

NBG INTERNATIONAL FUNDS SICAV
Société d'investissement à capital variable
Luxembourg

Prospectus

September 2023

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L'apposition du visa ne peut en aucun cas servir
d'argument de publicité
Luxembourg, le 2023-09-28
Commission de Surveillance du Secteur Financier

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This Prospectus is valid only if it is accompanied by the latest available annual report and, where applicable, by the non-audited semi-annual report, if published since the last annual report. These reports form an integral part of this Prospectus.

In addition to this Prospectus, the Company has also adopted a packaged retail and insurance-based investment products key information document (the “**PRIIPS KIID**” or “**PRIIPS KIIDS**”) in relation to each class of Shares which contains the key information about such class of shares.

NBG INTERNATIONAL FUNDS SICAV
Société d'investissement à capital variable

Registered Office:
19, rue de Bitbourg, L-1273 Luxembourg, Grand Duchy of Luxembourg
(RCS Luxembourg B 81.335)

OFFER FOR SHARES

This is an offer to subscribe for separate classes of Shares (the “**Shares**”) issued without par value in **NBG International Funds Sicav** (the “**Company**”), each Share being linked to one or more sub-funds of the Company (the “**Sub-Fund**” or the “**Sub-Funds**”), as specified below:

SUB-FUNDS

NBG International Funds Sicav/ Income Plus Sub-Fund
NBG International Funds Sicav/ Global Equity Sub-Fund
NBG International Funds Sicav/ European AllStars Sub-Fund

The Shares in each of the Sub-Funds are divided in two classes of Shares, Class A and Class B (the “**Classes**”). For further information about the rights attaching to the various Classes of Shares, see paragraph “Classes of Shares”.

IMPORTANT INFORMATION

If you are in any doubt about the contents of this Prospectus and of the PRIIPS KIDs, you should consult your stockbroker, attorney, accountant or other financial advisor. No person is authorised to give any information other than that contained in this Prospectus or in the PRIIPS KIDs, or any of the documents referred to herein that are available for public inspection at 19, rue de Bitbourg, L-1273 Luxembourg.

- The Company is registered in the Grand Duchy of Luxembourg as an undertaking for collective investment in transferable securities (a “**UCITS**”) under the form of an investment company with variable share capital (“**SICAV**”) and is managed by NBG ASSET MANAGEMENT LUXEMBOURG (the “**Management Company**”) a public limited company (*Société Anonyme*) organised under chapter 15 of the Luxembourg law of 17 December 2010 on undertakings for collective investment as amended from time to time (*loi concernant les organismes de placement collectif*) (the “**2010 Law**”) which implemented into the Luxembourg law (i) the Directive 2009/65/EC of the Parliament and of the Council of 13 July 2009 on the coordination of laws, regulations and administrative provisions relating to UCITS, as amended from time to time (the “**Directive 2009/65/EC**”) and (ii) the implementation measures of the Directive 2009/65/EC. The principal objective of the Company is on one hand, the collective investment of its net assets in transferable securities and/or in money market instruments of any kind authorised by law and on the other hand, to place the monies available to it in other Luxembourg or foreign undertakings for collective investment of the open-ended type pursuant to Part I of the 2010 Law.
- In addition, the Company may employ, for the purpose of efficient management and for the purpose of providing protection against market and exchange risks, the investment techniques and instruments described below in paragraph “Investment Powers and Restrictions”. However, such registration does not imply a positive assessment by the supervisory authority of the contents of this Prospectus and of the PRIIPS KIDs or of the quality of the Shares offered for sale. Any representation to the contrary is unauthorised and unlawful.

