effect on the calculation of Net Asset Value per Share, Subscription Price and Redemption Price or the issue and redemption of the Shares of any other Sub-Fund.

## Liquidation, termination and amalgamation

### Liquidation

The Company has been established for an unlimited period of time. However, the Company may be dissolved and liquidated at any time by a resolution of the General Meeting of Shareholders.

In the event of a dissolution of the Company, liquidation shall be carried out by one or several liquidators (who may be physical persons or legal entities) named by the Meeting of Shareholders effecting such dissolution and which shall determine their powers and their compensation.

In the event of dissolution, the liquidator(s) appointed by the Shareholders of the Company in accordance with the CSSF will realise the assets of the Company in the best interests of the Shareholders, and the Custodian, upon instruction given by the liquidator(s), will distribute the net proceeds of liquidation (after deducting all liquidation expenses) among the Shareholders in proportion to their respective rights.

As provided for by Luxembourg law, at the close of liquidation, the proceeds of liquidation corresponding to Shares not surrendered for repayment will be kept in safe custody at the *Caisse de Consignations* until the statute of limitation has lapsed.

If the capital of the Company falls below two thirds of the minimum capital as required by the law, the Board of Directors must submit a resolution for approval by a simple majority of the Shares represented at the meeting to consider dissolution of the Company to a General Meeting of Shareholders convened to be held within 40 days and for which no quorum shall be prescribed.

If the capital of the Company falls below one quarter of the minimum capital stated above, the Board of Directors must submit the question of dissolution of the Company to a General Meeting of Shareholders convened to be held within 40 days and for which no quorum shall be prescribed, and a decision to dissolve the Company may in such case be taken by the Shareholders owning one quarter of the Shares at the Meeting.

In addition, the Company shall inform the Shareholders by sending a redemption notice to all Shareholders at their address in the Share register.

All the decisions taken by the General Meeting or the Board of Directors regarding the liquidation of the Company will be published according to the Luxembourg law.

### Termination of Sub-Funds

If the net assets of any Sub-Fund:

- has not reached or has decreased to a minimum amount, to be the minimum level for such a Sub-Fund to be operated in an economically efficient manner as determined by the Board of Directors, or
- in case the Board of Directors deems that it is appropriate because of changes in the economical or political situation affecting the relevant Sub-Fund, or
- if an economic rationalisation is needed

the Board of Directors may decide to terminate a Sub-Fund.

The Company may, until the decision to liquidate is executed, continue to redeem or convert the Shares of the Sub-Fund which it has been decided to liquidate, taking account of liquidation costs but without deducting any Redemption Fee as stated in the Prospectus. The formation expenses will be fully amortized.

Termination of a Sub-Fund for other reasons than those mentioned hereabove may be effected only upon prior approval by the Shareholders of the Sub-Fund to be terminated at a duly convened Meeting which may be validly held without quorum and decide at the simple majority of expressed votes.

Amounts unclaimed by Shareholders on the closure of liquidation of the relevant Sub-Fund shall be deposited with the Custodian for a period not exceeding six months from the date of closure. After such period the amounts will be deposited with the *Caisse de Consignation*.

## Merger

"Merger" means an operation whereby:

- one or more UCITS or sub-funds thereof, the "merging UCITS", on being dissolved without going into liquidation, transfer all of their assets and liabilities to another existing UCITS or a sub-fund thereof, the "receiving UCITS", in exchange for the issue to their shareholders of shares of the receiving UCITS and, if applicable, a cash payment not exceeding 10% of the net asset value of those shares;
- two or more UCITS or sub-funds thereof, the "merging UCITS", on being dissolved without going into liquidation, transfer all of their assets and liabilities to a UCITS which they form or a sub-fund thereof, the "receiving UCITS", in exchange for the issue to their shareholders of shares of the receiving UCITS and, if applicable, a cash payment not exceeding 10% of the net asset value of those shares;
- one or more UCITS or sub-funds thereof, the "merging UCITS", which continue to exist until the liabilities have been discharged, transfer their net assets to another sub-fund of the same UCITS, to a UCITS which they form or to another existing UCITS or a sub-fund thereof, the "receiving UCITS".

