

FINALTIS FUNDS

Société d'Investissement à Capital Variable

Sub-fund FINALTIS FUNDS - DIGITAL LEADERS

PROSPECTUS
JULY 2017

FINALTIS FUNDS
Société d'Investissement à Capital Variable
R.C.S. Luxembourg No. B 70453

Board of Directors

Chairman

Mr. Christophe OLIVIER
Directeur Général
FINALTIS

Directors

Mr. Thierry RIGOULET
Membre du Conseil de Surveillance
FINALTIS

Mr. Benoît FLAMANT
Senior Advisor
FINALTIS

Mrs Anne-Marie GOFFINET
Conducting Officer
Degroof Petercam Asset Services – Luxembourg

Mr John PAULY
Managing Director
Banque Degroof Petercam Luxembourg S.A.

Registered office

12, rue Eugène Ruppert, L-2453 LUXEMBOURG

Management Company

DEGROOF PETERCAM ASSET SERVICES
12, rue Eugène Ruppert, L-2453 LUXEMBOURG

The Manager

FINALTIS S.A.S. (« FINALTIS »)
63, AVENUE DES CHAMPS-ÉLYSEES, F-75008

Custodian Bank,
Domiciliary Agent,
Administrative Agent,
Paying Agent and Transfer Agent

BANQUE DEGROOF PETERCAM LUXEMBOURG S.A.
12, rue Eugène Ruppert, L-2453 LUXEMBOURG

Auditor:

KPMG LUXEMBOURG SOCIETE COOPERATIVE
39, avenue John F. Kennedy, L-1855 LUXEMBOURG

This prospectus (the "Prospectus") is published within the scope of the ongoing share offer of the *Société d'Investissement à Capital Variable* FINALTIS FUNDS (hereafter the "Company").

FINALTIS FUNDS is on the official list of collective investment undertakings in accordance with Part I of the law of 17 December 2010 concerning UCI (hereinafter the "Law of 2010") Appearing on this list, however, does not require a Luxembourg authority to approve or disprove the adequacy or accuracy of this Prospectus or the securities portfolios held by the Company. Any declaration to the contrary would be unauthorised and illegal.

The Board of Directors of the Company has taken all necessary precautions to ensure that on the issue date of this Prospectus, all important issues covered herein are exact and accurate. All of the directors accept their responsibilities in this regard.

No one may rely on any information other than the information set out in the Prospectus and in the documents referred to in the Prospectus. Any information not contained in this Prospectus or in the reports that form an integral part hereof should be considered unauthorised. The information contained in the Prospectus is believed to be pertinent on its publication date. The information may be updated to account for significant changes that take place from the time of publication. To this end, it is recommended that all potential subscribers contact the Company to enquire about the publication of any subsequent prospectus.

Potential share subscribers are invited to inform themselves personally and seek advice from their banker, foreign exchange agent, legal adviser, accountancy or tax advisor for full information about any legal, tax or other consequences relating to the foreign exchange controls or restrictions to which share subscription, possession, redemption, conversion or transfer operations may be subject, by virtue of the applicable laws in their countries of residence or the countries in which they are domiciled or established.

The Prospectus cannot be used for the purpose of proposing offers or canvassing sales in any territory and in any circumstance in which such offers or canvassing is unauthorised. All potential share subscribers who receive a copy of the Prospectus or subscription form in a territory other than the Grand Duchy of Luxembourg cannot consider these documents to be an invitation to buy or subscribe to the shares unless, in this territory, such invitation is completely lawful, with no registration formalities or others or unless, for this person to comply with the applicable legislation in the territory in question, he/she obtains all necessary governmental or other authorisations and completes all applicable formalities, if relevant. The shares are not registered in accordance with the United States Securities Act of 1933. They therefore cannot be offered or sold in any way to the United States of America, including its territories, or offered or sold to nationals of the United States of America or to their profit, insofar as the term "National of the United States of America" is defined in article 11 of the Company's Articles of Association (the "Articles of Association").

Processing personal data

Certain personal data concerning investors (such as, but not limited to, the name, address and amount invested by each investor) may be collected, recorded, stored, adapted, transferred or processed and used by the Company, the Management Company, the Administrative Agent, the Custodian, the Transfer Agent and any other person providing services to the Company and the financial intermediaries of these investors.

Such data may notably be used within the context of accounting and managing the payments of distributors, for the identification obligations required by the legislation on combating money laundering and the financing of terrorism, keeping the registered share ledger, processing subscription, redemption and conversion orders and for the payment of dividends to shareholders and targeted services provided to clients, and identification for tax purposes, where relevant, pursuant to the European savings directive or for the purpose of compliance with the FATCA (Foreign Account Tax Compliance Act). This data will not be transmitted to unauthorised third parties.

The Company may delegate the processing of personal data to another entity (the "Delegate") (such as the Administrative Agent, Transfer Agent etc.). The Company undertakes not to transmit such personal data to unauthorised third parties, or rather third parties other than the Delegate, unless this is required by law or has the prior agreement of the investors.

All investors are entitled to access their personal data and may request corrections should the data be inaccurate or incomplete.

For the purpose of complying with the FATCA provisions, the Company may be required to communicate to the US tax authorities, through the Luxembourg tax authorities, personal information related to specified US persons, non-participating FFI, and passive non-foreign financial entities (passive NFFE) controlled by one or more specified US persons.

By subscribing to the shares of the Company, all investors agree to their personal data being processed in this way.

Any reference the Prospectus makes to the Euro relates to the currency of the Member States of the European Union participating in the single currency. Any reference the Prospectus makes to the USD relates to the legal currency of the United States of America. When the net asset value of a sub-fund or one of its shares is expressed in Euro, this currency only translates the value of the underlying portfolio. Uninvested assets are not necessarily subject to Euro deposits. The reference currency of the sub-funds or classes may not be the same as the currencies in which investments are made.

A reference in the Prospectus to a Member State refers to a Member State of the Europe Union or a State which is party to the agreement on the European Economic Area.

Under the aforementioned conditions, copies of the Prospectus are available from:

FINALTIS FUNDS
12, rue Eugène Ruppert
L - 2453 LUXEMBOURG

FINALTIS
63, avenue des Champs-Élysées
F - 75008 PARIS

The shares of the various sub-funds are subscribed to on the basis of the information contained in the Prospectus and the key investor information document (the "KIID"). The KIID is a pre-contractual document which contains key investor information. It includes the appropriate information on the principal characteristics of each class of a given sub-fund

If you intend to subscribe to the shares you must first read the KIID carefully with the Prospectus and its fact sheets which include specific information on the investment policies for various sub-funds and consult the latest semi-annual reports published by the Company, copies of which are available from the website <http://funds.degroofpetercam.lu/>, from local agents or companies which distribute the Company's shares, where applicable, and can be obtained on request free of charge from the registered office of the Company or the registered office of the Company.

CONTENTS

	Page
The Company	6
The Management Company	8
The Manager	8
The Custodian and Paying Agent	10
Domiciliary Agent, Administrative Agent and Transfer Agent	11
Investment Objectives, Policies and Restrictions	11
The shares	23
Issue of shares	25
Redemption of shares	27
Conversion of shares	28
Calculation and publication of the net asset value of the shares, issue prices redemptions prices and conversions prices of the shares	29
Temporary suspension of the calculation of the net asset value of the shares, issues, redemptions and conversions of shares	30
Information for shareholders	31
Payments and distributions	31
Taxation of the Company and its shareholders	32
Charges and fees	35
Liquidation of the Company – Closure and merger of the sub-funds	37
Annex I: Extracts from the Articles of Association	39
Annex II: Miscellaneous	45

THE COMPANY

FINALTIS FUNDS (the “Company”) is a *Société d’Investissement à Capital Variable* (open-ended investment company – “SICAV”) incorporated in Luxembourg and under Luxembourg law on 9 July 1999 for an indefinite period as a public limited company. The Company is subject to the amended law of 10 August 1915 concerning commercial companies and the law of 2010, and is subject to Part I thereof.

The Company’s registered office is at L-2453 Luxembourg, 12, rue Eugène Ruppert.

The minimum share capital of the Company is 1,250,000 Euro. The capital is represented by fully-paid no-par-value shares.

The founding shareholders formed the Company by investing an initial amount of 40,000 Euro, represented by 40 accumulation shares from the FINALTIS FUNDS - DIGITAL LEADERS sub-fund.

The Articles of Association were published in Mémorial C, Recueil Spécial des Sociétés et Associations (the “Mémorial”) on 10 August 1999 and were filed with the Registry of the Luxembourg District Court with the legal notice relating to the issue and sale of shares. The Articles of Association were successively amended on 9 April 2001, 10 November 2003, 3 January 2006, 22 May 2012 and 1st October 2013. The amendments were published in the Mémorial on 15 May 2001, 27 November 2003 and 31 January 2006 and 2 July 2012. (NB: the publication in the Mémorial of the amendments decided on 1st October 2013 was pending on the date of publication of this prospectus). Any interested party may visit the registered office of the Company and the Trade and Companies Registry in Luxembourg (www.rcsl.lu) to consult and obtain a copy of the coordinated Articles of Association

The Company is recorded in the Register of Companies of Luxembourg under number B 70453.

The central administration of the Company is in Luxembourg.

As a *Société d’Investissement à Capital Variable*, the Company can issue and redeem its shares at prices based on the applicable net asset value, as referred to in the section – “Calculation and publication of the net asset value of the shares, issue prices, redemption prices and conversion prices of shares” further below.

In accordance with the Articles of Association, shares can be issued, at the choice of the Board of Directors, in different sub-funds of the Company’s assets. Within each sub-fund, shares can be different share classes and, within these, different categories.

A different pool of assets is created for each sub-fund and invested in line with the investment objective applicable to the sub-fund in question. The Company is designed as an umbrella UCITS permitting investors to choose from various investment objectives and thus invest in one or more sub-funds of the Company’s assets.

The Board of Directors may, at any time, decide to issue shares from other sub-funds with different investment objectives to those of the sub-funds currently planned or open.

At the time of issue of this Prospectus, there is one sub-fund open to investors:

FINALTIS FUNDS- DIGITAL LEADERS

When new sub-funds are created, the Prospectus will be amended accordingly with detailed information about the new sub-funds. The Board of Directors may also decide to merge the sub-funds of the Company. The Articles of Association stipulate that the sub-funds can also be closed at the decision of the Board of Directors, which is notified to the shareholders concerned.

The share capital of the Company will, at all times, be equal to the value of the net assets of all of the sub-funds combined. The consolidation currency of all sub-funds will be the Euro.

For each sub-fund, the Board of Directors may, at any time, decide to issue different share classes, the assets of which will be collectively invested in line with the specific investment policy of the sub-fund. A special fee and hedging structure, however, or other particular features will be applied differently to each class. The Board of Directors may also resolve to cease the issue of one or other of these types of shares at any time.

The FINALTIS FUNDS - DIGITAL LEADERS sub-fund offers five different classes of shares, which are distinguished on the basis of the investor type, the reference currency, the applicable management fees and the hedging policy, as defined in the section – “The shares” further below:

- shares of the “I” class for institutional investors;
- shares of the “R” class for individuals and legal entities;
- shares of the “D” class for individuals and legal entities which grant a dividend distribution;
- shares of the “RH” class denominated in Euro for individuals and legal entities;
- shares of the “USD” class denominated in USD for individuals and legal entities.

A management technique is applied to the “RH” class of shares denominated in Euro to give the best possible hedging cover against foreign exchange risk connected with the US dollar and currencies strongly correlated to the US dollar. The foreign exchange hedging technique consists of a periodic rollover of Euro/USD forward exchange contracts.

The assets of the share classes of the various sub-funds are invested collectively in line with the specific investment policy of the sub-fund. A different management fee (see the section – “Charges and Fees” further below) and, where applicable, a different reference currency or hedging policy, however, is applied to each share class.

Within each share class, the Board of Directors can decide, at any time, to issue accumulation shares or income shares. The Board of Directors may also decide to cease the issue of one or other of these categories of shares.

The rights pertaining to income shares and accumulation shares are described further below in the section – “The shares”.

All shareholders holding income shares of any of the sub-funds or share classes can, within the given sub-fund or share class, convert them into accumulation shares, and vice versa. All shareholders are also entitled to switch from one sub-fund to another and apply to have their shares in a given sub-fund converted to shares in another sub-fund. The share conversion conditions and procedures are described further below in the section – “Conversion of shares”.

All shareholders may apply for their shares to be redeemed by the Company, based on the conditions and procedures described further below in the section – “Redemption of shares”.

A subscription form may be found in the annex to the Prospectus.

The shares of the sub-funds, share classes and categories can, on the decision of the Board of Directors, be listed on the Luxembourg Stock Exchange.

THE MANAGEMENT COMPANY

The broadest powers are conferred upon the Board of Directors of the Company to act in any circumstance in the name of the Company, notwithstanding the powers expressly attributed by law to the General Meeting of Shareholders.

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

For the management and implementation of these investment policies and the administration and marketing of the Company, the Board of Directors of the Company has appointed a management company subject to Chapter 15 of the Law of 2010 DEGROOF PETERCAM ASSET SERVICES - LUXEMBOURG (hereafter the “Management Company”).

DEGROOF PETERCAM ASSET SERVICES - LUXEMBOURG is a public limited company incorporated under Luxembourg law, formed for an indefinite period in Luxembourg on 20 December 2004. Its registered office is at 12, rue Eugène Ruppert, L-2453 Luxembourg. Its subscribed and paid-up share capital is 2,000,000 Euro. Its principal object is the collective management of UCITS, approved as per directive 2009/65/EC and the management of other UCI. The UCITS and UCI collective management activities include portfolio management, administration and marketing. It can also provide discretionary investment portfolio management services for other institutional customers.