- This Prospectus and the PRIIPS KIDs do not constitute an offer to anyone or solicitation by anyone in any jurisdiction in which such an offer or solicitation is unlawful or in which the person making such an offer or solicitation is not qualified to do so.
- Any information given by any person not mentioned in this Prospectus and in the PRIIPS KIDs should be regarded as unauthorised. The board of directors of the Company (the “**Board of Directors**”) has taken the precautions that the information contained in this Prospectus and in the PRIIPS KIDs is accurate at the date of its publication and accept responsibility accordingly. To reflect material changes, this Prospectus and the PRIIPS KIDs may be updated from time to time and potential subscribers should enquire from the Company as to the issue of any later Prospectus.
- The distribution of this Prospectus, the PRIIPS KIDs and the offering of the Shares may be restricted in certain jurisdictions. It is the responsibility of any person in possession of this Prospectus and of the PRIIPS KIDs and any person wishing to subscribe for Shares to inform themselves of, and to observe, all applicable laws and regulations of any relevant jurisdictions. Potential subscribers or purchasers of Shares should inform themselves as to the possible tax consequences, the legal requirements and any foreign exchange restrictions or exchange control requirements which they might encounter under the laws of the countries of their citizenship, residence or domicile and which might be relevant to the subscription, purchase, holding, conversion or sale of Shares.
- No person shall incur in any civil liability solely on the basis of the PRIIPS KIDs, including any translation thereof, unless it is misleading, inaccurate or inconsistent with the relevant parts of the Prospectus. The PRIIPS KIDs shall contain a clear warning to the effect that no civil liability is incurred on the sole basis of the information for investors including translations thereof unless these do not fulfil the conditions of the above paragraph.
- The Company shall provide investors with the PRIIPS KIDs in good time before their proposed subscription of Shares. The Company shall provide the PRIIPS KIDs to product manufacturers and intermediaries selling the Shares to investors or advising investors on potential investments in the Company or in products offering exposure to the Company upon their request. The intermediaries selling or advising investors on potential investment in the Company must provide PRIIPS KIDs to their clients or potential clients.
- The PRIIPS KIDs shall be provided to investors free of charge. The PRIIPS KIDs may be delivered in a durable medium or by means of a website. A hard copy shall be supplied to investors on request and free of charge. The essential elements of the PRIIPS KIDs must be kept up to date.
- This Prospectus contains forward-looking statements, which provide current expectations or forecasts of future events. Words such as “may”, “expects”, “future” and “intends”, and similar expressions, may identify forward-looking statements, but the absence of these words does not mean that a statement is not forward-looking. Forward-looking statements include statements about the Company’s plans, objectives, expectations and intentions and other statements that are not historical facts. Forward-looking statements are subject to known and unknown risks and uncertainties and inaccurate assumptions that could cause actual results to differ materially from those expected or implied by the forward-looking statements. Prospective Investors should not unduly rely on these forward-looking statements, which apply only as of the date of this Prospectus.
- The Company draws the investors’ attention to the fact that any investor will only be able to fully exercise his investor rights directly against the Company, notably the right to participate in general shareholders’ meetings, if the investor is registered himself and in his own name in the shareholders’ register of the Company. In cases where an investor invests in the Company through an intermediary investing into the Company in his own name but on behalf of the investor, it may not always be possible for the investor to exercise certain shareholder rights directly against the Company. Investors are advised to take advice on their rights.

THE MANAGING DIRECTORS

The Company is managed by NBG ASSET MANAGEMENT LUXEMBOURG.

The board of directors of the Management Company has in this respect designated under its responsibility and control, Mr. Ioannis RITSIOS and Eduard VAN WIJK to act as managing directors of the Management Company (together the “**Managing Directors**”).

The Managing Directors shall be in charge of the daily administration of the Management Company.

MARKET TIMING POLICY AND LATE TRADING POLICY

The Company does not knowingly allow investments which are associated with market timing practices, as such practices may adversely affect the interests of all shareholders of the Company (the “**Shareholders**”).

As per the CSSF Circular 04/146, market timing is to be understood as an arbitrage method through which an investor systematically subscribes and redeems or converts units or shares of the same UCI within a short time period, by taking advantage of time differences and/or imperfections or deficiencies in the method of determination of the Net Asset Value of the UCI (the “**NAV**”).

Opportunities may arise for the market timer either if the NAV is calculated on the basis of market prices which are no longer up to date (stale prices) or if the UCI is already calculating the NAV when it is still possible to issue orders.

Market timing practices are not acceptable as they may affect the performance of the UCI through an increase of the costs and/or entail a dilution of the profit.

Accordingly, the Board of Directors may, whenever appropriate and at its sole discretion, cause the Registrar Agent and the Administrative Agent, respectively, to implement any of the following measures:

- Cause the Registrar Agent to reject any application for conversion and/or subscription of Shares from investors whom the former considers as market timers.
- The Registrar Agent may combine Shares which are under common ownership or control for the purpose of ascertaining whether an individual or a group of individuals can be deemed to be involved in market timing practices.
- If a Sub-Fund is primarily invested in markets which are closed for business at the time the Sub-Fund is valued, during periods of market volatility cause the Administrative Agent to allow for the NAV per Share to be adjusted to reflect more accurately the fair value of the Sub-Fund's investments at the point of valuation.
- Late Trading is to be understood as the acceptance of a subscription, conversion or redemption order after the time limit fixed for accepting orders (the “**Cut-off Time**”) on the relevant day and the execution of such order at the price based on the NAV applicable to such same day. Through Late Trading, an investor may take advantage of being aware of events or information published after the Cut-off Time, but which events or information are not yet reflected in the price which will be applied to such investor. This investor is therefore privileged compared to the other investors who have complied with the official Cut-off Time. The advantage of this practice to the investor is increased even more if he is able to combine Late Trading with Market Timing.
- The Late Trading practice is not acceptable as it violates the provisions of the prospectuses of the UCIs which provide that an order received after the Cut-off Time is dealt with at a price based on the next applicable NAV.

DATA PROTECTION

In accordance with the provisions of the Luxembourg law of 2 August 2002 on the protection of persons with regard to the processing of Personal Data, as amended from time to time (the “**Luxembourg Data Protection Law**”), the Shareholders are informed that the Company, as data controller, collects, stores and processes by electronic or other means the data supplied by Shareholders at the time of their subscription for the purpose of fulfilling the services required by the Shareholders and complying with its legal obligations including, but not limited to, tax reporting obligations (if any).

The data processed may include, in particular, the Shareholder's name, address, contact details invested amount, details of tax residence (the "**Personal Data**").

The Shareholder may, at his/her/its discretion, refuse to communicate the Personal Data to the Company. In this event the Board of Directors may reject his/her/its request for subscription for Shares in the Company. Moreover, failure to provide requested information may subject the Shareholder to liability for any resulting penalties or other charges and/or mandatory redemption of its Shares in the Company.