For the purposes of the present chapter, it is defined:

- "cross-border merger" means a merger of UCITS:
  - a) at least two of which are established in different Member States, or
  - b) established in the same Member State into a newly constituted UCITS established in another Member State;
- "domestic merger" means a merger between UCITS established in the same Member State where at least one of the involved UCITS has been notified pursuant to Article 93 of Directive 2009/65/EC.

Any merger will be carried out in accordance with the provisions and requirements of the 2010 Law which governs all the consequences arising therefrom.

Merger of a Sub-Fund with another Sub-Fund of the Company or with another Luxembourg UCITS (domestic merger) or abroad (cross-border merger), for other reasons than those mentioned hereabove (in the paragraph "Termination of Sub-Funds") may be effected only upon prior approval by the Shareholders of the Sub-Fund to be merged at a duly convened Meeting which may be validly held without quorum and decide at the simple majority of expressed votes.

A merger decided by the Board of Directors or approved by the Shareholders of the Sub-Fund concerned will be binding the Shareholders of the relevant Sub-Fund after a 1 month notice, during which period they may redeem part or all their Shares without any Redemption Fee as stated in the current Prospectus.

All the decisions taken by the Shareholders of the Sub-Fund concerned or the Board of Directors regarding the merger of the Sub-Fund will be published according to the Luxembourg law.

In the case of a merger with a *fonds commun de placement*, the decision will be binding only those Shareholders having voted in favour of the merger. The Company shall inform holders of the relevant Shares by notice sent to their address in the Share register.

## Meetings, reports and notices

### Meetings

The annual General Meeting of Shareholders of the Company will be held in Luxembourg the first Tuesday of May in each year (or if such day is not a Business Day, on the following Business Day). Other General Meetings or special meetings of Shareholders of one or more Sub-Funds may be held at such time and place as are indicated in the notices of such meetings. Notices of General Meetings and other notices are given in accordance with Luxembourg law. Notices will specify the place and time of the meeting, the conditions of admission, the agenda, the quorum and voting requirements.

### Reports

Financial periods will end on 31 December in each year. The annual report containing the audited consolidated financial accounts expressed in EUR of the Company in respect of the preceding financial period and the accounts of the Company will be made available at its registered office at least 15 calendar days before the annual General Meeting. Unaudited semi-annual reports at 30 June will be made available within 2 months of the relevant date. Copies of all financial reports will be available at the Registered Office of the Company.

### Notices

Notices and relevant communications to Shareholders will be published in national newspapers of the countries where the Company is registered in addition to publications required under Luxembourg law.

## Conflicts of interest

### **Board of Directors**

The member of the Board of Directors may have conflicts of interest, principally arising from their role as directors of other investment vehicles. The Board of Directors will have regard to their obligations to act in the best interests of the Company and its Shareholders in managing these conflicts.

### **Management Company**

The member of the Board of Directors and the Conducting Persons of the Management Company may have conflicts of interest, principally arising from their role as directors of other investment vehicles. The Board of Directors and the Conducting Persons will have regard to their obligations to act in the best interests of the Company and its Shareholders in managing these conflicts.

### **Investment Managers and Investment Advisers**

Each of the Investment Managers and Investment Advisers may undertake financial, investment or professional activities which give rise to conflicts of interest with the Company and/or its Shareholders.

Where there is a material risk of damage to the Company and/or its Shareholders arising from any Investment Manager and/or any Investment Adviser, this conflict will be managed by the latter to prevent the conflict from adversely affecting the interests of the Company and/or its Shareholders so far as it is practicable having regard to their obligations to other clients. Where it cannot be managed it will be disclosed to the Management Company.

### **Conflict of interest policy**

The conflict of interest policy of the Company, as amended from time to time, is available on the Company's website [www.selectrasicav.com](http://www.selectrasicav.com).

## Documents available for investors

Copies of the following documents are available for inspection during usual business hours on any Business Days at the Registered Office of the Company:

- a) Prospectus;
- b) Key Investor Information Document (KIID);
- c) Investment Management Agreements;
- d) Investment Advisory Agreements;
- e) Management Company Agreement;
- f) Custodian Agreement;
- g) Domiciliary Agency Agreement;
- h) Registrar and Transfer Agency Agreement;
- i) Administrative Agency Agreement;
- j) Last annual and semi-annual report.

A copy of the Articles of the Company may be obtained free of charge at the Registered Office of the Company or on the Company's website [www.selectrasicav.com](http://www.selectrasicav.com).