A collective portfolio management framework agreement was entered into by DEGROOF PETERCAM ASSET SERVICES and the Company for an indefinite period. Under the terms of this agreement, the Management Company provides a different portfolio management service for each operational sub-fund of the Company, tasks linked to the central administration of the Company and the marketing of the Company. The Management Company, under its own responsibility, has delegated the management of the different sub-funds to FINALTIS, and the central administration of the Company to BANQUE DEGROOF PETERCAM LUXEMBOURG S.A.

The following people sit on its Board of Directors:

- Mr Johny Pauly, Chairman of the Board of Directors
- Mrs Sandra Reiser, Managing Director
- Mr Hugo Lasat, Director
- Mr Patrick Wagenaar, Director
- Mr Vincent Planche, Director
- Mr Jean-Michel Gelhay, Director.

THE MANAGER

The Management Company has delegated the management of the sub-funds to FINALTIS (the "Manager").

To this end, a management agreement was entered into by the Company and FINALTIS for an indefinite period. Under the terms of this agreement, FINALTIS is responsible for the everyday management of the portfolio assets of each sub-fund and ensuring that the management procedures specific to each sub-fund are implemented.

In return for the services described above, at the end of each month, the Management Company pays the Manager, at the cost of the Company, an annual fee of

FINALTIS FUNDS - DIGITAL LEADERS sub-fund

- 1.20% (including taxes) applicable to "I" class
- 1.20% (including taxes) applicable to "USD" class
- 2.20% (including taxes) applicable to "R" class
- 2.20% (including taxes) applicable to "RH" class
- 1.00% (including taxes) applicable to "D" class

The Manager shall receive directly from the Management Company, responsible for the Company, a performance fee payable annually (at each Company financial year-end) equal to 15% (plus VAT, where applicable) of the outperformance of each asset class in the **FINALTIS FUNDS – Digital Leaders sub-fund** (with the exception of the "D" class) versus the sub-fund's benchmark index MSCI World DNR (Bloomberg ticker: NDDUWI) (hereinafter referred to as the "**Index**").

The Index shall be expressed in USD for the "USD" and "HR" classes and shall be converted to euros for the "I" and "R" classes.

An outperformance is recognised when the net asset value ("**NAV**") of all asset classes concerned is higher than the Index, and exceeds the Index's annual performance.

The sub-fund shall pay 15% of the outperformance calculated between the positive performance of the asset class concerned and the annual positive performance of the Index during the financial year under consideration.

For each asset class, the NAV per share shall be calculated by reference to a high water mark. For the financial year during which calculation of the performance fee is introduced, and for each asset class concerned, the first high water market will be the NAV corresponding to 31 December 2013 (the "**first high water mark**"), and the Index used for comparison purposes shall also have 31 December 2013 as its year-end closure date.

For the years that follow, the high water mark shall be equal to the higher of:

- (i) the highest previous NAV on which a performance fee was paid, and
- (ii) the first high water mark.

An annual performance fee shall be payable only if the last NAV per share calculated for the year under consideration is higher than the high water market applicable at that date.

A provision for the performance fee amount shall be booked on each Valuation Date based on the number of outstanding shares for each class concerned in the sub-fund at the time of calculation of the NAV per share for the Valuation Date concerned.

If shares are redeemed before the end of a calculation period (i.e. the year under consideration), any provision for performance fees recognised in relation to the shares to be redeemed shall be paid to the Manager at the end of the year under consideration during which redemption took place.

FINALTIS is a *société par actions simplifiée* incorporated under French law with a fully-paid share capital of 2.210.094,35 Euros. The company was incorporated on 5 June 2001 in Paris (Register of Companies of Paris B 438.026.098).

FINALTIS is a company providing third party portfolio management services and is approved by the Financial Markets Authority (Approval no. GP 03000025). FINALTIS relies on an experienced team in quantitative research, fundamental analysis, asset allocation and risk control to offer active and innovative management on smart beta, risk premium or equity-based approaches.

THE CUSTODIAN AND PAYING AGENT

Banque Degroof Petercam Luxembourg SA has been appointed as depositary of the SICAV (hereinafter the 'Depositary') within the meaning of article 33 of the Law of 2010.

Banque Degroof Petercam Luxembourg S.A. is a *société anonyme* incorporated under the laws of Luxembourg. It was incorporated in Luxembourg on 29 January 1987 for an indefinite term under the name of Banque Degroof Luxembourg S.A. Its registered office is located at 12 Rue Eugène Ruppert, L-2453 Luxembourg, and it has engaged in the banking business since its incorporation. As of 31st December 2015, it had Tier 1 regulatory equity of EUR 225.864.929,-.

The Depositary performs its duties pursuant to a depositary agreement entered into for an indefinite term between Banque Degroof Petercam Luxembourg S.A. and the SICAV.

Pursuant to this agreement, Banque Degroof Petercam Luxembourg S.A. also acts as paying agent with respect to provide financial servicing for the SICAV's shares.

The Depositary performs its duties and tasks as prescribed by Luxembourg laws and particularly the duties set out in articles 33 to 37 of the Law of 2010.

The Depositary shall act honestly, fairly, professionally, independently and solely in the interest of the SICAV and the investors of the SICAV.

The Depositary shall not carry out activities, with regard to the SICAV or the Management Company on behalf of the SICAV, that may create conflicts of interest between the SICAV, the shareholders and the Management Company. An interest is a source of a benefit of any kind whatsoever and a conflict of interest is a situation in which the interest of

the Depositary during performance of its activities conflicts with the interest of the SICAV, the shareholders and/or the Management Company.

The Depositary may provide the SICAV, directly or indirectly, with a wide range of banking services in addition to the depositary services.

The provision of additional banking services, as well as the capital links between the Depositary and some service providers and/or governing bodies of the SICAV, may lead to potential conflicts of interests between the Depositary and the SICAV.

Situations that may give rise to a potential conflict of interest during performance of the Depositary's activities may include the following:

- the probability that the Depositary will make a financial gain or avoid a financial loss, at the SICAV's expense;
- the Depositary's interest while it performs its activities is not the same as the SICAV's interest;
- financial or other reasons exist that might encourage the Depositary to act in the interest of a client rather than in the interest of the SICAV;
- the Depositary receives or will receive a benefit in connection with the performance of its activities, other than its usual fees, from a counterparty other than the SICAV;
- some members of the staff of Banque Degroof Petercam Luxembourg S.A. are members of the SICAV's board of directors;
- the Depositary and the Management Company are linked, directly or indirectly, to Banque Degroof Petercam S.A. and some members of the staff of Banque Degroof Petercam S.A. are members of the Management Company's board of directors;
- the Depositary also acts as central administration agent of the SICAV;
- the Depositary delegates the safekeeping of certain assets of the SICAV to a number of sub-custodians;
- the Depositary may provide additional banking services beyond the depositary services.

The Depositary may perform these activities provided it has put in place functional and organisational barriers to separate performance of its tasks as Depositary from its other potentially conflictual tasks, and the potential conflicts of interest are duly and properly identified, managed, monitored and disclosed to the SICAV shareholders.

In order to identify, prevent and minimize conflicts of interest that may arise, the conflict of interest procedures and measures put in place by the Depositary include practical measures to ensure that if a conflict of interest arises the Depositary's interest is not unfairly prioritised.

Especially:

- staff members of Banque Degroof Petercam Luxembourg S.A. which are members of the SICAV's board of directors will not interfere in the management of the SICAV which remains delegated to the Management Company which will ensure it, or delegate it, following its own procedures, rules of conduct and staff;
- none of the staff of Banque Degroof Petercam Luxembourg S.A., performing or participating in the safekeeping, oversight and/or cash flow monitoring functions can be a member of the Board of the SICAV.

The Depositary publishes on the following website, <http://www.degroof.lu/?lang=en#/page/investisseur-institutionnel/uci-establishment-and-administration>, the list of delegates and sub-delegates it uses.

The selection and monitoring process of sub-custodians is handled in accordance with the Law of 2010. The Depositary monitors any potential conflicts of interests that may arise with sub-delegates. At present, the Depositary therefore confirms that no situation of conflicts of interest with any delegates or sub-delegates could be identified.

When, despite the measures in place to identify, prevent and minimize conflicts of interest that may arise with the Depositary, such a conflict arises, the Depositary shall at all times comply with its legal and contractual obligations to the SICAV. If a conflict of interest was likely to significantly and adversely affect the SICAV or the shareholders of the SICAV and cannot be resolved, the Depositary shall duly inform the SICAV, which will take appropriate action.

Updated information relating to the Depositary may be obtained by shareholders upon request.

THE DOMICILIARY AGENT, ADMINISTRATIVE AGENT
AND TRANSFER AGENT

The Management Company has delegated the execution of central administrative tasks to BANQUE DEGROOF PETERCAM LUXEMBOURG S.A.

To this end, a service agreement for UCI was entered into by the Management Company and BANQUE DEGROOF PETERCAM LUXEMBOURG S.A. for an indefinite period. Under the terms of this agreement, BANQUE DEGROOF PETERCAM LUXEMBOURG S.A. acts as Domiciliary Agent, Administrative Agent and Transfer Agent of the Company. Within this context, it carries out the administrative duties required by Luxembourg law, such as keeping the accounts, the company books and the registered share ledger. It is also responsible for the periodic calculation of the net asset value per share in each sub-fund.

The Management Company pays BANQUE DEGROOF PETERCAM LUXEMBOURG S.A., at the cost of the Company, a remuneration payable quarterly based on the net assets of the different sub-funds of the Company (see the section – “Charges and fees” further below).

INVESTMENT OBJECTIVES, POLICIES AND RESTRICTIONS

1. General provisions

Objectives of the Company

The Company aims to offer its shareholders investments in a selection of transferable securities and other eligible financial assets with a view to achieving the highest possible return on its assets and a high degree of liquidity. The choice of the assets has no geographical restrictions or limitations regarding the type of transferable securities and other eligible financial assets chosen or the currencies in which these are denominated. The only restrictions are the applicable investment restrictions. The investment policy, and more specifically the investment period, will be based on the political, economic, financial and monetary situations at that time.

Investment policy of the Company

The Company aims to achieve this objective principally by actively managing the portfolios of eligible financial assets. In observance of the conditions and limits set out in sections 3 to 5 below, and in line with the investment policy of each sub-fund defined further below, the eligible financial assets can consist of transferable securities, money-market instruments, units in UCITS and/or UCI, bank deposits and/or financial derivatives.

The investments of each sub-fund of the Company will consist of transferable securities, diversified internationally if applicable, but with different proportions of fixed income securities and shares (or securities with a similar risk). The objective is to offer investors a choice of portfolios with different degrees of risk and therefore a long-term overall yield prospect in line with the degree of risk accepted.

Each sub-fund may (a) invest in derivative instruments with a view to both achieving the investment objectives and for the purpose of hedging and good portfolio management and (b) use techniques and instruments relating to transferable securities and money market instruments for the purpose of good portfolio management, based on the conditions and within the limits set down in law, the regulations and administrative practice and subject to observing the restrictions set down in sections 2 “Investment objectives and policies of the different sub-funds”, 3 “Eligible financial assets”, 4 “Investment restrictions” and 5 “Investment instruments and techniques” below.

All sub-funds may resort to derivative financial instruments, including notably:

- derivative financial instruments linked to market movements such as call and put options, swaps or futures on securities, indices, baskets of securities or any kind of financial instrument;
- derivative financial instruments linked to currency fluctuations such as forward exchange contracts, put and call options on currencies, currency swaps and currency futures.

Each of the Company's sub-funds must ensure that its overall derivatives exposure does not exceed the total net value of its portfolio.

Overall exposure is a measurement designed to limit the leverage generated for each sub-fund by using derivatives. The method used to calculate overall exposure for each sub-fund of the Company is the 'commitment method'. The commitment method entails converting positions in derivatives into equivalent positions in underlying assets and then aggregating the market value of these equivalent positions.

According to the commitment methodology, the maximum level of derivative leverage is 100%.

However, if market conditions justify it, each sub-fund may be invested up to 100% of its net assets in cash, in forward deposits, interest rate or money-market products such as bonds, money-market instruments traded on regulated markets and for which the residual term does not exceed 12 months, cash UCITS and UCI. The sub-fund shall, however, take care to avoid any excessive concentration of its assets in only one other cash UCITS or UCI and, in general, to obey the investment restrictions and risk spreading rules set out in section 4 below. There is no restriction regarding the issue currency of these securities. Forward deposits and cash holdings, however, may not exceed 49% of the net assets of the sub-fund; forward deposits and cash holdings with any counterparty, including the Custodian, may not exceed 20% of the net assets of the sub-fund.

Risk profile of the Company

The assets of each sub-fund are subject to market fluctuations and to the risks inherent in all investments in transferable securities.

No guarantee can be given that the Company's objective will be achieved and investors will recover the amount of their initial investment.

The conditions and limits set out in sections 3 to 5 below, however, aim to ensure that the portfolios are sufficiently diversified so as to reduce these risks.

Investors wishing to examine the historic performance of the sub-funds are invited to consult the KIID(s) relating to the sub-fund in question. Investors are advised of the fact that this information in no way constitutes an indicator of the future performance of the different sub-funds of the Company.

The investment objectives and policies determined by the Board of Directors, the risk profile and the investor profile are as follows for each of the sub-funds.

2. Investment objectives and policies, risk profile and investor profile of the different sub-funds

Sub-fund FINALTIS FUNDS - DIGITAL LEADERS

General:

A minimum of 60% of the sub-fund is invested in international shares of companies active in the field of the global digital economy. The fund may also hold cash assets and short-term interest rate instruments on an ancillary basis.