In particular, the Personal Data supplied by Shareholders is processed for the purpose of (i) maintaining the register of Shareholders, (ii) processing subscriptions, redemptions and conversions of Shares and payments of distributions to Shareholders, (iii) maintaining controls in respect of late trading and market timing practices, (iv) complying with applicable anti-money laundering and terrorism financing rules, (v) tax identification and reporting, (vi) marketing.

A Shareholder may object to the use of his/her/its Personal Data for marketing purposes. This objection must be made in writing to the Company at the following address:

NBG INTERNATIONAL FUNDS SICAV
19, rue de Bitbourg
L-1273 Luxembourg
Grand Duchy of Luxembourg

The Company may delegate the processing of the Personal Data to one or several entities (the "**Processors**") which are located in the European Union (the "**EU**") or in other countries which are deemed to offer an adequate level of protection by the European Commission or the National Commission for Data Protection (such as the Administrative Agent, the Registrar and Transfer Agent) or which are located outside such countries (such as any facilities agents and/or representatives).

To enable the Company to process Personal Data for the purposes set out above, and for no other purpose, the Shareholders consent, by investing in the Company, to their Personal Data being disclosed and transferred both to countries which ensure that an adequate level of protection is complied therewith, and to other countries, which may not have data protection laws as protective as those within the EU.

Personal Data may be transferred to third parties such as governmental or regulatory bodies including tax authorities (in particular for compliance with FATCA and CRS rules as further specified in this Prospectus), auditors and accountants in Luxembourg as well as in other jurisdictions. The Company undertakes not to transfer the Personal Data to any third parties other than the Processors, except if required by law or with the prior consent of the relevant Shareholder.

Each Shareholder has a right to access his/her/its Personal Data and may ask for a rectification thereof in cases where such Personal Data is inaccurate and/or incomplete. For these purposes, the Shareholder may contact the Company in writing at the address indicated above.

For the avoidance of any doubt, it being understood that certain Personal Data may be collected, recorded, stored, adapted, transferred or otherwise processed and used by the Company, the Registrar Agent, The Directors' Office, the Management Company and other financial intermediaries. In particular, such data may be processed for the purposes of account and distribution fee administration, anti-money laundering identification, tax identification under the Council Directive 2003/48/EC regarding the taxation of savings income (the "EU Savings Directive") EU Council Directive 2011/16/EU on Administrative Cooperation in the field of Taxation (as amended by Council Directive 2014/107/EU), the OECD's standard for automatic exchange of financial account information (commonly referred to as the "Common Reporting Standard"), and any other exchange of information regimes to which the Company may be subject to from time to time) and to provide client-related services. Such information shall not be passed on any unauthorised third persons.

By subscribing to the Shares, each Shareholder consents to such processing of his/her/its personal data. This consent is formalized in writing in the subscription form used by the relevant Intermediary.

I. BOARD OF DIRECTORS AND MANAGEMENT COMPANY	8
II. ADMINISTRATION AND SUB-FUNDS MANAGERS	9
III. INVESTMENT OBJECTIVES / INVESTMENT POWERS AND RESTRICTIONS	10
A. INVESTMENT IN TRANSFERABLE SECURITIES AND LIQUID ASSETS.....	10
B. INVESTMENT IN UCITS AND OTHER UCIs	15
C. INVESTMENT IN OTHER ASSETS	15
D. GLOBAL EXPOSURE	16
E. INVESTMENT TECHNIQUES	16
IV. NET ASSET VALUE	24
A – TEMPORARY SUSPENSION OF CALCULATION OF THE NAV PER SHARE.....	26
B – PUBLICATION OF THE NAV PER SHARE	27
V. THE SHARES (ISSUE AND FORM)	27
VI. CLASSES OF SHARES	28
VII. SUBSCRIPTION FOR SHARES	28
A. SUBSCRIPTION PROCEDURE	28
B. PAYMENT PROCEDURE.....	29
C. NOTIFICATION OF TRANSACTION.....	29
D. REJECTION OF SUBSCRIPTIONS.....	30
E. SUSPENSION OF NAV.....	30
F. MONEY LAUNDERING PREVENTION	30
VIII. SALES, MANAGEMENT FEES, REFERENCE CURRENCY AND COMPANY CHARGES	31
Company Charges	31
IX. REDEMPTION OF SHARES	31
A. PROCEDURE FOR REDEMPTION	32
B. TEMPORARY SUSPENSION OF REDEMPTION	32
C. COMPULSORY REDEMPTION	33
D. PROCEDURES FOR REDEMPTIONS AND CONVERSIONS REPRESENTING 10% OR MORE OF THE NET ASSETS OF A SUB-FUND	33
X. CONVERSION OF SHARES INTO SHARES OF A DIFFERENT SUB-FUND	33
XI. DISTRIBUTION POLICY	34
XII. TAXATION	34
A. TAXATION OF THE COMPANY	34
B. TAXATION OF THE SHAREHOLDERS.....	36
C. FOREIGN ACCOUNT TAX COMPLIANCE ACT	37
D. AUTOMATIC EXCHANGE OF INFORMATION	38
XIII. CONFLICTS OF INTEREST	39
XIV. THE COMPANY - GENERAL INFORMATION	39
XV. MANAGEMENT AND ADMINISTRATION	40
A. THE MANAGEMENT COMPANY	40
B. THE MANAGING DIRECTORS.....	41
C. THE INITIATOR	41
D. THE INVESTMENT MANAGER	41
E. THE NOMINEE AGENT.....	42
F. THE DISTRIBUTOR.....	42
G. THE DEPOSITARY AND PAYING AGENT.....	42
H. THE ADMINISTRATIVE AGENT.....	44
I. THE REGISTRAR AGENT.....	44
J. THE DOMICILIARY AGENT AND CORPORATE AGENT	44
K. TERMINATION OF THE COMPANY	44
L. MERGERS	45
M. DIVISION OF SUB-FUNDS.....	46
N. GENERAL MEETINGS	47
O. ANNUAL AND SEMI-ANNUAL REPORTS.....	47
P. PACKAGED RETAIL AND INSURANCE-BASED INVESTMENT PRODUCTS KEY INFORMATION DOCUMENT	47
Q. DOCUMENTS AVAILABLE FOR INSPECTION	47
R. FURTHER INFORMATION	48