## Appendices to the Prospectus: the Sub-Funds

The following appendices contain specific information on the individual Sub-Funds, which should be read in conjunction with the rest of the Prospectus.

In case of discrepancies between the general rules in the main part of the Prospectus and the relevant Sub-Fund Appendix, the latter shall prevail.

Each Sub-Fund is managed in accordance with its investment policy considering the investment restrictions (refer to chapter "Investment Restrictions") and using investment techniques and instruments (refer to Chapter "Investment Techniques and Instruments").

The term "**primarily**" used to describe the investment objectives of a Sub-Fund refers to a level equal to that at least two thirds of the total assets effectively invested (total assets after deducting liquid assets). When in conjunction with "primarily invest", the term "**furthermore invest**" is used to describe secondary investments, the term refers to a level not exceeding in aggregate one third of the assets effectively invested (total assets after deducting liquid assets).

If the investment policy of a Sub-Fund provides for investments in shares or units of UCITS and other UCI, such Sub-Fund may, pursuant to article 5.3 of the chapter "Investment Restrictions", invest in shares or 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 to which it is linked by common management or control or by a substantial direct or indirect holding. In this event, the Investment Manager or other company may not charge subscription or redemption fees on account of the company's investment in the units or shares of other UCITS and/or UCI.

Each of the Sub-Funds may in addition hold liquid assets.

### **WARNING:**

As the portfolio of each Sub-Fund of the Company is subject to market fluctuations and to the risks inherent in any investment, Share prices may vary as a result and the Company cannot give any guarantee that its objectives will be achieved.

Each Sub-Fund may use financial techniques and instruments to protect against foreign exchange risks. The objective of these transactions, namely the hedging of the assets of the Sub-Fund, presupposes the existence of a direct link between such transactions and the assets to be hedged, transactions must generally not exceed in amount the aggregate estimated value of the assets expressed in such currency nor extend beyond the holding period for such assets.

For hedging purposes, each Sub-Fund may contract futures and options on Transferable Securities and rate instruments traded on a regulated market, which functions regularly and is recognised and open to the public or traded on OTC markets.

Each Sub-Fund may also buy or sell forward contracts, currency options and any type of currency instrument with a view to hedging.

The use of derivatives may be an advantage. When using these, the Management Company will always apply the principle of prudence and efficient management of the Sub-Funds and respect the conditions mentioned in chapter "Investment Techniques and Instruments".

On the other hand derivatives may also involve different risks, in some cases higher ones, to those linked to traditional investments.

## Appendix 1: J. Lamarck Biotech

### ISIN

Share Class A: LU0574993464

Share Class B: LU0574994512

Share Class C: LU1053929581

### Currency

The Net Asset Value per Share of this Sub-Fund is expressed in EUR.

### Profile of the typical investor

Investors who seek to invest worldwide in shares of companies active in the biotechnology sector.

Investor who is prepared to take the higher risks associated with investments in the stock markets in order to maximise the return.

A long-term investment horizon, at least 5 years, is required in order to ride out potentially adverse market trends.

### Investment Objectives and Policy

The main objective of this Sub-Fund is to profit from increasing share prices in the biotechnology sector. The focus is on mature top tier pharmaceutical biotech companies and companies with interesting pipeline of products in development in a single or numerous markets, like Nasdaq or NYSE. The followed investment policy will enable the Sub-Fund to increase overall return relative to the Nasdaq Biotech Index by active stock selection of companies, offering the most promising technology platform.

To achieve this investment objective, the Sub-Fund will take long positions in these shares issued mainly by US issuers, and only secondarily by European or Asian issuers. In order to lower overall risk the Sub-Fund will NOT invest in derivatives (such as single stock futures, index futures, warrants or options) to meet the Sub-Fund's investment objective. The Sub-Fund may use financial derivative instruments for the purpose of hedging currency risks only.

The Sub-Fund will NOT invest in shares/units of UCITS and/or other UCIs.

### Risk Profile

The Sub-Fund makes use of the relative VaR approach for the global exposure calculation. The reference portfolio is the Nasdaq Biotech Index and the internal limit is set at 200% of the reference portfolio.

The method used for the determination of the level of leverage of the Sub-Fund is based on the sum of the notionals of the derivatives used and the expected level of leverage is 0 (zero), as the Investment Manager of the Sub-Fund doesn't foresee the use of financial derivative instruments.