The sub-fund may also invest a maximum of 10% of its net assets in UCITS or UCI with the proviso that such UCITS and UCI may be tracker funds and/or ETFs within the meaning of article 1 paragraph (2) sub-paragraphs a) and b) of Directive 2009/65/EC, regulated, open-end and diversified with a comparable risk distribution to Luxembourg UCITS classified under Part I of the Law of 2010 and which satisfy the conditions set in article 41 e) of the Law of 2010.

The sub-fund may employ a management technique to hedge as far as possible against the foreign exchange risk arising from the currencies held in the portfolio via forward foreign exchange contracts. The sub-fund may also use this management technique for investment purposes.

The sub-fund may in order to hedge against movements in the markets and for investment purposes use eligible financial derivative instruments within the meaning of chapter 3 point h) below, traded on a regulated market such as futures and options.

The net asset value is expressed in EUR.

The assets of the sub-fund are subject to market fluctuations and the risks inherent to any equity investment.

Object of investment:

Management, relying on a fundamental approach to the global digital economy, selects the most rewarding investment objects across a range of companies. The sub-fund favours companies, regardless of the sector, with a structural growth driver that is decorrelated from the economy due to its position as a key player in the digital transition. The management team relies on qualitative and quantitative models developed in house. This "stock picking" management is used to build up a convictions portfolio, selecting companies according to quality and growth criteria.

Objectives – Investor profile:

To obtain significant capital growth over a long period (5 years). The sub-fund gives preference to companies operating in the global digital economy sector which are catalysts for the digital economy.

3. Eligible financial assets

The investments of the various sub-funds of the Company must only consist of one or more of the following components:

Securities and money market instruments

- a) transferable securities and money-market instruments quoted or traded on a regulated market, as recognised by its Member State of origin and registered on the list of regulated markets published in the Official Journal of the European Union ("EU") or on its official web site (hereafter the "Regulated Market");
- b) transferable securities and money market instruments traded on another regulated market of a Member State, which operates on a regular basis and is recognised and open to the public;
- c) transferable securities and money-market instruments officially listed on a stock exchange of a State that does not form part of the EU or traded on another market of a State that does not form part of the EU that is regulated, functions properly and is recognised and open to the public, provided the choice of stock exchange or market is stipulated in the Company's formation documents;
- d) transferable securities and money-market instruments that are newly issued, provided that (i) the issue conditions include an undertaking that an application for admittance on an official listing of a stock exchange or another regulated market that functions properly and is recognised and open to the public is made, provided the choice of stock exchange or market is stipulated in the Company's formation documents and that (ii) the listing is obtained no later than one year after the issue;
- e) money-market instruments other than those traded on a regulated market providing the issue or issuer of these instruments are, themselves, subject to legislation protecting investors and savings, and that these instruments are:
 - issued or guaranteed by a central, regional or local authority, by a central bank of a Member State, by the European Central Bank, by the EU or by the European Investment Bank, by 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 organisation to which the Member State(s) belong(s), or
 - issued by a company whose securities are traded on the regulated markets set out in points a), b) and c) above; or

- issued or guaranteed by an establishment subject to prudential supervision in line with the criteria defined by Community law, or by an establishment subject to, and complying with, prudential rules that the financial sector supervisory committee (hereafter the "CSSF") believes to be at least as strict as those provided for in Community legislation; or
- issued by other entities belonging to the categories approved by the CSSF, provided that investments in these instruments are subject to investor protection rules that are equivalent to those set out in the first, second or third points, and that the issuer is either a company with a shareholder's equity of at least ten million Euro (10,000,000 Euro), which presents and publishes its annual accounts in accordance with fourth directive 78/660/EEC, or an entity whose business, within a group of companies including one or more quoted companies, is given over to the financing of the group or an entity whose business is given over to the financing of securitisation vehicles that benefit from a banking liquidity line.

All sub-funds of the Company can also invest up to a maximum of 10% of their net assets in transferable securities and money-market instruments other than those set out in points a) to e) above.

Units in collective investment undertakings

- f) shares in undertakings for collective investment in transferable securities ("UCITS") approved in accordance with directive 2009/65/EC and/or other UCI within the meaning of article 1 (2), points a) and b) of the directive 2009/65/EC, irrespective of whether or not these are established in an EU Member State, subject to the proviso that:
- these other UCI are approved in accordance with legislation stipulating that these undertakings are subject to supervision that the CSSF believes to be equivalent to that stipulated by Community legislation and that cooperation between the authorities is sufficiently guaranteed;
 - the level of protection guaranteed to unitholders in these other UCI is equivalent to that provided for the unitholders of a UCITS and, in particular, that the rules on asset segregation, borrowing, lending and short-selling of transferable securities and money market instruments are equivalent to the requirements of Directive 2009/65/EC;
 - the activities of these other UCI are reported in semi-annual and annual reports that permit the assets and liabilities, revenues and operations for the period in question to be valued;
 - the proportion of assets which the UCITS or other UCI which are being considered for purchase, may invest in total, in accordance with their management regulations or documents of incorporation, in units of other UCITS or other UCI, does not exceed 10%.

Deposits with a credit institution

- g) deposits with credit institutions which are repayable on demand or have the right to be withdrawn, and maturing in no more than 12 months, provided that the credit institution has its registered office in a Member State or, if the registered office of the credit institution is situated in 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.

Financial derivative instruments

- h) financial derivative instruments, including similar instruments giving rise to a cash settlement, that are traded on a regulated market of the type referred to in points a), b) and c) above, and/or financial derivatives traded over-the-counter ("OTC derivatives"), subject to the proviso that:
- the underlying consists of the instruments described in points a) to g) above, financial indices, interest rates, foreign exchange rates or currencies in which the Company may invest according to its investment objectives, as stated in the Company's documents of incorporation;
 - the counterparties to OTC derivative transactions are institutions subject to prudential supervision and belonging to the categories approved by the CSSF; and

- the OTC derivatives are the object of a reliable valuation that can be verified on a daily basis and can, at any time and at the initiative of the Company, be sold, liquidated or closed on a symmetrical transaction at their fair value.

The Company may hold cash assets on an ancillary basis.

4. Investment restrictions

Securities and money market instruments

1. The Company is prohibited from investing its net assets in transferable securities and money-market instruments of a single issuer, in a proportion that exceeds the limits fixed below, on the understanding that (i) these limits must be complied with in each sub-fund and (ii) companies that are grouped together for the purpose of account consolidation are considered as one single entity for the calculation of the limitations described in points a) to e) below.

- a) A sub-fund cannot invest more than 10% of its net assets in the transferable securities or money-market instruments issued by the same entity.

Furthermore, the total value of the transferable securities and money-market instruments that the sub-fund with issuers in which it invests more than 5% of its net assets cannot exceed 40% of the value of its net assets. This limit does not apply to deposits with financial institutions subject to prudential supervision and to OTC derivative transactions with these institutions.

- b) A single sub-fund can cumulatively invest up to 20% of its net assets in the transferable securities and money-market instruments of any single group.

- c) the 10% limit specified in point a) above may be raised to a maximum of 35% if the transferable securities or money market instruments are issued or guaranteed by a Member State, by its local authorities, by a non-Member State of the EU or by public international bodies to which one or more Member States belong.

- d) The 10% limit referred to in point a) above can be increased to a maximum of 25% for certain bonds when they are issued by a credit institution with its registered office in an EU Member State and which is legally subject to a specific public supervision by the public authorities for the purpose of protecting the bondholders. In particular, sums deriving from the issue of these bonds must be invested, in conformity with the law, in assets which, during the whole period of validity of the bonds, are capable of covering the claims attached to the bonds and which, in case of bankruptcy of the issuer, would be used on a priority basis for the repayment of the principal and the payment of the accrued interest.. If a sub-fund invests more than 5% of its net assets in the above-mentioned bonds issued by a single issuer, the total value of these investments cannot exceed 80% of the value of its net assets.

- e) The transferable securities and money market instruments referred to in points c) and d) above shall not be taken into account for the purpose of applying the limit of 40% referred to in point a) above.

- f) By way of a departure, any sub-fund is authorised to invest, as per the risk spreading principle, up to 100% of its net assets in different transferable securities and money-market instruments issued or guaranteed by an EU Member State, by its regional authorities, by a State that forms part of the OECD, by Singapore, Brazil, Russia, Indonesia, South Africa or by public international organisations to which one or more EU Member States belong(s).

If a sub-fund exercises this last option, it must then hold securities belonging to at least 6 different issues, and securities belonging to any single issue must not exceed 30% of the total amount of the net assets.

- g) Without prejudice to the limits set out in point 7 below, the 10% limit stated in point a) above can be increased to a maximum of 20% for investments in shares and/or debt securities issued by any single entity when the objective of the sub-fund's investment policy is to reproduce the composition of a precise share or debt securities index that is recognised by the CSSF, on the basis of the following:

- the composition of the index is sufficiently diversified,
- the index represents an adequate benchmark for the market to which it refers,
- it is published in an appropriate manner.

The 20% limit is increased to 35% when proved to be justified by exceptional market conditions, particularly on regulated markets where certain transferable securities or certain money-market instruments are largely dominant. Investment up to this limit is only permitted for a single issuer.

Deposits with a credit institution

2. The Company cannot invest more than 20% of the net assets of each sub-fund in bank deposits invested with a single entity. Companies that are grouped together for the purpose of account consolidation are to be considered as one single entity for the calculation of this limit.

Financial derivative instruments

3. a) The counterparty risk in an OTC derivative transaction cannot exceed 10% of the net assets of the sub-fund when the counterparty is one of the credit institutions set out in section 3, point g) above, or 5% of its net assets in other cases.
- b) Investments in financial derivatives can be made on the proviso that the overall risks to which the underlying assets are exposed do not exceed the investment limits fixed in points 1. a) to e), 2., 3. a) above and 5. and 6. below. When the Company invests in index-based financial derivatives, these investments are not necessarily combined to the limits fixed in points 1. a) to e), 2., 3. a) above and 5. and 6. below.
- c) When a transferable security or money-market instrument includes a derivative financial instrument, the latter must be accounted for when applying the provisions set out in points 3. d) and 6 below and when assessing the risks associated to the derivative financial instrument transactions, so that the overall risk linked to the financial derivatives does not exceed the total net value of the assets.
- d) Each sub-fund must ensure that the overall risk relating to financial derivatives does not exceed the total net value of its portfolio. The calculation of the risks takes into account the current value of the underlying assets, the counterparty risk, the foreseeable evolution of the markets and the time available to close the positions.

Units in collective investment undertakings

4. a) The Company cannot invest more than 20% of the net assets of each sub-fund in the units of a single UCITS or other open-end UCI, as defined in section 3, point f) above.
- b) Total investments in the units of UCI other than UCITS cannot exceed 30% of the net assets of the Company.

If this UCITS or UCI is a legal entity with an umbrella structure, where the assets of a sub-fund exclusively cover the rights of investors relating to this sub-fund and those of creditors whose debts are borne from the creation, operation or closure of this sub-fund, each of the sub-funds must be considered a separate issuer for the application of the aforementioned risk spreading rules.

Combined limits

5. Notwithstanding the individual limits fixed in points 1. a), 2. and 3. a) above, a sub-fund cannot combine, several of the following items if it would result in it investing more than 20% of its assets in the same entity:
 - investments in transferable securities or money market instruments issued by said entity;
 - deposits with said entity, or
 - risks arising from OTC derivative transactions with any said entity,

6. The limits set out in points 1. a), 1. c), 1. d), 2., 3. a) and 5. may not be cumulative and, for that reason, total investments in the transferable securities of a single issuer made in accordance with points 1. a), 1. c), 1. d), 2., 3. a) and 5. may not at any time exceed 35% of the net assets of the sub-fund in question.

Control limitations

7. a) The Company cannot acquire shares with voting rights enabling it to exert a notable influence on the management of an issuer.
- b) The Company is prohibited from acquiring more than 10% of the non-voting shares of a single issuer.
- c) The Company is prohibited from acquiring more than 10% of the debt securities of a single issuer.
- d) The Company is prohibited from acquiring more than 10% of the money-market instruments of a single issuer.
- e) The Company is prohibited from acquiring more than 25% of the units of a single UCITS and/or other UCI.

The limits set out in points 7. c) to e) above do not need to be observed at the time of purchase if, at that time, the gross amount of the bonds or money-market instruments, or the net amount of the securities issued, cannot be calculated.

The limits set out in points 7. a) to e) above do not apply to:

- transferable securities and money market instruments issued or guaranteed by a Member State or by its local authorities;
- transferable securities and money-market instruments issued or guaranteed by a State that is not part of the EU;
- transferable securities and money-market instruments issued by public international organisations to which one or more Member States belong(s);
- shares held in the capital of a company of a State that is not an EU Member State, provided that (i) this company invests its assets essentially in the securities of issuers who are nationals of this State when, (ii) pursuant to the legislation of this State, such participation is the only possibility this Company has of investing in securities of issuers who are nationals of this State, and (iii) this company, in its investment policy, observes the risk diversification, counterparty and limitation control rules set out in points 1. a), 1. c), 1. d), 2., 3. a), 4. a) and b), 5., 6. and 7. a) to e) above;
- shares held in the capital of subsidiary companies carrying on the business of management, advice or marketing in the country where the subsidiary is situated, as regards share redemption at the request of shareholders.

Borrowings

8. Each sub-fund is authorised to borrow up to 10% of its net assets, provided these are temporary loans. Each sub-fund may also purchase currencies by means of back-to-back loans.