S. SUSTAINABLE INVESTMENTS	48
T. LIQUIDITY RISK MANAGEMENT PROCESS	48
U. COMPLAINTS HANDLING.....	49
V. STRATEGIES FOR THE EXERCISE OF VOTING RIGHTS	49
<u>XVI. ANNEX I – CONFLICT OF INTEREST</u>	<u>49</u>
<u>XVII. APPENDICES</u>	<u>51</u>

<u>I. Board of Directors and Management Company</u>
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BOARD OF DIRECTORS OF THE COMPANY:**Chairman**

Mr. Ioannis SAMIOS, Head of Risk Management & International Operations, NBG Asset Management M.F.M.C.

Directors

Mr. Stylianos SAVADIS, Chief Financial Officer, NBG Asset Management M.F.M.C.

Mr. Michail TSAGKARAKIS, Deputy Marketing Manager, NBG Asset Management M.F.M.C.

MANAGEMENT COMPANY:**Registered Office:****NBG ASSET MANAGEMENT LUXEMBOURG**

19, rue de Bitbourg, L-1273 Luxembourg, Grand Duchy of Luxembourg

BOARD OF DIRECTORS OF THE MANAGEMENT COMPANY:**Chairman**

Dr. Efstratios SARANTINOS, Chief Executive Officer, NBG Asset Management M.F.M.C.

Directors

Mr. Ioannis SAMIOS, Head of Risk Management & International Operations, NBG Asset Management M.F.M.C.

Mr. Ioannis RITSIOSs, Head of Discretionary Asset Management, NBG Asset Management M.F.M.C.

Mr. Eduard VAN WIJK, partner at the Directors' Office

Managing Directors of the Management Company

Mr. Ioannis RITSIOS, Head of Discretionary Asset Management, NBG Asset Management M.F.M.C.

Mr. Eduard VAN WIJK, partner at the Directors' Office

II. Administration and Sub-Funds Managers

NBG International Funds Sicav

19, rue de Bitbourg, L-1273 Luxembourg

Initiator

National Bank of Greece S.A.

Depository Bank and Paying Agent

Société Générale Luxembourg, 28-32 place de la Gare, L-1616 Luxembourg, Grand Duchy of Luxembourg

Administrative Agent

Société Générale Luxembourg, (operational center): 28-32, Place de la Gare, L-1616 Luxembourg, Grand Duchy of Luxembourg

Registrar Agent

Société Générale Luxembourg (operational center): 28-32, Place de la Gare, L-1616 Luxembourg, Grand Duchy of Luxembourg

Domiciliary Agent

Waystone Corporate Services (Lux) S.A: 19, rue de Bitbourg, L-1273 Luxembourg, Grand Duchy of Luxembourg

Corporate Agent

Waystone Governance Services (Lux) SARL: 19, rue de Bitbourg, L-1273 Luxembourg, Grand Duchy of Luxembourg

Nominee and Distributor

National Bank of Greece S.A., 86, Eolou Street, Athens, Greece

Investment Manager

NBG Asset Management Mutual Fund Management Company, 103-105, Syngrou Avenue, 11745 Athens, Greece

**NBG International Funds Sicav/ Income Plus Sub-Fund*

**NBG International Funds Sicav/ Global Equity Sub-Fund*

**NBG International Funds Sicav/ European AllStars Sub-Fund*

Auditor

PricewaterhouseCoopers

2 rue Gerhard Mercator

L-2182 Luxembourg

III. Investment Objectives / Investment Powers and Restrictions

1. Investment Objectives and Policies

The Company aims to provide investors with a choice of professionally managed Sub-Funds investing in a wide range of transferable securities and money market instruments in order to achieve an optimum return from capital invested while reducing investment risk through diversification.

The Company aims also to provide investors with professionally managed Sub-Funds, qualified as funds of funds, investing up to 100% of their net assets (the “**Net Assets**”) in units or shares of UCITS authorised according to Directive 2009/65/EC and/or UCIs within the meaning of this Directive 2009/65/EC.

The Company seeks to set new standards in the quality of investment management for investors in Europe. Above all, it recognises the importance of achieving superior, consistent, long-term investment performance. Its focus in investment lies in the area of equities and it believes that over the longer-term it is essential to invest in assets that will keep pace with inflation.