In case of future use of financial derivative instruments for hedging purpose, as foreseen in the Investment Objectives and Policy, the expected level of leverage is 100%.

## **Risk considerations linked to the investment policy of the Sub-Fund**

### *Biotechnology Sector risk*

Investment in the biotechnology sector may present a greater risk and a higher volatility than investment in a broader range of securities covering different economic sectors. In addition, these sectors may be subject to greater government regulation than other sectors and, as a result, changes to such government regulation may have a material adverse effect on these sectors. Such investments may therefore drop sharply in value in response to market, regulatory or research setbacks in addition to possible adverse effects from the competition of new market entrants, patent considerations and product obsolescence.

### *Equity risk*

The value of the Sub-Fund which invest in equity and equity related securities will be affected by economic, political, market and issuer specific changes. Such changes may adversely affect securities, regardless of Company specific performance. Additionally, different industries, financial markets, and securities can react differently to these changes. Such fluctuations of the Sub-Fund's value are often exacerbated in the short-term as well. The risk that one or more companies in the Sub-Fund's portfolio will fall, or fail to rise, can adversely affect the overall portfolio performance in any given period.

### *Foreign Currency risk*

Since the Company values the portfolio holdings of the Sub-Fund in EUR, changes in currency exchange rates adverse to this currency may affect the value of such holdings and each respective Sub-Fund's yield thereon.

Since the securities held by the Sub-Fund may be denominated in currencies different from its base currency, the Sub-Fund may be affected favourably or unfavourably by exchange control regulations or changes in the exchange rates between such reference currency and other currencies.

Changes in currency exchange rates may influence the value of the Sub-Fund's Shares, and also may affect the value of dividends and interests earned by the Sub-Fund and gains and losses realised by said Sub-Fund. If the currency in which a security is denominated appreciates against the base currency, the price of the security could increase. Conversely, a decline in the exchange rate of the currency would adversely affect the price of the security.

To the extent that the Sub-Fund or any Share Class seeks to use any strategies or instruments to hedge or to protect against currency exchange risk, there is no guarantee that hedging or protection will be achieved. Unless otherwise stated in any Sub-Fund's investment policy, there is no requirement that the Sub-Fund seeks to hedge or to protect against currency exchange risk in connection with any transaction.

### *Growth Stocks risk*

The Sub-Fund investing in growth stocks can be more volatile and may react differently to economic, political, market and issuer specific developments than the overall market. Historically, the prices of growth stocks have been more volatile than other securities, especially over short term periods of time. Growth stocks may also be more expensive, relative to their earnings, than the market in general. As such, growth stocks can experience greater volatility in reaction to changes in earnings growth.

### *Liquidity risk*

Reduced liquidity may have an adverse impact on market price and the Company's ability to sell particular securities when necessary to meet the Company's liquidity needs or in response to a specific economic event such as the deterioration in the creditworthiness of an issuer. The Management Company will ensure the overall liquidity of the securities held in the portfolio.

### *Market risk*

This is a general risk which affects all types of investment. Price trends are determined mainly by financial market trends and by the economic development of the issuers, who are themselves affected by the overall situation of the global economy and by the economic and political conditions prevailing in each country. Because the securities the Sub-Fund holds fluctuate in price, the value of your investment in the Sub-Fund will go up and down. You may not get back the amount you invested.

### *Small and mid-sized companies risk*

The stock prices of small and mid-sized companies can perform differently than larger, more recognised companies and have the potential to be more volatile. A lower degree of liquidity in their securities, a greater sensitivity to changes in economic conditions and interest rates, and uncertainty over future growth prospects may all contribute to such increased price volatility. Additionally, smaller companies may be unable to generate new funds for growth and development, may lack depth in management, and may be developing products in new and uncertain markets all of which are risks to consider when investing in such companies. These risks are typically increased for securities issued by smaller companies registered or performing a significant part of their activities in developing countries and Emerging Markets, especially as the liquidity of securities issued by companies in Emerging Markets may be substantially smaller than with comparable securities in industrialised countries.