Commitments relating to options contracts and the purchase and sale of forward contracts are not considered as borrowings for the calculation of this investment limit.

Finally, the Company ensures that the investments of each sub-fund observe the following rules:

9. The Company cannot grant credits or act as guarantor for third parties. This restriction does not impede the purchase of transferable securities, money-market instruments or other financial instruments that are not fully paid.
10. The Company may not short sell transferable securities, money-market instruments or other financial instruments mentioned in section 3, points e), f) and h) above.

11. The Company may not acquire immovable property, unless such acquisitions are essential for the direct pursuit of its activity.
12. The Company may not acquire commodities, precious metals or certificates representing the aforementioned.
13. The Company may not use its assets to guarantee securities.
14. The Company may not issue warrants or other instruments conferring the right to acquire shares of the Company.

Notwithstanding the aforementioned provisions:

15. The limits fixed previously do not need to be observed when exercising subscription rights relating to transferable securities or money-market instruments that form part of the assets of the sub-fund in question.
16. When the above-mentioned maximum percentages are exceeded for reasons beyond the control of the Company or as a result of exercising the rights attached to the portfolio securities, the priority objective of the Company's sales transactions must be to remedy the situation, taking into account the interests of the shareholders.

Investing between sub-funds

17. A sub-fund (hereinafter the "Investor Sub-fund") may subscribe, acquire and/or hold securities issued or to be issued by one or more other sub-funds (each a "Target Sub-fund"), provided:
 - the Target Sub-Fund does not in turn invest in the Investing Sub-fund which invests in this Target Sub-Fund; and
 - the proportion of assets that the Target Sub-fund which it is intended to acquire may invest generally in accordance with its investment policy in the units of other UCITS or UCI does not exceed 10%; and
 - the Investing Sub-fund may not invest more than 20% of its net assets in units of a single Target Sub-fund; and
 - for as long as these securities are held by the Target Sub-fund, their value will not be taken into consideration in the calculation of the net assets of the Company for the purposes of verifying the minimum net assets imposed by the Law of 2010; and
 - there is no duplication of management/subscription or redemption fees between the fees of the Investing Sub-fund and the Target Sub-fund.

Master-feeder structures

18. Under the conditions and within the limits set by the Law of 2010 and the applicable Luxembourg regulations, the Company may (i) create a UCITS Feeder or "UCITS Master" sub-fund (ii) convert any existing sub-fund into a Feeder UCITS or (iii) replace the Master UCITS with one its Feeder UCITS.
19. A feeder UCITS invests at least 85% of its assets in units/shares of another UCITS.
20. A feeder UCITS may invest up to 15% of its assets in one or more of the following components:
 - cash on an ancillary basis in accordance with the last paragraph of Section 3. below;
 - derivative financial instruments which can be used solely for hedging purposes.
21. For the purpose complying with paragraph 3. point d) of Section 4., the Feeder Sub-fund calculates its total risk from derivative financial instruments by combining its own direct risk in respect of the second indent of point 19 above, with:

- either the real risks of the Master UCITS in relation to derivative financial instruments in proportion to investments of the Feeder UCITS in the Master UCITS; or
- either the total maximum potential risk of the Master UCITS relating to the derivative financial instruments stated in the management regulations or the documents of incorporation of the Master UCITS, in proportion to the investment of the Feeder UCITS in the Master UCITS.

The Company is entitled to introduce other investment restrictions at any time, provided these are essential for complying with the applicable laws and regulations in certain States in which the shares of the Company can be offered and sold.

5. Investment instruments and techniques

UNLESS OTHERWISE PROVIDED IN THE INVESTMENT POLICIES OF THE SUB-FUNDS, THE FUND WILL NOT USE “SECURITIES FINANCING TRANSACTIONS” AND/OR INVEST IN “TOTAL RETURN SWAP”, AS THESE TERMS ARE DEFINED BY THE REGULATION (EU) 2015/2365 OF THE EUROPEAN PARLIAMENT AND OF THE COUNCIL OF 25 NOVEMBER 2015 ON TRANSPARENCY OF SECURITIES FINANCING TRANSACTIONS AND OF REUSE.

Subject to the special provisions set down in the investment policy of each sub-fund (section 2 “Investment objectives and policies” above), the Company may use techniques and instruments relating to transferable securities and money-market instruments, such as repurchase agreements and (reverse) repurchase transactions, for the purpose of good portfolio management, based on the conditions and within the limits set down in law, the regulations and administrative practice and in accordance with CSSF Circular 14/592 related to the guidelines of the European Securities and Markets Authority (ESMA) concerning exchange-traded funds (ETF) and other UCITS-related matters (ESMA/2014/937), as described below.

The net exposures i.e. the exposures of the Company less the sureties received by the Company) to a counterparty resulting from repurchase agreements and repurchase/reverse repurchase transactions must be taken into consideration in the 20% limit of 43(2) of the Law of 2010 in accordance with point e) of CSSF circular 13/559. The Company may take into consideration a surety, in accordance with the requirements set down in the section “Management of collateral” below, to reduce counterparty risk in securities lending and borrowing transactions, repurchase agreements and repurchase/reverse purchase transactions.

The Company agrees not to lend or borrow securities.

The income from such techniques shall be returned in full to the sub-fund in question after the deduction of the resulting direct and indirect operating costs.

Repurchase agreements and repurchase / reverse repurchase transactions

- Each sub-fund may enter into repurchase agreements which consist in purchases and sales of securities with clauses that entitle the seller to repurchase the sold securities from the buyer at such price and term as agreed by the two parties when the agreement is entered into.
- Each sub-fund may enter into repurchase / reverse repurchase transactions which consist in purchases and sales of securities at the end of which the assignor/seller must repurchase the securities at such price and term as agreed by the two parties when the agreement is entered into.
- Each sub-fund may act either as buyer or as seller in repurchase agreements and repurchase / reverse repurchase transactions.
- Each sub-fund may only deal with counterparties subject to prudential supervision considered by the Supervisory Authority to be equivalent to that stipulated in Community legislation.
- Securities subject to repurchase agreements or repurchase / reverse repurchase transactions may only be:
 - (a) Short-term bank certificates or money-market instruments set down in section 3 a) to e) above, or
 - (b) bonds issued and/or guaranteed by Member States of the OECD or by their regional authorities or by Community, regional or world supranational institutions and organisations, or
 - (c) bonds issued by non-government issuers presenting an appropriate liquidity, or

- (d) shares or units issued by money-market UCI calculating their net asset value on a daily basis and with a triple A rating or any other rating considered equivalent, or
 - (e) shares listed or traded on a regulated market of a Member State of the European Union or on a stock exchange of a Member State of the OECD and part of a major index.
- During the term of a repurchase agreement or repurchase / reverse repurchase transaction, each sub-fund in question may not sell or give as security/guarantee the securities to which the agreement relates before the counterparty has exercised its right to repurchase the securities or before the repurchase period has expired, unless the sub-fund has alternative means of cover.
 - Since the company is subject to redemption obligations, each sub-fund must seek to keep such repurchase agreements and repurchase / reverse repurchase transactions at such a level as to enable it all times to meet its share redemption obligations.
 - More specifically, each sub-fund may recall the securities which form part of a repurchase or reverse repurchase agreement at any time and may terminate any repurchase or reverse repurchase agreements in which it is involved.
 - The securities that each sub-fund receives under the terms of a repurchase agreement or repurchase / reverse repurchase transaction must form part of the eligible assets defined by the investment policy, as defined in section 2 above. To meet the obligations set down in section 4 above, each sub-fund will account for the positions held directly or indirectly through repurchase agreements and repurchase / reverse repurchase transactions.

Management of collateral

Within the context of repurchase agreements and repurchase/reverse repurchase transactions, each sub-fund must receive collateral in sufficient quantity and whose value, when concluding and during the term of the transaction, is at least equal to 90% of the value of the securities involved in such transactions and the counterparty risk.

In accordance with ESMA guidelines for competent authorities and UCITS management companies (ESMA/2014/937), collateral must be sufficiently diversified by country, market and issuer. The concentration of issuer criterion is considered fulfilled if the Company receives from a counterparty, in the context of effective portfolio management techniques and over-the-counter derivative financial instrument transactions, a basket of collateral with maximum exposure to any given issuer of 20% of the net asset value. If the Company is exposed to different counterparties, the different baskets of collateral must be aggregated in order to calculate the exposure limit of 20% to a single issuer. However, in accordance with CSSF Circular 14/592 and ESMA/2014/937 guidelines, the Company may be fully guaranteed by different marketable securities or money market instruments issued or guaranteed by a member state, its local public authorities, a third party state or public international bodies with one or more member states provided that it receives marketable securities from at least six different issues, with the marketable securities from each single issue representing no more than 30% of the Company's net asset value.

The collateral must be blocked in favour of the Company and should, in principle, take the form of:

- (a) cash, other acceptable forms of liquid assets and the money-market instruments set down in section 3 a) to e) above, or
- (b) bonds issued and/or guaranteed by Member States of the OECD or by their regional authorities or by Community, regional or world supranational institutions and organisations, or
- (c) bonds issued or guaranteed by first-class issuers presenting an appropriate liquidity, or
- (d) shares listed or traded on a regulated market of a Member State of the European Union or on a stock exchange of a Member State of the OECD and part of a major index, or
- (e) shares or units issued by money-market UCI calculating their net asset value on a daily basis and with a triple A rating or any other rating considered equivalent, or
- (f) shares or units issued by UCITS investing principally in the bonds and/or shares referred to in (c) and (d) above.

Cash and non-cash collateral received shall not be sold, pledged or reinvested.

Haircut Policy and Stress Test policy

- a) Should the Company enter into any of the aforementioned efficient portfolio management techniques, the Company will apply its haircut policy in respect of each class of assets received as collateral in respect of the Company / Sub-fund(s). Any such haircut policy will take into account the characteristics of the relevant asset class, including the credit stranding of the issuer of the collateral, the price volatility of the collateral and the results of any stress tests which may be performed in accordance with the stress testing policy. The haircut is a percentage deducted from the market value of the securities received as collateral. It aims to reduce the risk of loss when the borrower defaults.
- b) In the event that the Company (or any of its Sub-fund(s)) receives collateral for at least 30% of the net assets, a stress testing policy may be implemented to ensure that regular stress tests are carried out under normal and exceptional liquidity conditions in order to allow it to assess the liquidity risk attached to the relevant collateral.
- c) Points a) and b) above will also be applicable to any collateral received by the Company (or any of its Sub-fund(s)) within the framework of operations relating to over-the-counter financial derivative instruments (within the meaning and purpose of this document).
- d) The following haircuts are applied by the Company (the Company reserves the right to vary this policy at any time, in which case this Prospectus will be updated accordingly):

Asset class	Minimum rating accepted	Haircut	Maximum by issuer
1/ cash and other acceptable forms of liquid assets	/	100%-110%	20%
2/ securities issued and/or guaranteed by a member state of the OECD or by their local authorities or by supranational institutions and undertakings of a community, regional or worldwide nature	AA-	100%-110%	20 %
3/ interest-bearing securities and convertible bonds, provided that such instruments are issued or guaranteed by first class institutions and are sufficiently liquid	AA-	100%-110%	20%
4/ equities admitted to official listing on a stock exchange of a member state of the European Union or a member state of the OECD and included in a major index	/	100%-110%	20%
5/ shares or units of other UCITS or UCIs, provided that such investment funds invest in money-market instruments and liquid assets with daily NAV calculation, and have a triple-A rating or any other form of rating considered as equivalent,	UCITS - AAA	100%-110%	20%
6/ shares or units of other UCITS or UCIs, provided that such investment funds invest primarily in instruments listed under (3) and (4) above	/	100%-110%	20%

The Company is entitled to introduce other investment restrictions at any time, provided these are essential for complying with the applicable laws and regulations in certain States in which the shares of the Company can be offered and sold.

THE SHARES

For each sub-fund, the Board of Directors may at any time decide to issue different share classes, which themselves can be sub-divided into share categories. In each sub-fund or share class, the Board of Directors may decide to issue shares as income shares and/or as accumulation shares.

In principle, income shares confer upon their holders the right to receive cash dividends deducted from the pool of net assets of the sub-fund or share class allocated to the income shares of this sub-fund or this share class (see the section – “Payments and Distributions” further below).

Holders of accumulation shares are not entitled to receive dividends. Following each payment of annual or interim cash dividends to income shares, the pool of net assets of the sub-fund or share class to allocate to all income shares will be reduced by an amount equal to the amount of the dividends paid out, resulting in a reduction in the percentage of net assets of the sub-fund or share class allocated to all income shares. The pool of net assets of the sub-fund to allocate to all accumulation shares, however, will remain unchanged, thereby resulting in an increase in the percentage of net assets of the sub-fund or share class allocated to all accumulation shares.

The breakdown of the net asset value of a given sub-fund or share class between all income shares, on the one part, and all accumulation shares, on the other, is described in point IV, article 12 of the Articles of Association. The text is reproduced in Annex I of the Prospectus. The net asset value of a share is then based on the net asset value of the

sub-fund or share class from which this share is issued. Within the same sub-fund or share class, its net asset value may vary depending on whether it is an income share or accumulation share.

The Board of Directors will establish a separate pool of assets for each sub-fund. In relations between shareholders, these assets will be allocated solely to shares issued in respect of the sub-fund concerned, taking due account, if appropriate, of the breakdown of the value of these assets among the different classes and categories of shares of this sub-fund.

The Company comprises one single legal entity. However, the assets of a given sub-fund only cover the debts, liabilities and commitments of the sub-fund concerned. In relations between shareholders, each sub-fund is considered a separate entity.

Shares may be issued in registered or dematerialised bearer form, at the shareholder's choice.