The investment policy and objective of each Sub-Fund will be determined in its concerned Appendix annexed to the present Prospectus.

2. Investment Powers and Restrictions

In order to achieve the Company's investment objectives and policies, the Board of Directors has determined that the following investment powers and restrictions shall apply to all investments by the Company:

A. INVESTMENT IN TRANSFERABLE SECURITIES AND LIQUID ASSETS

The Company, in each Sub-Fund, may solely invest in:

- a) Transferable Securities and Money Market Instruments admitted to or dealt in on a Regulated Market within the meaning of Directive 2004/39/EC of the European Parliament and of the Council of 21 April 2004 on markets in financial instruments as amended from time to time;
- b) Transferable Securities and Money Market Instruments dealt in on another Regulated Market in a member state of the EU (a “**Member State**”), which is regulated, operates regularly and is recognised and is open to the public;
- c) Transferable Securities and Money Market Instruments admitted to official listing on a stock exchange in a non-EU member state or dealt on another Regulated Market in a non-EU member state selected by the Board of Directors;
- d) Recently issued Transferable Securities and Money Market Instruments provided that:
 - i) the terms of issue include an undertaking that application will be made for admission to official listing in any of the stock exchanges or Regulated Markets referred to above;
 - ii) such admission is secured within one (1) year of the issue.
- e) Units or shares of UCITS authorised according to Directive 2009/65/EC and/or other UCIs within the meaning of the first and second indent of Article 1 paragraph (2) of the Directive 2009/65/EC, should they be situated in a Member State or outside the EU, provided that:
 - iii) such other UCIs are authorised under laws which state that they are subject to supervision considered by the CSSF as equivalent as that laid down in Community legislation and that cooperation between authorities is sufficiently ensured (currently the United States of America (the “**USA**”), Canada, Hong Kong, Japan, Switzerland and Norway);
 - iv) the level of guaranteed protection offered to the unit holders/shareholders in such other UCIs is equivalent to that provided for unit holders/ shareholders in a UCITS, and in

particular that the rules on asset segregation, borrowings, lending and uncovered sales of Transferable Securities and Money Market Instruments are equivalent to the requirements of Directive 2009/65/EC;

- v) the business of such other UCIs is reported in semi-annual and annual reports to enable an assessment of the assets and liabilities, income and operations over the reporting period;
 - vi) each sub-fund of the UCITS or of the other UCIs in which each Sub-Fund of the Company intends to invest, may not, according to its constitutive documents, invest more than 10% of its Net Assets in aggregate, in units/shares of other UCITS or other UCIs;
- f) Deposits with credit institutions which are repayable on demand or have the right to be withdrawn, and maturing in no more than 12 (twelve) months, provided that the credit institution has its registered office in a Member State or, if the registered office of the credit institution is situated in an OECD Country being Financial Action Task Force member, provided that it is subject to prudential rules considered by the CSSF as equivalent to those laid down in Community law;
- g) Financial derivative instruments including equivalent cash settled instruments, dealt in on a Regulated Market referred to in sub-paragraphs a), b), c) above provided that:
- i) the underlying consists of instruments covered by the paragraph “the Company, in each Sub-Fund, may solely invest in” above (points a to f), financial indices, interest rates, foreign exchanges rates or currencies in which each of the Sub-Funds may invest according to their investment objective;
 - ii) the counterparties to OTC derivative transactions are first rated and specialised institutions subject to prudential supervision, and belonging to the categories approved by the CSSF, and
 - iii) the OTC derivatives are subject to reliable and verifiable valuation on a daily basis and can be sold, liquidated or closed by an offsetting transaction at any time at their fair value at the Company’s initiative.
- h) Money Market Instruments other than those dealt in on a Regulated Market and referred to in Article 1 of the 2010 Law, if the issue or the issuer of such instruments are themselves regulated for the purpose of protecting investors and savings, and provided that they are:
- i) issued or guaranteed by a central, regional, or local authority, a central bank of a Member State, the European Central Bank, the EU or the European Investment Bank, a non-EU member state or, in the case of a Federal State, by one of the members making up the federation, or by a public international body to which one or more Member States belong, or
 - ii) issued by an undertaking whose securities are dealt in on Regulated Markets referred to in sub-paragraphs a), b) or c); or
 - iii) issued or guaranteed by an establishment subject to prudential supervision, in accordance with the criteria defined by the Community law or by an establishment which is subject to and complies with prudential rules considered by the CSSF to be at least equivalent to those laid down in Community law; or
 - iv) issued by other bodies belonging to the categories approved by the CSSF provided that investments in such instruments are subject to investor protection equivalent to that laid down in the first, the second and the third indent above and provided that the issuer is a company whose capital and reserves amount at least to ten million Euro (EUR 10,000,000.-) and which presents and publishes its annual accounts in accordance with the Fourth Directive 78/660/EEC as amended from time to time, is an entity which, within a group of companies which includes one or several listed companies, is dedicated to the

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

However,

- a) Each Sub-Fund may invest a maximum of 10% of its Net Assets in Transferable Securities and Money Market Instruments other than those referred to in paragraph A “INVESTMENT IN TRANSFERABLE SECURITIES AND LIQUID ASSETS”, (hereinafter “**Paragraph A**”);
- b) The Company may hold liquidity on an ancillary basis.