## Shares and fees

<b>ISIN code</b>	LU0574993464	LU0574994512	LU1053929581
<b>Share Class</b>	Class A	Class B	Class C
<b>Subscription Fee</b>	Up to 3%	Up to 3%	Up to 3%
<b>Conversion Fee</b>	1%	1%	1%
<b>Redemption Fee</b>	0%	0%	0%
<b>Advisory Fee</b>	Up to 1,3% p.a.	Up to 2,5% p.a.	Up to 2,5% p.a.
<b>Management Company Fee</b>	Up to 0,40% p.a.	Up to 0,40% p.a.	Up to 0,40% p.a.
<b>Performance Fee</b>	20% HWM	20% HWM	20% HWM
<b>Administrative Agency Fee</b>	Up to 0,12% p.a. (EUR 30.000 min p.a.) for the Sub-Fund	Up to 0,12% p.a. (EUR 30.000 min p.a.) for the Sub-Fund	Up to 0,12% p.a. (EUR 30.000 min p.a.) for the Sub-Fund
<b>NAV currency</b>	EUR	EUR	USD
<b>Hedge</b>	N/A	N/A	N/A
<b>Dividend policy</b>	Capitalisation	Capitalisation	Capitalisation
<b>Minimum subscription amount and minimum holding requirements</b>	EUR 1.000.000,-	EUR 5.000,-	EUR 5.000,-

The Sub-Fund will issue Shares of three Share Classes depending of the category of the investors targeted:

Share Class A: Reserved to Institutional Investors and High Net Worth Individuals (HNWI), where:

- High Net Worth Individual means an individual with a net worth of at least 1.000.000 of EUR.

Share Class B and Class C: Opened to all type of investors.

If investors in Share Class A no longer fulfil the conditions of eligibility, the Management Company may convert their Shares, free of charge, into Share Class B.

## **Subscription of Shares**

### *Initial subscription period*

For both A and B Share Classes of the Sub-Fund SELECTRA INVESTMENTS SICAV – J. LAMARCK BIOTECH: from January 10, 2011 to January 21, 2011.

The initial Subscription Price: EUR 100

The payment date of the initial Subscription Price was fixed at January 21, 2011.

No subscription fee will be levied.

### *Subsequent subscription*

For all Share Classes of the Sub-Fund SELECTRA INVESTMENTS SICAV - J. LAMARCK BIOTECH, applications must be received by the Company no later than 5 p.m. Luxembourg time on the applicable Valuation Day.

Payment of the Subscription Price must be made in cleared funds on the third Business Day from the relevant Calculation Day. Should that third Business Day not be a bank business day compared to the reference currency of the relevant Sub-Fund the applicable payment day will be the following Business Day.

Any taxes and duties levied in connection with the subscription of Shares of the Company in certain countries (if any) shall be charged to the concerned investors.

## **Redemption of Shares**

For all Share Classes of the Sub-Funds SELECTRA INVESTMENTS SICAV - J. LAMARCK BIOTECH, redemptions must be received by the Company no later than 5 p.m. Luxembourg time on the applicable Valuation Day.

## **Conversion of Shares**

For all Share Classes of the Sub-Fund SELECTRA INVESTMENTS SICAV - J. LAMARCK BIOTECH, conversions must be received by the Company no later than 5 p.m. Luxembourg time on the applicable Valuation Day.

### Net Asset Value per Share

For the Sub-Fund SELECTRA INVESTMENTS SICAV - J. LAMARCK BIOTECH, the Net Asset Value per Share of the Company's assets is calculated each Business Day (Calculation Day), dated as of the preceding Business Day (Valuation Day), based on the closing prices as of such Valuation Day.

### Performance Fee

A Performance Fee of 20% of the increase in the Net Asset Value per Share of the Sub-Fund, taking subscriptions and redemptions into account, will be calculated in the following manner:

At the end of the first Performance Period, the Benchmark is the issue price per Share in the initial offer.

If the Net Asset Value per Share at the end of a Performance Period exceeds the Benchmark, a Performance Fee is payable. Subject to paragraph hereabove, in this case, the Benchmark for a Performance Period is the reported, final Net Asset Value per Share at the end of the previous Performance Period for which a Performance Fee was payable.

If the Net Asset Value per Share at the end of a Performance Period is lower than the Benchmark, no Performance Fee is payable. In this case, the Benchmark for the next Performance Period is the Benchmark for the previous Performance Period being the previous Performance Period for which a Performance Fee was payable.