In the absence of express instructions relating to the issue of their shares, investors will be considered to have applied for registration in the Company's registered share ledger, which is kept, for this purpose, by the Transfer Agent. A confirmation record of the shares issued will be made in the registered share ledger.

Shareholders can expressly request a share certificate if they so choose. The cost of sending this certificate will be borne by the requesting shareholder.

Shares may also be issued in paperless form. Paperless shares are represented by an entry, in the name of their owner or holder, in a securities account with an approved account holder or settlement organisation.

All shares must be fully-paid no-par-value shares, and will not benefit from preferential or pre-emptive rights of any kind. Each Company share will entitle the holder to one vote at any General Meeting of Shareholders, in accordance with the law and the Articles of Association.

Fractions of registered shares and paperless shares can be issued up to three decimal places. Fractions of shares do not confer a right to vote at General Meetings. Fractions of income shares, however, do entitle the holder to any dividends paid out.

FINALTIS FUNDS - DIGITAL LEADERS SUB-FUND

The FINALTIS FUNDS - DIGITAL LEADERS sub-fund offers five share classes, distinguished by the reference currency, the applicable management fees and a hedging policy:

- shares of the "I" class denominated in euros for institutional investors;
- shares of the "RH" class denominated in Euro for individuals and legal entities;
- shares of the "D" class denominated in GBP for individuals and legal entities which grant a dividend distribution;
- shares of the "RH" class denominated in Euro for individuals and legal entities;
- shares of the "USD" class denominated in USD for individuals and legal entities.

A management technique is applied to the "RH" class of shares denominated in Euro to give the best possible hedging cover against foreign exchange risk connected with the US dollar and currencies strongly correlated to the US dollar. The foreign exchange hedging technique consists of a periodic rollover of Euro/USD forward exchange contracts.

The assets of the five share classes of the various sub-funds are invested collectively in line with the specific investment policy of the sub-fund. A different management fee (see the section – "Charges and Fees" further below) and, where applicable, a different reference currency or hedging policy, however, is applied to each share class.

On the issue date of this Prospectus, the "I", "R", "RH" and "USD" classes only issue accumulation shares and the "D" class only issues income shares.

The Board of Directors believes that the current structure of the "Distribution" class meets the expectations of certain investors, notably investors domiciled in the United Kingdom as regards their subscription conditions in their country of origin.

The assets of these share classes are invested collectively in line with the specific investment policy of the sub-fund. A different management fee, however, is applied to each share class. (See the section – “Charges and Fees” below). “) and, where applicable, a different reference currency or hedging or distribution policy apply to each class of shares.

On the issue date of this Prospectus, the “I”, “R”, “F and “RH” classes only issue accumulation shares and the “D” class only issues income shares.

ISIN codes

Sub-funds/classes	Codes
DIGITAL LEADERS – “I” class	LU0100548261
DIGITAL LEADERS – “R” class	LU0127700903
DIGITAL LEADERS – “D” class	LU0180672007
DIGITAL LEADERS – “RH” class	LU0288052094
DIGITAL LEADERS – “USD” class	LU0620567890

ISSUE OF SHARES

The Company reminds investors that they may only fully exercise their investor rights directly in relation to the Company - notably the right to attend general meetings of shareholders - if they are included in their own name in the Company’s register of shareholders. In the event that the investor invests in the Company through an intermediary, which invests in the Company in its name but on behalf of the investor, some shareholder rights may not necessarily be exercised by the investor directly in relation to the Company. Investors are advised to seek information regarding their rights.

For the DIGITAL LEADERS – “I” class, there is minimum initial subscription of EUR 500,000.

In each sub-fund, share class and category, the subscription price will consist of:

- (i) the net asset value of a share plus,
- (ii) an entry fee that may not exceed:
 - 3% of the net asset value of a share of the “institutional” and “traditional” classes for the FINALTIS FUNDS - Digital Leaders sub-fund and one share of the “hedge USD” and “USD” classes for the FINALTIS FUNDS - DIGITAL LEADERS sub-fund,
 - 5% of the net asset value of a share in the “D” class of the FINALTIS FUNDS - DIGITAL LEADERS sub-fund.

which may be returned, in full or in part, to approved intermediaries.

Subscription applications received by the Transfer Agent no later than 10.30am (Luxembourg time) on a Valuation Date will be processed, if accepted, at the subscription price calculated on this Valuation Date. Subscription applications received after this deadline on this date will be processed on the next Valuation Date. The subscription price of each share must reach the Company no later than the third Luxembourg bank business day following the determination date of the net asset value applicable to the subscription. Failure to do so may result in the cancellation of this subscription.

The shares will be allocated on the first bank business day following receipt of the subscription price.

Share certificates will be made available at the counters of the Transfer Agent no later than 15 bank business days after the allocation of the shares.

The share subscription price will be applied in the calculation currency of the net asset value per share in the sub-fund or share class in question.

The Company may also accept subscriptions by means of a contribution of an existing portfolio provided the securities and assets in this portfolio comply with the investment policy and investment restrictions applicable to the sub-fund

concerned. For all securities and assets accepted in settlement of a subscription, a report will be drawn up by the Company auditors in accordance with the provisions of article 26-1 of the amended law of 10 August 1915. The investor in question will be liable for the cost of this report.

The Company is entitled to reject any subscription application, or to only accept part of an application. Furthermore, the Board of Directors is entitled, at any time and without notice, to suspend the issue and sale of shares in one or more or all of the sub-funds.

The Company will not authorise practices associated with Late Trading, which involves accepting a subscription application received after the order acceptance deadline. The Central Administration of the Company will undertake to implement the appropriate procedures to ensure that subscription applications are received before the applicable order acceptance deadline relating to the applicable Valuation Date. Shares will consequently be subscribed at an unknown net asset value.

The Company will not authorise practices associated with Market Timing, which is an arbitrage technique by virtue of which an investor subscribes and systematically redeems or converts the shares of the Company within a short period of time.

No shares will be issued from a given sub-fund during any period in which the calculation of the net asset value of the shares of this sub-fund is temporarily suspended by the Company by virtue of the powers conferred upon it in article 13 of the Articles of Association.

REDEMPTION OF SHARES

Pursuant to the Articles of Association and subject to the provisions to follow, all shareholders of the Company are entitled at any time to apply for the Company to redeem all or part of the shares that they hold.

Shareholders wishing for all or part of their shares to be redeemed by the Company must send an irrevocable application to the Transfer Agent in writing. This application must contain the following information: the identity and precise address of the person applying for the redemption, with a fax number, the number of shares to be redeemed, the sub-fund or share class to which these shares belong, income shares or accumulation shares, the existence of certificates, the name in which the shares are registered, the name and bank references of the person appointed to receive the payment.

The redemption application must be accompanied by the share certificate(s) in good and due form and the documents needed to transfer them before the redemption price can be paid. Registered shares must be accompanied by the transfer form with the back of the form duly completed.

Share certificates are sent at the shareholders' own risk. They must take all precautions to ensure that the shares to be redeemed reach the Transfer Agent safely.

Redemption applications received by the Transfer Agent no later than 10.30am (Luxembourg time) on a Valuation Date will be processed, if accepted, at a price (the "Redemption Price") equal to the net asset value of this share calculated on this Valuation Date. No redemption fee will be deducted. Redemption applications received after this deadline will be processed on the next Valuation Date.

In principle, the Redemption Price will be paid no later than the third Luxembourg bank business day following the determination date of the net asset value applicable to the redemption. Failing this, the price will be paid on the date on which the share certificates and transfer documents are received by the Transfer Agent, if this date is later.

Payment will be in the form of a cheque sent to the shareholder, at the risk and cost of the latter, to the address indicated, or a bank transfer to an account indicated by the shareholder in question.

The Redemption Price will, in principle, be applied in the calculation currency of the net asset value per share in the sub-fund or share class in question. The share redemption value may be more or less than the share's initial purchase or subscription value.

The Company will not authorise practices associated with Late Trading, which involves accepting a redemption application received after the order acceptance deadline. The Central Administration of the Company will undertake to implement the appropriate procedures to ensure that redemption applications are received before the applicable order acceptance deadline relating to the applicable Valuation Date. Shares will consequently be redeemed at an unknown net asset value.

The Company will not authorise practices associated with Market Timing, which is an arbitrage technique by virtue of which an investor subscribes and systematically redeems or converts the shares of the Company within a short period of time.

No shares will be redeemed from a given sub-fund during any period in which the calculation of the net asset value of the shares of this sub-fund is temporarily suspended by the Company by virtue of the powers conferred upon it in article 13 of the Articles of Association. In accordance with Article 13 of the Articles of Association, in the event of a significant volume of redemption applications, the Company reserves the right only to redeem shares at the Redemption Price as determined after it has been able to sell the requisite assets within the shortest possible period of time, taking account of the interests of all the shareholders, and has the proceeds of such sales at its disposal. In such case, a single price will be calculated for all redemption, subscription and conversion applications submitted at the same time for this sub-fund.

In accordance with Article 13 of the Articles of Association, in the event of significant redemption applications, the Company reserves the right only to redeem shares at the Redemption Price as determined after it has been able to sell the requisite assets within the shortest possible period of time, taking account of the interests of all the shareholders in the sub-fund, and has the proceeds of such sales at its disposal. In such case, a single price will be calculated for all redemption, subscription and conversion requests submitted at the same time for this sub-fund.

CONVERSION OF SHARES

If various sub-funds exist within the Company, a conversion option will be offered.

By virtue of the Articles of Association and the provisions to follow, all shareholders are entitled to switch from one sub-fund to another and to apply to have their shares in a given sub-fund converted to shares in another sub-fund.

Shareholders can also apply for all or part of their shares of a given share class to be converted into shares of the same share class in another sub-fund.

Likewise, within each sub-fund, holders of income shares are entitled to have all or some of their shares converted to accumulation shares, and vice versa.

The rate at which the shares are converted is determined on the basis of the respective net asset value of the shares in question, established on the same Valuation Date, and by applying the following formula:

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

where:

A represents the number of shares to be allocated by virtue of the conversion,

B represents the number of shares to be converted,

C represents the net asset value, on the applicable Valuation Date, of the shares to be converted,

D represents the net asset value, on the applicable Valuation Date, of the shares to be allocated by virtue of the conversion,

E is the exchange rate coefficient on the applicable Valuation Date between the currencies of the two sub-funds in question. If the two sub-funds are held in the same currency, the coefficient is 1.

The share conversion can take place on each Valuation Date of the net asset value of the shares in the sub-fund(s), share category(ies) or class(es) in question.

Shareholders must send a conversion application to the Transfer Agent in writing. The procedures and notice periods applicable to the redemption of shares also apply to the conversion of shares.

Conversion applications will only be processed if the following formalities have been completed:

- the Transfer Agent has received a duly completed and signed conversion application;
- the Transfer Agent has received the registered share certificates for which the conversion is applied.

Fractions of shares that may result from the conversion will not be allocated and the shareholder will be understood to have applied for redemption. In this case, the shareholder will be repaid any difference between the net asset value of the shares exchanged.

No shares will be converted during periods in which the calculation of the net asset value of the shares in question is temporarily suspended by the Company by virtue of the powers conferred upon it in Article 13 of the Articles of Association. In accordance with Article 13 of the Articles of Association, in the event of a significant volume of conversion applications, the Company reserves the right only to convert shares at the price as determined after it has been able to sell the requisite assets within the shortest possible period of time, taking account of the interests of all the shareholders in the converted sub-fund, and has the proceeds of such sales at its disposal. In such case, a single price will be calculated for all redemption, subscription and conversion requests submitted at the same time for this sub-fund.

CALCULATION AND PUBLICATION OF THE NET ASSET VALUE
OF THE SHARES, ISSUE PRICES,
REDEMPTION PRICES AND CONVERSION PRICES OF SHARES

The Board of Directors is responsible for determining the net asset value per income share or accumulation share in each sub-fund and each share class of the Company, in the currency in which the sub-fund or share class is denominated.

The net asset value of an income share in a given sub-fund or share class will be equal to the amount obtained by dividing the pool of net assets of this sub-fund or share class allocated to all income shares by the total number of income shares issued and in circulation at the time.

Similarly, the net asset value of an accumulation share in a given sub-fund or share class will be equal to the amount obtained by dividing the pool of net assets of this sub-fund or share class allocated to all accumulation shares by the total number of accumulation shares issued and in circulation at the time.

Details regarding the breakdown of the net asset value of a given sub-fund between all income shares, on the one part, and all accumulation shares, on the other, is given in point IV, Article 12 of the Articles of Association.

The value of the assets in the various sub-funds or classes of shares will be determined as follows:

- (a) the value of shares or units in UCI (including the shares issued by a sub-fund of the Company held by one the Company's other sub-funds) will be the latest available net asset value thereof;

- (b) the value of cash in hand and on deposit, sight bills and demand notes payable, accounts receivable, prepaid expenses, and dividends and interest declared or accrued but not yet received, will be the nominal amount thereof. If, however, it is unlikely that the full amount will be received, the value will be calculated by applying a deduction that the Company considers appropriate to reflect the actual value of these assets;
- (c) the value of all securities traded or listed on a stock exchange will be based on the latest available price published on the Valuation Date in question;
- (d) the value of all securities traded on another regulated market that provides similar guarantees will be based on the latest available price published on the Valuation Date in question;
- (e) if securities in the portfolio on the Valuation Date are not traded or listed on a stock exchange or another regulated market, or if the price for securities traded or listed on such stock exchange or market determined in accordance with the provisions of (c) or (d) above is not representative of their actual value, they will be valued on the basis of their probable realisation value, which will be estimated prudently and in good faith;
- (f) money-market instruments and other fixed-income securities with a residual maturity of less than three months may be valued on the basis of the depreciated cost. However, if a market price is available for such securities, the value determined in accordance with the method described above will be periodically compared to the market price and, in the event of a notable difference, the Board of Directors may adjust the value accordingly;
- (g) the value of derivatives (options and futures) that are traded or listed on a stock exchange or regulated market will be based on their last settlement price available on the Valuation Date concerned on the stock exchange or regulated market on which these instruments are traded. However, if one of these derivatives cannot be settled on the day used to determine the applicable values, the value of the derivative(s) concerned will be reasonably and prudently set by the Board of Directors;
- (h) the value of all other assets will be based on their probable realisation value, estimated prudently and in good faith.