Risk Diversification Rules

- a) Each Sub-Fund may not invest more than 10% of its Net Assets in Transferable Securities or Money Market Instruments issued by the same issuer.
- b) Each Sub-Fund may not invest more than 20% of its Net Assets in deposits made with the same issuer. In addition to the limit set forth in point a) above, the total value of Transferable Securities and Money Market Instruments amounting more than 5% of the Net Assets of one Sub-Fund, must not exceed 40% of the Net Assets of this Sub-Fund. This limitation does not apply to deposit made with financial institutions subject to prudential supervision.

In addition to the limit set forth in point a) above, the total value of Transferable securities and Money market instruments amounting more than 5% of the Net Assets of one Sub-Fund, must not exceed 40% of the Net Assets of this Sub-Fund. This limitation does not apply to deposit and OTC derivative transactions made with financial institutions subject to prudential supervision.

- c) Notwithstanding the individual limits laid down in paragraph a), b) above, each Sub-Fund may not combine:
 - i) investments in Transferable Securities or Money Market Instruments issued by a single issuer,
 - ii) deposits made with a single issuer, and
 - iii) exposures arising from OTC derivatives transactions undertaken with a single issuer for more than 20% of the Sub-Fund's Net Assets.
- d) The limit of 10% laid down in paragraph a) above may be increased to a maximum of 35% in respect of Transferable Securities and Money Market Instruments which are issued or guaranteed by a Member State or its local authorities, by an OECD country being FATF member or by public international bodies of which one or more Member States are members, and such securities and Money Market Instruments need not be included in the calculation of the limit of 40% stated in sub-paragraph “Risk Diversification Rules” b).
- e) The limit of 10% laid down in point a) above may be increased to a maximum of 25% in respect of qualifying debt securities issued by a credit institution whose registered office is situated in a Member State and which is subject, by virtue of law, to particular public supervision in order to protect the holders of such qualifying debt securities. For purposes hereof, “qualifying debt securities” are covered bonds as defined under article 3, point 1 of Directive (EU) 2019/2162 of the European Parliament and of the Council of 27 November 2019 on the issue of covered bonds and covered bond public supervision and amending Directives 2009/65/EC and 2014/59/EU (hereafter “Directive (EU 2019/2162)”), and certain debt instruments when they are issued before 8 July 2022 by a credit institution which has its registered office in a Member State and is subject by law, to special public supervision designed to protect bondholders. To the extent that a relevant Sub-Fund invests more than 5% of its Net Assets in debt securities issued by such an issuer, the total value of such investments may not exceed 80% of the Net Assets of such Sub-Fund. Such securities need not be included in the calculation of the limit of 40% stated in sub-paragraph “Risk Diversification Rules” b).

The ceilings set forth in this paragraph “Risk Diversification Rules” may not be combined, and accordingly, investments in the securities and Money Market Instruments issued by the same body, in deposits or derivative instruments made with this body, affected in

compliance with the provisions set forth in this paragraph, may under no circumstances exceed 35% of any Sub-Fund's Net Assets.

- f) The limit of 10% laid down in point a) above is raised to a maximum of 20% for investments in shares and/or bonds issued by the same body when, according to the incorporation documents of the UCITS, the aim of the UCITS' investment policy is to replicate the composition of a certain stock or bond index which:
- is sufficiently diversified,
 - represents an adequate benchmark for the market to which it refers,
 - is published in an appropriate manner

The limit laid down in point a) above is raised to 35% where that proves to be justified by exceptional market conditions in particular in regulated markets where certain Transferable Securities and Money Market Instruments are highly dominant. The investment up to this limit is only permitted for a single issuer.

- g) Companies which are included in the same group for the purposes of consolidated accounts (as defined in accordance with Directive 83/349/ EEC or in accordance with recognised international accounting rules) are considered as a single body or issuer for the purpose of calculating the limits contained in this section.

Each Sub-Fund may invest in aggregate up to 20% of its Net Assets in Transferable Securities and Money Market Instruments within the same group.

Notwithstanding the ceilings set forth in this paragraph, each Sub-Fund is authorised to invest in accordance with the principle of risk spreading, up to 100% of its Net Assets in Transferable Securities and Money Market Instruments issued or guaranteed by a Member State, by its local authorities, by an OECD country being FATF member or public international bodies of which one or more Member State(s) are members, provided that:

- a) such securities are part of at least six different issues, and
- b) the securities from any one issue do not account for more than 30% of the Net Assets of such Sub-Fund.

Such authorisation will be granted should the shareholders have a protection equivalent to that of shareholders in UCITS complying with the limits laid down in this paragraph "Risk Diversification Rules".

Limitations on Control

The Company may:

- a) not acquire more than 10% of the debt securities of any single issuing body;
- b) not acquire more than 10% of the non-voting shares of any single issuing body;
- c) not acquire more than 10% of the Money Market Instruments of any single issuing body;
- d) not acquire more than 25% of the units of the same UCITS or other single collective investment undertaking;

The limits laid down in (b), (c) and (d) may be disregarded at the time of acquisition if at that time the gross amount of the debt securities or of the Money Market Instruments, or the net amount of the securities in issue, cannot be calculated.

These four above limits are applying to the Company as a whole.