When a Performance Fee is payable on Shares, it is calculated as the Net Asset Value per Share less the Benchmark multiplied by 20% multiplied by the average number of Shares in issue during the Performance Period. The average number of Shares in issue at the end of the Performance Period shall be deemed to include Shares which fall to be redeemed and exclude Shares which fall to be issued as at the end of the Performance Period.

The Performance Fee will be calculated and be taken into account in the calculation of the Net Asset Value per Share on each Valuation Day. Performance Fees payable to the Investment Adviser shall be accrued at each Net Asset Value per Share and shall be calculated and payable monthly in arrears.

**Where a Performance Fee is payable out of the Sub-Fund, it shall be calculated upon the increase in the Net Asset Value per Share calculated at the end of the relevant Performance Period. Net realised and unrealised capital gains plus net realised and unrealised capital losses as at the end of the relevant period will be taken into consideration. As a result, the Performance Fee may be paid on unrealised gains which may subsequently never be realised.**

## Appendix 2: ICAM FIRST

### ISIN

Share Class A: LU1184118112

Share Class B: LU1184130240

### Currency

The Net Asset Value per Share of this Sub-Fund is expressed in EUR.

### Profile of the typical investor

Investors who seek to invest mainly in equities, fixed income securities and money market instruments.

Investor who wish to participate in capital markets while being prepared to take the higher risks associated with such investments in order to maximise the return.

A medium term investment horizon is required in order to ride out potentially adverse market trends.

### Investment Objectives and Policy

The main objective of this Sub-Fund is to generate a capital growth and to provide income over the medium term by investing mainly in European and United States equities and fixed income securities.

The geographical areas of investments are the OECD countries with specific focus on European and United States markets.

To achieve this investment objective, the Sub-Fund may have a maximum exposure of investments up to 100% of its assets in either (i) debt and debt-related instruments issued by both governmental and non-governmental issuers, with a maximum of 30% of the net assets invested in high-yield or sub-investment grade securities, and (ii) equity and equity-related instruments.

In particular, the Sub-Fund shall invest in highly liquid securities, with a market capitalization generally above EUR 1 (one) billion.

The Sub-Fund may hold, in case of specific market conditions, up to 100% of its assets in cash or Money Market Instruments (i.e. cash and short term deposits, certificates of deposit and bills, money market funds).

The Sub-Fund may invest up to 40% of its total net assets in shares/units of UCITS and/or other UCIs (including ETF), of which up to 30% in shares/units of other UCIs.

Where the Sub-Fund invests in a UCITS and/or other UCIs linked to the Investment Manager of the Sub-Fund, the manager of the underlying UCITS respectively UCIs cannot charge subscription or redemption fees on account of the investment.

The aggregate maximum annual management fees that will be charged by the underlying UCITS in which the Sub-Fund invests is 3% of their aggregate net asset values per annum. The effective management fees charged to the Sub-Fund by the underlying UCITS will be disclosed in the Company's annual report.

In order to lower overall risk the Sub-Fund will NOT invest in derivatives (such as single stock futures, index futures, warrants or options) to meet the Sub-Fund's investment objective. The Sub-Fund may use financial derivative instruments for the purpose of hedging currency risks only.

## **Risk Profile**

The Sub-Fund makes use of the absolute VaR approach for the global exposure calculation. The internal limit is set at 5% of the NAV, calculated on a confidence interval at 99% and holding period equivalent of 1 month (20 business days).

The method used for the determination of the level of leverage of the Sub-Fund is based on the sum of the notionals of the derivatives used and the expected level of leverage is 0 (zero), as the Investment Manager of the Sub-Fund doesn't foresee the use of financial derivative instruments.

In case of future use of financial derivative instruments for hedging purpose, as foreseen in the Investment Objectives and Policy, the expected level of leverage is 20%.

## **Risk considerations linked to the investment policy of the Sub-Fund**

### *Equity risk*

The value of the Sub-Fund which invest in equity and equity related securities will be affected by economic, political, market and issuer specific changes. Such changes may adversely affect securities, regardless of Company specific performance. Additionally, different industries, financial markets, and securities can react differently to these changes. Such fluctuations of the Sub-Fund's value are often exacerbated in the short-term as well. The risk that one or more companies in the Sub-Fund's portfolio will fall, or fail to rise, can adversely affect the overall portfolio performance in any given period.