In the FINALTIS FUNDS - DIGITAL LEADERS sub-fund, for each share class and category, the net asset value per share is determined by reference to each Luxembourg business day (a "Valuation Date").

The net asset values will be dated the Valuation Date and will be calculated and published on the Luxembourg working day following the Valuation Date based on the closing prices published by the stock exchanges concerned on the Valuation Date in question.

In the FINALTIS FUNDS - Digital Leaders sub-fund, if the Valuation Date is a public or bank holiday in Luxembourg, the valuation will be made on the next business day.

The last net asset value per income share or accumulation share in any sub-fund and share class of the Company and their issue, redemption and conversion prices may be requested during office hours from the registered office of the Company, the registered office of the Management Company and from FINALTIS and from Banque Degroof Petercam Luxembourg S.A. The latest net asset value per distribution or accumulation share is also available from the <http://funds.degroofpetercam.lu>, www.fundsquare.net or www.fourpointsim.com websites.

**TEMPORARY SUSPENSION OF THE CALCULATION OF THE NET
ASSET VALUE OF THE SHARES, ISSUES,
REDEMPTIONS AND CONVERSIONS OF SHARES**

In any sub-fund, share class and category, the Company may temporarily suspend the valuation of the net asset value and the issue, redemption and conversion of the shares from this sub-fund, share classes or categories, in accordance with Article 13 of the Articles of Association.

Notification of such a suspension and its termination will be published in “d’Wort” and in any other newspaper determined by the Board of Directors, or on the Management Company’s website. The Company will notify the shareholders who have applied for the subscription, redemption or conversion of shares for which the net asset value calculation has been suspended.

INFORMATION FOR SHAREHOLDERS

Any convening notice for a General Meeting, any amendment to the Articles of Association, including the winding up and liquidation of the Company, any merger or closure of the sub-funds will be published, in accordance with Luxembourg law, in one or more Luxembourg newspapers and in any other newspaper determined by the Board of Directors. If legally stipulated, such notifications will also be entered in the Mémorial.

The convening notices for general meetings of shareholders may specify the quorum and majority at the general meeting be determined on the basis of the shares issued and in circulation on the fifth day preceding the general meeting at twenty-four hundred hours (Luxembourg time” (hereinafter “registration date”) The rights of a shareholder to attend a general meeting and exercise the voting right attached to his/her shares shall be determined on the basis of the shares held by this shareholder on the registration date.

If the Articles of Association are amended, the coordinated version will be filed with the Registry of the District Court of and in Luxembourg.

Each year, the Company will publish a detailed report regarding its activities and the management of its assets, including the balance sheet and the profit and loss statement, the detailed composition of the assets of each sub-fund, the consolidated Company accounts, all sub-funds combined, and the report of the approved Company auditors.

At the end of each half-year, the Company will also publish a report notably containing, for each sub-fund and for the Company as a whole, the composition of the portfolio, the number of shares in circulation and the number of shares issued and redeemed since the last publication.

Any interested party may obtain these documents, free of charge, from the registered office of the Company, the registered office of the Management Company and from BANQUE DEGROOF PETERCAM LUXEMBOURG S.A.

The Company’s financial year begins on 1 January and ends on 31 December of each year.

The denomination of the annual accounts of the Company relating to all sub-funds is the Euro, the currency in which its share capital is expressed.

The annual General Meeting of Shareholders is held in Luxembourg, at the venue specified in the convening notice, at 11 a.m. on the fourth Tuesday in March at 11.00am.

All other shareholder notices not covered in this section or in this prospectus will be sent by simple letter to the shareholders or will be published on the Management Company’s website.

PAYMENTS AND DISTRIBUTIONS

During the annual General Meeting, the shareholders of the Company will determine, based on the proposal of the Board of Directors, the amount of cash payments to make to the income shares of the sub-fund or share class in question, in accordance with the limits set down by law and the Articles of Association. The amounts paid out may not reduce the share capital of the Company to below a minimum capital of 1,250,000 Euro.

The Board of Directors may decide, in each sub-fund and share class, to pay interim cash dividends to income shares, in accordance with the applicable legal provisions.

Dividend payments for registered shares will be sent to the address entered in the registered share ledger. Dividends may be paid in any currency selected by the Board of Directors, at the time and place it stipulates and on the basis of the exchange rate it determines. The dividend payment notice will be published in "d'Wort" and in any other newspaper determined by the Board of Directors, or on the Management Company's website.

Any declared dividend that has not been claimed by the beneficiary within five years of allocation will be forfeit, and will accrue to the sub-fund or class of shares concerned. No interest will be paid on a dividend declared by the Company and held at the disposal of the beneficiary.

TAXATION OF THE COMPANY
AND ITS SHAREHOLDERS

Tax treatment of the Company

By virtue of current Luxembourg legislation and common practice, the Company is not subject to any Luxembourg income tax. The dividends paid by the Company are not subject to any Luxembourg withholding tax. Nevertheless, in Luxembourg, the Company is liable for an annual tax of 0.05% of its net assets. This annual tax is reduced to 0.01% of the net assets that can be allocated to "institutional" share classes for institutional investors. This tax is payable quarterly on the basis of the net assets of the Company at the end of the respective quarter. No duty or tax is payable in Luxembourg on the issue of the shares of the Company, except for a single tax of 1,250 Euro which was paid at the time of incorporation.

No tax is payable in Luxembourg on the realised or unrealised capital gains on the assets of the Company. The income from investments received by the Company may be subject to withholding tax at variable rates in the countries concerned. These withholding taxes cannot, in principle, be recovered. The above indications are based on current law and practice and may be subject to change.

Taxation of shareholders

Automatic exchange of information

Since 1 January 2016, European Directive 2014/107/EU of 9 December 2014 (the "Directive"), which amends Directive 2011/16/EU on the automatic and compulsory exchange of information for tax purposes, and other international agreements on the exchange of information, such as the Common Reporting Standards (CRS) established or to be established by the OECD, have required that participating jurisdictions obtain information from their financial institutions and exchange this information.

Pursuant to this Directive, investment funds, having the status of financial institutions, must collect specific information in order to appropriately identify their investors.

The Directive also provides that the personal and financial data¹ related to each investor that is:

- a private individual or legal entity subject to declaration² or
- a passive non-financial entity (NFE)³ of which the controlling person is subject to declaration⁴,

1 Such as, in particular but not exclusively: name, address, country of residence, tax number, date and place of birth, bank account number, income details, proceeds from sale, acquisition or redemption, valuation of the "account" at the end of the calendar year or at the year-end closure.

2 Private individual or legal entity not residing in the country in which the Company is incorporated but residing in a participating country. The list of companies participating in the automatic exchange of information can be consulted at <http://www.oecd.org/tax/automatic-exchange/>.

3 Non-financial entity, i.e. an entity that is not a financial institution as stipulated by the Directive.

shall be sent by the financial institution to the local tax authorities, which in turn shall transmit this information to the tax authorities of the country or countries in which the investor is a resident.

When the Company's shares are held in an account with a financial institution, the latter is responsible for the exchange of information.

As a consequence, the Company, whether directly or indirectly (i.e. through an appropriate intermediary):

- may at any time request and obtain from each investor an update of the documents and information already provided by them, and any other additional documents or information for any purpose whatsoever;
- is required under the Directive to communicate all or some of the information provided by the investor in the context of the latter's investment in the Company to the local competent tax authorities.

The investor should be aware of the potential risk arising from the exchange of imprecise and/or erroneous information should the information communicated by them be inexact or incomplete. In the event of a change in the information communicated, the investor shall inform the Company (or its designated intermediary) as soon as possible and where relevant shall deliver a new certificate within 30 days from the event causing the information to be inexact or incomplete.

The mechanisms and scope of application of this information exchange regime may change over time. Investors are advised to consult their tax adviser for information on the impact of CRS provisions on an investment in the Company.

In Luxembourg, pursuant to the law of 2 August 2002 on the protection of information, investors have a right of access to and rectification of data concerning them which is communicated to the tax authorities. This data is held by the Company (or its designated intermediary) in accordance with the provisions of the aforementioned law.

FOREIGN ACCOUNT TAX COMPLIANCE ACT (FATCA)

The Foreign Account Tax Compliance Act ("**FATCA**"), a component of the US HIRE law, was adopted in the United States of America in 2010 and entered into force on 1 July 2014. It requires financial institutions established outside of the United States of America (foreign financial institutions or "**FFI**") to report information on financial accounts held by Specified US Persons or non-US entities with one or more Controlling persons that are a Specified US Person (together referred to as "**declarable US accounts**") to the US tax authorities (Internal Revenue Service, "**IRS**") on an annual basis. A withholding tax of 30% is also applied to income from an American source paid to an FFI that does not comply with the requirements of the FATCA ("**non-participating FFI**").

On 28 March 2014, the Grand Duchy of Luxembourg signed an intergovernmental agreement with the United States of America ("**the Luxembourg IGA**"). SICAV funds, understood to be FFI, are required to comply with the Luxembourg IGA, as introduced into national law following its ratification, rather than directly with the FATCA as issued by the US government.

In the context of the Luxembourg IGA, the Company is required to collect specific information that identifies its shareholders and all intermediaries ("Nominees") acting on their behalf. The Company must share information related to declarable US accounts held by it and information related to non-participating FFI with the Luxembourg tax authorities, which in turn will systematically share this information with the competent authorities in the US.

The Company undertakes to comply with the provisions of the Luxembourg IGA, as introduced into national law following its ratification, in order to comply with the FATCA and avoid paying a withholding tax of 30% on its US investments, both real and perceived. To guarantee said compliance, the Company or any validly designated agent,

- a. may require information or additional documentation, including US tax forms (Forms W-8 / W-9), a GIIN (Global Intermediary Identification Number) where relevant, or any other documentary proof of identification of the shareholder, intermediary, and of their respective status in the context of the FATCA.
- b. will communicate to the Luxembourg tax authorities information on a shareholder and their account if it is understood to be a declarable US account pursuant to the Luxembourg IGA, or if this account is understood to be held by a non-participating FFI, and

4 Private individual or legal entity not residing in the country in which the Company is incorporated but residing in a participating country. The list of companies participating in the automatic exchange of information can be consulted at <http://www.oecd.org/tax/automatic-exchange/>.

c. where necessary, may oversee the deduction of US withholding tax on payments made to certain shareholders, in accordance with the FATCA.

Concepts and terms related to the FATCA shall be interpreted and understood by reference to the definitions contained in the Luxembourg IGA and related texts based on which the said Luxembourg IGA was ratified into applicable national law, and on a secondary basis only, according to the definitions contained in the Final Regulations issued by the US Government (www.irs.gov).

The Company may, in order to comply with the FATCA, be required to communicate to the US tax authorities through the Luxembourg tax authorities, personal information related to specified US persons, non-participating FFI and passive NFFI with one or more Controlling persons that are a Specified US Person.

In the event of doubt concerning their status under the FATCA or the implications of the FATCA or IGA in relation to their personal situation, investors are advised to consult their financial, legal or tax advisor before subscribing for shares in the Company.

CHARGES AND FEES

The Company will bear all of its operating expenses, including, but not limited to, the expenses for drafting and subsequently amending the Articles of Association, commissions and fees payable to the Management Company, Managers, Distributors, Administrative Agent, the Custodian and correspondents, the Domiciliary Agent, Transfer Agent, Paying Agents or other agents and employees and Directors of the Company, and to permanent representatives in places where the Company is liable for registration, expenses incurred in respect of legal assistance and the auditing of the Company's annual accounts, expenses for preparing, promoting, printing and publishing sales documents, the Prospectus, the KIIDs and the financial reports, expenses for registration statements, all taxes and duties deducted by government and supervisory authorities and by the stock exchanges, expenses for publishing issue, redemption and conversion prices and any other operating expenses, including financial, bank or brokerage charges incurred on the purchase or sale of assets or otherwise, and all other administrative expenses.

These fees and expenses will be deducted firstly from the income and then from the realised or unrealised capital gains.

Expenses connected with the incorporation of the Company are amortised over the first five financial years. If a new sub-fund is created during this five-year period, the outstanding formation costs of the Company will be charged to the sub-fund in proportion to its net assets. During this same five-year period and in return, the cost of establishing this new sub-fund will also be charged to the other sub-funds, proportionate to the net assets of all of these sub-funds. After this five-year period, the costs specifically linked to the creation of a new sub-fund will be fully amortised, from the time of their occurrence, based on the assets of this sub-fund.

In return for its services, FINALTIS shall receive from the Management Company at the end of each month at the cost of the Company, a maximum annual fee of

FINALTIS FUNDS - DIGITAL LEADERS sub-fund

- 1.20% (including taxes) applicable to "I" class
- 1.20% (including taxes) applicable to "USD" class
- 2.20% (including taxes) applicable to "R" class
- 2.20% (including taxes) applicable to "RH" class
- 1.00% (including taxes) applicable to "D" class

The Manager shall receive directly from the Management Company, responsible for the Company, a performance fee payable annually (at each Company financial year-end) equal to 15% (plus VAT, where applicable) of the outperformance of each asset class in the **FINALTIS FUNDS – Digital Leaders sub-fund** (with the exception of the "D" class) versus the sub-fund's benchmark index MSCI World DNR (Bloomberg ticker: NDDUWI) (hereafter referred to as the "**Index**").