The Company may not acquire any shares carrying voting rights which would enable the Company to take legal or management control or to exercise significant influence over the management of the issuing body.

Exceptions in Limitations on Control

The ceilings set forth under the paragraph "Limitation on Control" above do not apply in respect of

- a) Transferable Securities and Money Market Instruments issued or guaranteed by a Member State or by its local authorities;

- b) Transferable Securities and Money Market Instruments issued or guaranteed by any other non-EU member state;
- c) Transferable Securities and Money Market Instruments issued by a public international body of which one or more Member State(s) is/are member(s);
- d) shares held by UCITS in the capital of a company which is incorporated under or organised pursuant to the laws of a non-EU member state provided that (i) such company invests its assets principally in securities issued by issuers of the State, (ii) pursuant to the law of that State a participation by the relevant Sub-Fund in the equity of such vehicle constitutes the only possible way to purchase securities of issuers of that State, and (iii) such vehicle observes in its investments policy the restrictions set forth in paragraph "Risk Diversification Rules" above as well as in B. and C hereafter;
- e) shares held by the Company in the capital of subsidiaries carrying on exclusively the business of management, advice or marketing of the Company in the country/state where the subsidiary is located, regarding the repurchase of units/shares requested by the unit holders/shareholders.

The investment restrictions listed above and in the paragraph "INVESTMENT IN UCITS AND OTHER UCIs" hereafter apply at the time of purchase of the relevant investments. If these limits are exceeded with respect to a Sub-Fund for reasons beyond the control of the Sub-Fund or when exercising subscription rights, the Sub-Fund shall adopt as a priority objective for the sales transactions of the relevant Sub-Fund the remedying of that situation, taking due account of the interests of the shareholders.

While ensuring observance of the principle of risk-spreading, the Company may derogate from the limitations described in the paragraphs "Risk Diversification Rules", "Limitation on Control", "Exceptions in Limitations on Control" and "INVESTMENT IN UCITS AND OTHER UCIs" for a period of six (6) months following the date of its inscription to the Luxembourg official list of UCIs. If the limitations described in the paragraphs "Risk Diversification Rules", "Exceptions in Limitations on Control" and "INVESTMENT IN UCITS AND OTHER UCIs" are exceeded for reasons beyond the control of the Company or as the exercise of subscription rights, the Company must adopt as a priority objective for its sales transactions the remedying of that situation, taking due account of the best interest of the Shareholders.

Cross investments

Each Sub-Fund may subscribe, acquire and/or hold securities to be issued or issued by one or more Sub-Funds of the Company without the Company being subject to the requirements of the law of 10 August 1915 on commercial companies, as amended from time to time, with respect to the subscription, acquisition and /or the holding by a company of its own shares, under the condition however that:

- (i) the target Sub-Fund does not, in turn, invest in the Sub-Fund invested in the target Sub-Fund;
- (ii) no more than 10% of the assets that the target Sub-Funds may be invested in aggregate in shares of other target Sub-Funds of the Company;
- (iii) the voting rights linked to the securities of the target Sub-Funds are suspended during the period of investment;
- (iv) in any event, for as long as these securities are held by the Company, their value will not be taken into consideration for the calculation of the NAV for the purposes of verifying the minimum threshold of the net assets imposed by the 2010 Law; and
- (v) there is no duplication of management/subscription or redemption fees between those at the level of the Sub-Fund having invested in the target Sub-Fund and those of the target Sub-Fund.

B. INVESTMENT IN UCITS AND OTHER UCIs

Any Sub-Fund of the Company may acquire units/shares of other UCITS and/or other UCIs referred to in Paragraph A. f), provided that no more than 20% of its assets are invested in the units of a single UCITS or other UCI.

For the purpose of the application of the investment limit, each Sub-Fund of a UCITS and/or a UCI with an umbrella structure is to be considered as a separate issuer provided that the principle of segregation of the obligations of the various sub-funds vis-à-vis third parties is ensured.

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

When the Company invests in the units of other UCITS and/or other UCIs linked to the Company by common management or control, or by a substantial direct or indirect holding, or managed by a management company linked to the Company, no subscription or redemption fees may be charged to the Company on account of its investment in the units of such other UCITS and/or UCIs.

In respect of a Sub-Fund's investments in UCITS and other UCIs linked to the Company as described in the preceding paragraph, the Company will indicate in its annual report the total management fees (including any performance fee, if any) charged both the relevant Sub-Fund and to the UCITS and other UCIs in which such Sub-Fund has invested during the relevant period.

The Company may acquire no more than 25% of the units of the same UCITS and/or other UCI. This limit may be disregarded at the time of acquisition if at that time the net amount of the units in issue cannot be calculated. In case of a UCITS or other UCI with multiple sub-funds, this restriction is applicable by reference to all units issued by the UCITS/UCI concerned, all sub-funds combined.

The underlying investments held by the UCITS or other UCIs in which the Company invests do not have to be considered for the purpose of the investment restrictions set forth under A above.

C. INVESTMENT IN OTHER ASSETS

a) The Company will not make investments in precious metals or certificates representing them.

The Company may not enter into transactions involving commodities or commodity contracts, except that the Company may employ techniques and instruments relating to Transferable Securities set out in Section F - Investment Techniques 1.

b) The Company will not purchase or sell real estate or any option, right or interest therein, provided the Company may invest in securities secured by real estate or interests therein or issued by companies which invest in real estate or interests therein.