### *Foreign Currency risk*

Since the Company values the portfolio holdings of the Sub-Fund in EUR, changes in currency exchange rates adverse to this currency may affect the value of such holdings and each respective Sub-Fund's yield thereon.

Since the securities held by the Sub-Fund may be denominated in currencies different from its base currency, the Sub-Fund may be affected favourably or unfavourably by exchange control regulations or changes in the exchange rates between such reference currency and other currencies.

Changes in currency exchange rates may influence the value of the Sub-Fund's Shares, and also may affect the value of dividends and interests earned by the Sub-Fund and gains and losses realised by said Sub-Fund. If the currency in which a security is denominated appreciates against the base currency, the price of the security could increase. Conversely, a decline in the exchange rate of the currency would adversely affect the price of the security.

To the extent that the Sub-Fund or any Share Class seeks to use any strategies or instruments to hedge or to protect against currency exchange risk, there is no guarantee that hedging or protection will be achieved. Unless otherwise stated in any Sub-Fund's investment policy, there is no requirement that the Sub-Fund seeks to hedge or to protect against currency exchange risk in connection with any transaction.

### *Liquidity risk*

Reduced liquidity may have an adverse impact on market price and the Company's ability to sell particular securities when necessary to meet the Company's liquidity needs or in response to a specific economic event such as the deterioration in the creditworthiness of an issuer. The Management Company will ensure the overall liquidity of the securities held in the portfolio.

### *Market risk*

This is a general risk which affects all types of investment. Price trends are determined mainly by financial market trends and by the economic development of the issuers, who are themselves affected by the overall situation of the global economy and by the economic and political conditions prevailing in each country. Because the securities the Sub-Fund holds fluctuate in price, the value of your investment in the Sub-Fund will go up and down. You may not get back the amount you invested.

### *Fixed Income risks (Bonds, Debt Instruments and fixed Income securities)*

For funds which invest in bonds or other debt instruments, the value of those investments will depend on market interest rates, the credit quality of the issuer and liquidity considerations. The Net Asset Value of a fund invested in debt instruments will change in response to fluctuations in interest rates, perceived credit quality of the issuer, market liquidity and also currency exchange (when the currency of the investment is other than the base currency of the fund holding that investment). Some funds may invest in high yielding debt instruments where the level of income may be relatively high (compared to investment grade debt instruments); however the risk of depreciation and realisation of capital losses on such debt instruments held will be significantly higher than on lower yielding debt instruments.

### *Investment Funds risk*

A Fund's performance is directly impacted by the performance of any Investment Funds held by it. The ability of a Fund to achieve its investment goal is directly related to, in part, the ability of the Investment Funds to meet their investment goal. Investing in other Investment Funds may be more costly to a Fund than if the Fund had invested in the underlying securities directly. Shareholders of the Fund will indirectly bear the fees and expenses (including management and advisory fees and other expenses) of the underlying Investment Funds. As the Fund's allocations among the Investment Funds change from time to time, or to the extent that the expense ratios of the underlying funds change, the expenses borne by the Fund may increase or decrease. In addition, the determination of Net Asset Value of the Shares of any particular Investment Fund held by a Fund may be suspended under certain conditions as indicated in Appendix D ("Suspension of Calculation of Net Asset Value"). In the event this were to happen, it could impede the ability of a Fund to meet a redemption request. A Fund's investments in Investment Funds may subject the Fund to additional risks than if the Fund would have invested directly in the Investment Funds' underlying securities. These risks include the possibility that an unregistered fund or an ETF may experience a lack of liquidity that can result in greater volatility than its underlying securities. In addition, an ETF may trade at a premium or discount to its net asset value, as shares of an ETF are bought and sold based on exchanges on market values and not at the ETF's net asset value. Another risk of investing in Investment Funds is the possibility that one Investment Fund may buy the same securities that another Investment Fund sells. If this happens, an investor in the affected Fund would indirectly bear the costs of these transactions without accomplishing the intended investment purpose. Also, the Fund or the Investment Funds may hold common portfolio securities, thereby reducing the diversification benefits to the Fund.

### *New Sub-Fund*

The Sub-Fund has no operating history and an indeterminate amount of time may be required to achieve operating efficiency and profitable operations. No assurance can be given that the Sub-Fund will achieve its investment objectives and thus investment in the Sub-Fund entails a certain degree of risk.