The Index shall be expressed in USD for the "USD" and "HR" classes and shall be converted to euros for the "I" and "R" classes.

An outperformance is recognised when the net asset value ("NAV") of all asset classes concerned is higher than the Index, and exceeds the Index's annual performance.

The sub-fund shall pay 15% of the outperformance calculated between the positive performance of the asset class concerned and the annual positive performance of the Index during the financial year under consideration.

For each asset class, the NAV per share shall be calculated by reference to a high water mark. For the financial year during which calculation of the performance fee is introduced, and for each asset class concerned, the first high water market will be the NAV corresponding to 31 December 2013 (the "**first high water mark**"), and the Index used for comparison purposes shall also have 31 December 2013 as its year-end closure date.

For the years that follow, the high water mark shall be equal to the higher of:

- (i) the highest previous NAV on which a performance fee was paid, and
- (ii) the first high water mark.

An annual performance fee shall be payable only if the last NAV per share calculated for the year under consideration is higher than the high water market applicable at that date.

A provision for the performance fee amount shall be booked on each Valuation Date based on the number of outstanding shares for each class concerned in the sub-fund at the time of calculation of the NAV per share for the Valuation Date concerned.

If shares are redeemed before the end of a calculation period (i.e. the year under consideration), any provision for performance fees recognised in relation to the shares to be redeemed shall be paid to the Manager at the end of the year under consideration during which redemption took place.

In remuneration of its services as the Custodian, BANQUE DEGROOF PETERCAM LUXEMBOURG S.A. will receive from the Company a fee at the following annual rates, payable quarterly and calculated on the basis of the average net assets of each sub-fund:

- 0.075% per annum on the first 10 million Euro of average net assets;
- 0.065% per annum on the tranche of average net assets between 10 million and 20 million Euro;
- 0.055% per annum on the tranche of average net assets between 20 million and 30 million Euro;
- 0.045% per annum on the tranche of average net assets between 30 million and 40 million Euro;
- 0.040% per annum on the tranche of average net assets exceeding 40 million Euro;

with a minimum per annum of 10,000 Euro per sub-fund.

In remuneration of its services as Domiciliary Agent, Administrative Agent and Transfer Agent, BANQUE DEGROOF PETERCAM LUXEMBOURG S.A. will receive from the Management Company, at the cost of the Company, an overall fee at the following annual rates, payable quarterly and calculated on the basis of the average net assets of each sub-fund:

- 0.175% per annum on the first 10 million Euro of average net assets;
- 0.155% per annum on the tranche of average net assets between 10 million and 20 million Euro;
- 0.125% per annum on the tranche of average net assets between 20 million and 30 million Euro;
- 0.105% per annum on the tranche of average net assets between 30 million and 40 million Euro;
- 0.090% per annum on the tranche of average net assets between 40 million and 50 million Euro;
- 0.070% per year on the average net asset tranche of 50 million Euro and above;

with a minimum per annum of 20,000 Euro per sub-fund.

If a sub-fund acquires shares/units in another UCITS or another UCI managed directly or indirectly by a company to which the Management Company is linked by virtue of a common management or control arrangement or by a significant direct or indirect holding ("linked underlying funds"), no management fee may be deducted from the assets of the sub-fund for such investments. Furthermore, no issue or redemption fees for the linked underlying funds may be deducted from the sub-fund.

LIQUIDATION OF THE COMPANY – CLOSURE AND MERGER OF THE SUB-FUNDS

Winding up and liquidation of the Company

The Company may be wound up at any time by the decision of the General Meeting of Shareholders ruling on amendments to the Articles of Association.

Furthermore, in accordance with current Luxembourg legislation, if the Company's share capital falls below two-thirds of the minimum capital, which is currently EUR 1,250,000, the directors must refer the matter of winding up the Company to the General Meeting where no attendance quorum is necessary and which will adopt a resolution on the basis of a simple majority of the votes validly cast. If the share capital falls below one quarter of the minimum capital, the directors must submit the matter of winding up the Company to the General Meeting where no attendance quorum is necessary. The winding up may be pronounced by the shareholders holding one quarter of the shares present or represented at the Meeting. The Meeting must be convened in such a way that it is held within forty days of the date on which it is ascertained that the net assets have fallen below two-thirds or a quarter of the minimum capital, as the case may be. The decision to wind up the Company must be published in the Mémorial and two newspapers with adequate circulation, at least one of which must be a Luxembourg newspaper. The liquidators are responsible for such publications.

If the Company is wound up, the liquidation will be carried out by one or more liquidators (individuals or legal entities) appointed by the General Meeting, which will also determine their powers and emoluments.

The net liquidation proceeds from each sub-fund will be paid by the liquidators to the shareholders of the corresponding share category, based on the proportion owing to them in the net assets of the sub-fund to which these shares belong, in accordance with the provisions of the Articles of Association.

If the decision is made to voluntarily wind up the Company, or if this is the result of a court decision, this will take place in accordance with the Law of 2010, which defines the measures to adopt to enable shareholders to participate in payment(s) of the liquidation proceeds. When the liquidation is complete, the same law also provides for the deposit of any sum unclaimed by a shareholder with the Caisse de Consignation (Consignment Office). The sums thus deposited and unclaimed within the legally stipulated period will be considered forfeit.

Closure and merger of sub-funds

The Board of Directors may decide to close a sub-fund if the net assets of this sub-fund fall below an amount at which it is no longer possible to effectively manage the sub-fund, or if a change in the economic or political climate affects the sub-fund in question to the extent that this provides due grounds for closing the sub-fund. The Board of Directors may also decide to liquidate a sub-fund if this is in the interest of the shareholders.

Holders of shares in the sub-fund will be notified of the decision to close the sub-fund before the date on which the sub-fund is actually liquidated in accordance with the Law of 2010. The notification will specify the reasons for closure and the procedure involved. Shareholders will therefore be informed of the decision and the terms of closure of a sub-fund by publication of a notice in one or more Luxembourg newspapers and in one or more national newspapers in the countries where the shares are distributed or on the Management Company's website.

Unless the Board of Directors resolves to the contrary in the interests of the shareholders or to maintain equal treatment among shareholders, holders of shares in the sub-fund may continue to apply for their shares to be redeemed or converted, free of charge, on the basis of the applicable net asset value, due allowance being made for the estimated closure fees. The Company will reimburse each shareholder proportionate to the number of shares they hold in the sub-fund. Proceeds of the closure that cannot be paid to the beneficiaries when the closure of the sub-fund is completed will be deposited with the Caisse de Consignation for the beneficiaries.

Sub-fund mergers are governed by the Law of 2010. Any sub-fund merger will be decided by the Board of Directors unless it wishes to submit this merger decision for approval to the general meeting of shareholders of the respective sub-fund.

No quorum shall apply to such meetings and the decision will be taken by a simple majority of the votes cast.

If, as a result of the merger, the Company should cease to exist, this merger must be approved by a general meeting of shareholders in accordance with the requirements of majority and quorum which apply to the amendment of the articles of association.

The merger decision will be published or notified to the shareholders of the respective sub-fund in accordance with the Law of 2010 and within a period of no less than 30 days before the ultimate share redemption request without additional fees in respect of the merger transaction, this period being at least 60 days if the sub-fund is a Master UCITS.

ANNEX I: EXTRACTS FROM THE ARTICLES OF ASSOCIATION

Article 11: SHARE OWNERSHIP RESTRICTIONS

The Company may impose such restrictions as it deems fit to ensure that none of the Company's shares are acquired or held by (i) a person who is in breach of the legislation or regulations in any country whatsoever or of any government authority whatsoever, or (ii) a person whose situation, in the opinion of the Board of Directors, may result in the Company incurring tax expenses or other financial penalties which it would not otherwise have incurred (these persons are hereinafter referred to as "unauthorised persons").

Inter alia, the Company may restrict or forbid ownership of its shares by United States nationals, as defined below.

Under the powers granted to the Company pursuant to this Article:

1. The Company may refuse to issue shares and register the transfer of shares if it appears that such issue or transfer would, or could, result in the ownership of shares being conferred on an unauthorised person.
2. The Company may require anyone entered in the registered share ledger, or any other person requesting to be entered in the ledger, to provide all and any information and certificates the Company deems necessary, together with a sworn statement (if appropriate), in order to ascertain whether or not economic ownership of the shares concerned pertain or will pertain to unauthorised persons.
3. The Company may enforce the redemption of its shares if it appears (i) that an unauthorised person, alone or together with other persons, is the owner of shares of the Company, or (ii) that one or more persons own a proportion of the Company's shares that would render the Company subject to foreign legislation to which it would not otherwise have been subject. In this event, the following procedure will apply:

- (a) The Company will send notice (hereinafter referred to as the "redemption notice") to the shareholder who owns the shares or is recorded in the registered share ledger as the owner; the redemption notice will specify the shares to be redeemed, the redemption price payable and the place where the redemption price will be paid.

The redemption notice may be sent to the shareholder by registered letter at their last known address or to the address entered in the registered share ledger. The shareholder concerned will be required to return the certificate(s) representing the shares specified on the redemption notice to the Company immediately.

As from the close of business on the day stipulated on the redemption notice, the shareholder concerned will cease to be the owner of the shares specified on the redemption notice. In the case of registered shares, their name will be deleted from the registered share ledger; in the case of bearer shares, the certificate(s) representing the shares in question will be cancelled.

- (b) The price at which the shares specified on the redemption notice will be redeemed (hereinafter referred to as "the redemption price") will be equal to the net asset value per share determined in accordance with Article 12 of the Articles of Association.
- (c) Payment will be made in the currency determined by the Board of Directors. The price will be deposited by the Company in a bank as specified on the redemption notice. The bank in question will remit the payment to the shareholder concerned upon delivery of the certificate(s) specified on the redemption notice. Once the price

has been deposited, no person with an interest in the shares specified on the redemption notice may invoke any right on the shares concerned or bring any action against the Company or its assets, apart from the right of the shareholder who is the apparent owner of the shares to receive the price deposited (without interest) from the bank upon presentation of the certificate(s).

- (d) The exercise, by the Company, of the rights conferred pursuant to this article may not, in any event, be challenged or invalidated on the grounds of insufficient proof of ownership of the shares in respect of an authorised person, or on the grounds that a share belongs to a person other than the person assumed by the Company to be the owner when it sent the redemption notice, provided, however, that the Company exercises its rights in good faith.

4. At the General Meeting, the Company may refuse the right to vote to any person who is not duly entitled to be a shareholder of the Company.

The term "United States national", as used in the Articles of Association, will mean any national, citizen or resident of the United States of America or a territory, possession or region falling within US jurisdiction, or any person normally residing in the USA or any such territory, possession or region (including the legal assigns of any person, company or association there established or organised) or any other definition which the Board of Directors may substitute pursuant to the any change that may affect the law or the regulations applicable in the United States of America. The Board of Directors will reflect this decision in the Prospectus.

Article 12: CALCULATION OF THE NET ASSET VALUE OF THE SHARES

In each sub-fund, and for each class of shares, the net asset value per share will be calculated in the currency in which the net asset value for the sub-fund or class or share concerned is calculated (as specified in the Prospectus), as the figure obtained by dividing, on the Valuation Date (defined in Article 13 of the Articles of Association), the net assets of the sub-fund or class of shares concerned, comprised of the assets of the sub-fund or class of share concerned less the liabilities accruing to it, by the number of shares issued and in circulation in respect of the sub-fund or class of share concerned, taking account, if appropriate, of the breakdown of the net assets of this sub-fund or class of shares between income and accumulation shares relating to the sub-fund or class of share concerned, in accordance with the provisions of point IV of this Article.

The valuation procedure for the assets of the various sub-funds or the various classes of shares is as follows:

I. The Company's assets will comprise:

1. all cash in hand or on deposit, including interest due and accrued;
2. all sight bills and demand notes payable and accounts receivable, including proceeds from the sale of securities, the price of which has not yet been received;
3. all securities, units, shares, bonds, option or subscription rights and other transferable securities and assets permitted by law and belonging to the Company;
4. all dividends in cash or securities and all payments receivable by the Company insofar as the Company could reasonably be aware of such. The Company may, however, make adjustments reflecting fluctuations in the market value of transferable securities resulting from practices such as ex-dividend or ex-rights trading;
5. all interest due or accrued on the securities belonging to the Company, unless such interest is included in the principal of these securities;
6. the preliminary expenses of the Company, insofar as these have not been amortised;
7. all other assets of any kind permitted by law, including prepaid expenses.