### Changes in Applicable Law

The Company must comply with various regulatory and legal requirements as imposed by the jurisdictions under which it operates. Should any of those laws change over the life of the Company or the Sub-Fund, the regulatory and legal requirements to which the Company and the Shareholders may be subject, could differ materially from current requirements.

### Shares and fees

<b>ISIN code</b>	LU1184118112	LU1184130240
<b>Share Class</b>	Class A	Class B
<b>Subscription Fee</b>	Up to 3%	Up to 3%
<b>Conversion Fee</b>	1%	1%
<b>Redemption Fee</b>	0%	0%
<b>Management Company Fee</b>	Up to 0,07% with a minimum of EUR 10.000 p.a. for the Sub-Fund	Up to 0,07% with a minimum of EUR 10.000 p.a. for the Sub-Fund
<b>Management Fee</b>	Up to 0,14% with a minimum of EUR 20.000 p.a. for the Sub-Fund	Up to 0,14% with a minimum of EUR 20.000 p.a. for the Sub-Fund
<b>Advisory Fee</b>	Up to 0,30% p.a.	Up to 0,85% p.a.
<b>Distribution Fee</b>	Up to 0,30% p.a.	Up to 0,85% p.a.
<b>Administrative Agency Fee</b>	EUR 22.500 + up to 0,013% p.a. for the Sub-Fund	EUR 22.500 + up to 0,013% p.a. for the Sub-Fund
<b>NAV currency</b>	EUR	EUR
<b>Dividend policy</b>	Capitalisation	Capitalisation
<b>Minimum subscription amount and minimum holding requirements</b>	EUR 1.000.000,-	EUR 5.000,-

The Management Fee and the Advisory Fee are expressed as a percentage of the total net assets of the Sub-Fund and are calculated and payable at the end of each month respectively to the Investment Manager and the Investment Advisor, based on the total net assets of the Sub-Fund at the relevant Valuation Day.

The Management Company Fee and the Distribution Fee are expressed as a percentage of the total net assets of the Sub-Fund and are calculated and payable at the end of each month to the Management Company, based on the total net assets of the Sub-Fund at the relevant Valuation Day.

The Sub-Fund will issue Shares of two Share Classes depending of the category of the investors targeted:

Share Class A: Reserved to Institutional Investors and High Net Worth Individuals (HNWI), where:

- High Net Worth Individual means an individual with a net worth of at least 1.000.000 of EUR.

Share Class B: Opened to all type of investors.

If investors in Share Class A no longer fulfil the conditions of eligibility, the Management Company may convert their Shares, free of charge, into Share Class B.

## **Subscription of Shares**

### *Initial subscription period*

For both A and B Share Classes of the Sub-Fund SELECTRA INVESTMENTS SICAV – ICAM FIRST: from February 2<sup>nd</sup> 2015 to February 27<sup>th</sup> 2015.

The initial Subscription Price: EUR 100

The payment date of the initial Subscription Price was fixed at February 27<sup>th</sup> 2015.

No subscription fee will be levied.

### *Subsequent subscription*

For all Share Classes of the Sub-Fund SELECTRA INVESTMENTS SICAV - ICAM FIRST, applications must be received by the Company no later than 5 p.m. Luxembourg time on the applicable Valuation Day.

Payment of the Subscription Price must be made in cleared funds on the third Business Day from the relevant Calculation Day. Should that third Business Day not be a bank business day compared to the reference currency of the relevant Sub-Fund the applicable payment day will be the following Business Day.

Any taxes and duties levied in connection with the subscription of Shares of the Company in certain countries (if any) shall be charged to the concerned investors.

## **Redemption of Shares**

For all Share Classes of the Sub-Funds SELECTRA INVESTMENTS SICAV - ICAM FIRST, redemptions must be received by the Company no later than 5 p.m. Luxembourg time on the applicable Valuation Day.

## **Conversion of Shares**

For all Share Classes of the Sub-Fund SELECTRA INVESTMENTS SICAV - ICAM FIRST, conversions must be received by the Company no later than 5 p.m. Luxembourg time on the applicable Valuation Day.

## **Net Asset Value per Share**

For the Sub-Fund SELECTRA INVESTMENTS SICAV - ICAM FIRST, the Net Asset Value per Share of the Company's assets is calculated each Monday (Calculation Day), dated as of the preceding Business Day (Valuation Day), based on the closing prices as of such Valuation Day.