The value of the assets in the various sub-funds or the various classes of shares will be determined as follows:

- (a) the shares or units in UCI (including the shares issued by the Company's sub-funds which may be held by one of the Company's other sub-funds) will be the last available net asset value thereof;

- (b) the value of cash in hand and on deposit, sight bills and demand notes payable, accounts receivable, prepaid expenses, and dividends and interest declared or accrued but not yet received, will be the nominal amount thereof. If, however, it is unlikely that the full amount will be received, the value will be calculated by applying a deduction that the Company considers appropriate to reflect the actual value of these assets;
- (c) the value of all securities traded or listed on a stock exchange will be based on the latest available price published on the Valuation Date in question;
- (d) the value of all securities traded on another regulated market that provides similar guarantees will be based on the latest available price published on the Valuation Date in question;
- (e) if securities in the portfolio on the Valuation Date are not traded or listed on a stock exchange or another regulated market, or if the price for securities traded or listed on such stock exchange or market determined in accordance with the provisions of (c) or (d) above is not representative of their actual value, they will be valued on the basis of their probable realisation value, which will be estimated prudently and in good faith;
- (f) money-market instruments and other fixed-income securities with a residual maturity of less than three months may be valued on the basis of the depreciated cost. However, if a market price is available for such securities, the value determined in accordance with the method described above will be periodically compared to the market price and, in the event of a notable difference, the Board of Directors may adjust the value accordingly;
- (g) the value of derivatives (options and futures) that are traded or listed on a stock exchange or regulated market will be based on their last settlement price available on the Valuation Date concerned on the stock exchange or regulated market on which these instruments are traded. However, if one of these derivatives cannot be settled on the day used to determine the applicable values, the value of the derivative(s) concerned will be reasonably and prudently set by the Board of Directors;
- (h) the value of all other assets will be based on their probable realisation value, estimated prudently and in good faith.

At the full discretion of the Board of Directors, the latter may permit the use of another valuation method if it believes that this valuation better reflects the market value of any asset held by a sub-fund.

II. The Company's liabilities will comprise:

1. all loans, matured bills and accounts payable;
2. all known commitments, matured or otherwise, including all matured contractual obligations, the purpose of which is to obtain payment in cash or in kind, including the amount of dividends declared by the Company but not yet paid;
3. an appropriate provision for future taxes on capital and income accrued on the Valuation Date concerned, as established by the Board of Directors and, if appropriate, any other reserves authorised or approved by the Board of Directors;
4. any other liabilities whatsoever of the Company. For the purposes of valuing such liabilities, the Company will take into account all expenses payable by the Company, including, but without being limited to, the expenses for drafting and subsequently amending the Articles of Association, commissions and fees payable to the management company, the Investment Advisers, Managers, Distributors, the Administrative Agent, the Custodian and correspondents, the Domiciliary Agent, the Transfer Agent, the Paying Agents or other agents, employees and Directors of the Company, and to permanent representatives in places where the Company is liable for registration, expenses incurred in respect of legal assistance and the auditing of the Company's annual accounts, expenses for preparing, promoting, printing and publishing sales documents, the Prospectus, "key investor information documents" and financial reports, expenses for registration statements, all taxes and duties deducted by government and supervisory authorities and by the stock exchanges, expenses for publishing issue, redemption and conversion prices and any other operating expenses, including financial, bank or brokerage charges incurred on the purchase or sale of assets or otherwise, and all other administrative expenses.

When valuing the amount of liabilities, the Company may take account of regular or periodic administrative and other expenses, by estimating such liabilities for the year or any other period, spreading the amount over fractions of such period on a pro rata temporis basis.

III. Sub-fund allocation:

The Board of Directors will establish a separate pool of assets for each sub-fund. In relations between shareholders, these assets will be allocated solely to shares issued in respect of the sub-fund concerned, taking due account, if appropriate, of the breakdown of the value of these assets among the different classes and categories of shares, in accordance with the provisions of point IV of this article. The Company comprises one single legal entity. However, the assets of a given sub-fund only cover the debts, liabilities and commitments of the sub-fund concerned. In relations between shareholders, each sub-fund is considered a separate entity.

For the purpose of establishing these different pools of net assets among shareholders:

1. The proceeds from the issue of shares relating to a given sub-fund will be allocated in the Company's accounts to the sub-fund concerned and the assets, liabilities, income and fees relating to the sub-fund will be allocated to the sub-fund concerned;
2. if an asset derives from another asset, the latter will be allocated in the Company's accounts to the same sub-fund as the asset from which it derives, and each time an asset is revalued, any increase or decrease in value will be allocated to the sub-fund to which said asset belongs;
3. if the Company has a liability that is attributable to a given sub-fund or a transaction undertaken in connection with all the assets of a given sub-fund, the liability will be allocated to the sub-fund in question;
4. if one of the Company's assets or liabilities cannot be allocated to a particular sub-fund, it will be allocated to all the sub-funds in equal measure or, if the amounts concerned so require, proportionate to the respective value of the net assets of each sub-fund, on the understanding that all the liabilities, irrespective of the pool of net assets to which they are allocated, may only relate to said pool.

If one or more classes of shares are created in any single sub-fund, the aforementioned allocation rules will be applied, if appropriate, to these classes of shares.

IV. Breakdown of the value of the assets within a sub-fund:

Insofar as, and when, among the shares corresponding to a given sub-fund, income and accumulation shares have been issued and are in circulation, the value of the net assets of this sub-fund, established in accordance with the provisions of points I to III of this article, will be allocated among all the income shares, on the one hand, and all the accumulation shares, on the other, based on the following proportions:

Initially, the percentage of the net assets of the sub-fund corresponding to all income shares will be equal to the percentage of all income shares compared with the total number of shares issued and in circulation in the sub-fund concerned.

Likewise, the percentage of the net assets of the sub-fund corresponding to all accumulation shares will be equal to the percentage of all the accumulation shares compared with the total number of shares issued and in circulation in the sub-fund concerned.

Following each payment of annual or interim cash dividends to income shares, in accordance with Article 27 of the Articles of Association, the proportion of the net assets of the sub-fund to be allocated to all income shares will be reduced in an amount equal to the amounts of dividends paid, resulting in a reduction in the percentage of the net assets of the sub-fund to be allocated to all income shares. However, the proportion of the net assets of the sub-fund to be allocated to all accumulation shares will remain unchanged, resulting in an increase in the percentage of the net assets of the sub-fund to be allocated to all accumulation shares.

In the event of the subscription or redemption of income shares in a sub-fund, the proportion of the net assets of the sub-fund allocated to all income shares will be increased or reduced according to the net amounts received or paid by the Company by virtue of these share subscriptions or redemptions. Likewise, in the event of the subscription or redemption of accumulation shares in a sub-fund, the proportion of the net assets of the sub-fund allocated to all

accumulation shares will be increased or reduced according to the net amounts received or paid by the Company by virtue of these share subscriptions or redemptions.

The net asset value of an income share in a given sub-fund will at all times be equal to the amount obtained by dividing the pool of net assets of the sub-fund concerned allocated to all income shares by the total number of income shares issued and in circulation at the time.

Likewise, the net asset value of an accumulation share in a given sub-fund will at all times be equal to the amount obtained by dividing the pool of net assets of the sub-fund concerned allocated to all accumulation shares by the total number of accumulation shares issued and in circulation at the time.

If one or more classes of shares have been created in any single sub-fund, the following breakdown rules will, if appropriate, be applied to the classes of shares concerned.

V. For the purposes of this article:

1. any share in the process of being redeemed by the Company in accordance with Article 9 of the Articles of Association will be deemed to be a share issued and in circulation until the close of business on the Valuation Date on which redemption occurs, and the price will be considered as a liability of the Company as from that date until the price has been paid;
2. shares to be issued by the Company pursuant to subscription applications received will be deemed to be created as from the close of business on the Valuation Date on which the issue price was set, and this price will be deemed to be a receivable of the Company until the price has been paid;
3. all investments, cash balances or other assets of the Company expressed in a currency other than that in which the net asset value of the sub-fund or class of shares concerned is calculated will be valued on the basis of the exchange rates obtaining on the date and at the time the net asset value per share is calculated;
4. all purchase or sale transactions involving securities contracted by the Company will be carried out on the Valuation Date, insofar as is possible.

Article 13: FREQUENCY AND TEMPORARY SUSPENSION OF THE CALCULATION OF THE NET ASSET VALUE PER SHARE, AND THE ISSUE, REDEMPTION AND CONVERSION OF SHARES

In each sub-fund, and for each class or category of shares, the net asset value per share, and the issue, redemption and conversion price of the shares, will be determined periodically by the Company or its agent appointed for this purpose, and at least twice a month, at the frequency determined by the Board of Directors; the day or time at which this calculation occurs is referred to in the Articles of Association as the "Valuation Date".

In principle, if a Valuation Date falls on a public or bank holiday in Luxembourg, the Valuation Date will be postponed to the next business day or other date decided by the Board of Directors as indicated in the Prospectus.

Without prejudice to the legal reasons for suspension, the Company may temporarily suspend the calculation of the net asset value per share and the issue, redemption or conversion of its shares generally or in respect of one or more of its sub-funds, in the following circumstances:

- a) when the net asset value of the shares or the underlying units in UCIs representing a substantial portion of the sub-fund's investments cannot be determined quickly enough and with due accuracy;
- b) during all or part of any period when one of the principal stock markets or regulated markets on which a substantial portion of the portfolio of one or more sub-funds is traded or quoted in closed other than for ordinary holidays, or during which dealings on these markets are restricted or suspended;
- c) when the Company cannot freely dispose of or value the investments of one or more sub-funds or cannot do so without seriously jeopardising its shareholders' interests;
- d) during any breakdown in the means of communication needed to determine the price or value of the assets of one or more sub-funds or if, for any reason, it is not possible to determine the value of the assets of one or more sub-funds;

- e) when investments or the transfer of funds involved in these investments cannot occur at normal prices or exchange rates, or when the Company is unable to repatriate funds in order to make payments on the redemption of shares;
- f) in the event of a significant volume of redemption and/or conversion applications, in which case the Company reserves the right only to redeem shares at the redemption price as determined after it has been able to sell the requisite assets at the earliest opportunity, taking account of the interests of all the shareholders, and has the proceeds of such sales at its disposal. In this case, a single price will be calculated for all redemption, subscription and conversion applications submitted at the same time;
- g) if the Board of Directors so decides, subject to the principle of equal treatment between shareholders and the applicable laws and regulations, (i) at the time of the convening of a general meeting of shareholders of the Company or a sub-fund to vote on the liquidation, dissolution or merger of the Company or a sub-fund and (ii) at the time of the decision of the Board of Directors to liquidate, dissolve or merge a sub-fund;
- h) for the whole period during which, in the opinion of the Board of Directors, there are circumstances outside the control of the Company which would make it impracticable or unfair among shareholders to continue the transaction relating to a sub-fund of the Company.

In addition a feeder fund may temporarily suspend the redemption, repurchase or subscription to its shares, when its master UCITS temporarily suspends the redemption, repurchase or subscription to its units for the same period as the master UCITS, whether at its own initiative or at the request of the competent authorities, for the same suspension period imposed on the master UCITS.

The suspension of the calculation of the net asset value, repurchase, redemption and/or subscription will be published and the Company will advise shareholders who have applied for the subscription, redemption or conversion of shares accordingly, in accordance with the provisions of the Articles of Association.

Shareholders who have submitted an application for subscription, redemption or conversion may revoke it during the period of suspension. If applications are not revoked, the issue, redemption or conversion prices will be based on the first calculation of the net asset value that occurs after the end of the suspension period.

ANNEX II: MISCELLANEOUS

a) Available documents

The Prospectus, the coordinated Articles of Association of the Company, the KIIDs, the latest annual and semi-annual reports and the subscription form can be obtained on weekdays and during office hours (and not Saturdays and legal or bank holidays) from the registered office of the Company, 12, rue Eugène Ruppert, L-2453 Luxembourg.

Copies of the Prospectus, the KIIDs, the articles of association and the annual and semi-annual reports published by the Company can also be found on the www.fundsquare.net website.

The latest net asset value per share, copies of the Prospectus, the KIIDs, the articles of association and the annual and semi-annual reports published by the Company can also be found on the <http://funds.degroopfetercam.lu>, www.fundsquare.net or www.fourpointsim.com websites.

The Management Company applies a remuneration policy (the « Policy ») within the meaning of article 111bis of the Law of 2010 and in accordance with the principles laid down in article 111ter of the Law of 2010.

The Policy aims among others to prevent risk taking which is incompatible with a sound and effective risk management, with the business strategy, the objectives, the values and the interests of the Management Company or the Company, with the interests of the shareholders of the Company, to avoid potential conflicts of interests and to decorrelate the decisions relating to control operations, from the performances obtained. The Policy includes an assessment of performance set in a multi-year framework appropriate to the holding period recommended to the investors of the Company in order to ensure that the assessment process is based on the long-term performance of the Company and its investment risks. The variable remuneration component is also based on a number of other qualitative and quantitative factors. The Policy contains an appropriate balance of fixed and variable components of the total remuneration.

This Policy is adopted by the Management Company's board of directors, which is also responsible for its implementation and supervision. It applies to all types of benefits paid by the Management Company, and to all amounts paid directly by the Company itself, including any performance fees, and to all transfers of shares in the Company in favour of any category of personnel to which the Policy applies.

Its general principles are assessed at a minimum on an annual basis by the board of directors of the Management Company, and are established in accordance with the size of the Management Company and/or the size of the UCITS managed by it.

Details of the Management Company's updated Policy are available on www.dpas.lu. A hard copy can be obtained free-of-charge on request.

b) Additional information

Additional information will be made available on request on weekdays and during office hours (except for Saturdays and legal or bank holidays) from the registered office of the Company, 2, rue Eugène Ruppert, L-2453 Luxembourg, in accordance with Luxembourg laws and regulations. This information must notably include a short description of the strategies for exercising the voting rights and procedures relating to the processing of complaints, which can be viewed on the Management Company's website www.dpas.lu.

c) Official language

The official language of the Prospectus and the Articles of Association is French although the Board of Directors of the Company and the Custodian Bank the Administrative Agent, the Domiciliary Agent, the Transfer Agent and Registrar and the Management Company may decide that translations into the languages of the countries where the Company's shares are offered and sold are required for themselves and for the Company. In the event of any differences between the French text and any other language into which the Prospectus is translated, the French text shall prevail.