However, the Company may acquire movable and immovable property which is essential for the direct pursuit of its activity.

c) The Company may not carry out uncovered sales of Transferable Securities, Money Market Instruments or other financial instruments referred to above which are not fully paid.

d) The Company will not grant loans or act as guarantor on behalf of third parties. This limitation will not prevent the Company from acquiring Transferable Securities, Money Market Instruments or other financial instruments referred to in Paragraph A above.

e) The Company will not mortgage, pledge, hypothecate or otherwise encumber as security for indebtedness any securities held for the account of any Sub-Fund, except as may be necessary in connection with the borrowings mentioned in f) above, and then such mortgaging, pledging, or hypothecating may not exceed 10% of the Net Assets value of each Sub-Fund. In connection with swap transactions, option and forward exchange transactions or futures transactions the deposit of securities or other assets in a separate account shall not be considered a mortgage, pledge or hypothecation for this purpose.

f) The Company will not underwrite or sub-underwrite securities of other issuers.

The investment restrictions listed above apply at the time of purchase of the relevant investments. If these limits are exceeded with respect to a Sub-Fund for reasons beyond the control of the Sub-Fund or when exercising subscription rights, the Sub-Fund shall adopt as a priority objective for the sales transactions of the relevant Sub-Fund the remedying of that situation, taking due account of

the interests of the shareholders. In accordance with the above Investment Restrictions, each Sub-Fund may employ techniques and instruments relating to transferable securities providing that these techniques and instruments are used for the purpose of efficient portfolio management. A Sub-Fund may also employ techniques and instruments intended to provide protection against foreign exchange risks in the context of the management of the assets and liabilities of the Sub-Fund (see below).

The Board of Directors, with the agreement of the Depositary Bank, may impose other investment restrictions at any time in the interest of the Shareholders whenever necessary to comply with the laws and requirements of those countries where the Fund Shares are offered.

D. GLOBAL EXPOSURE

As part of the risk-management process, the global exposure of each Sub-Fund is measured and controlled on a daily basis by the commitment approach.

The global exposure as referred to in article 42, paragraph (3) of the 2010 Law shall be calculated as either of the following:

- the incremental exposure and leverage generated by the managed Sub-Fund through the use of financial derivative instruments including embedded derivatives pursuant to Article 42, paragraph (3), fourth sub-paragraph of the 2010 Law, which may not exceed the total of the Sub-Fund's NAV;
- the market risk of the Sub-Fund's portfolio.

The commitment approach is applied to all financial derivative instrument positions including embedded derivatives as referred to in the fourth sub-paragraph of article 42, paragraph (3) of the 2010 Law, whether used as part of the Sub-Fund general investment policy, for the purposes or risk reduction or for the purposes of efficient portfolio management as referred to in article 42, paragraph (2) of that Law.

Where the commitment approach is used for the calculation of global exposure, the Company shall convert for each Sub-Fund each financial derivative instrument position into the market value of an equivalent position in the underlying asset of that derivative.

The Company, on behalf of each Sub-Fund, may take account of netting and hedging arrangements when calculating global exposure, where these arrangements do not disregard obvious and material risks and result in a clear reduction in risk exposure.

Where the use of financial derivative instruments does not generate incremental exposure for the Sub-Fund, the underlying exposure need not be included in the commitment calculation.

Temporary borrowing arrangements entered into on behalf of the Sub-Fund in accordance with article 50 of the 2010 Law need not be included in the global exposure calculation.

E. INVESTMENT TECHNIQUES

1. Techniques and Instruments Relating to Transferable Securities

For the purpose of hedging and efficient portfolio management, the Sub-Funds may, but are not required to, undertake transactions relating to financial futures, (*i.e.* interest rate, currency, stock index and futures on Transferable Securities), warrants and options contracts traded on a Regulated Market, transactions relating to OTC options, swaps and swaptions with highly rated financial institutions specialising in this type of transaction and participating actively in the relevant OTC market.

Sub-Funds which undertake such transactions will bear specific costs associated to this type of transaction.

Generally, no more than 10% of the gross revenue arising from efficient portfolio management transactions may be deducted from revenue delivered to the Company as direct and indirect operational expenses.

All income arising from the use of techniques and instruments for efficient portfolio management (to the extent applicable), less direct and indirect operational costs and fees, will profit the Company in order to be reinvested in line with the Company's investment policy and consequently will positively impact on the performance of a Sub-Fund.

Information on direct and indirect operational costs and fees that may be incurred in this respect as well as the identity of the entities to which such costs and fees are paid – as well as any relationship they may have with the Depositary Bank or the Investment Manager will be available in the annual report of the Company.

(A) Options on Transferable Securities

A Sub-Fund may buy and sell put and call options on Transferable Securities. At the conclusion as well as during the existence of contracts for the sale of call options on securities, a Sub-Fund will hold either the underlying securities, matching call options, or other instruments (such as warrants) that provide sufficient coverage of the commitments resulting from these transactions. The underlying securities related to written call options may not be disposed of as long as these options are outstanding unless such options are covered by matching options or by other instruments that can be used for that purpose. The same applies to equivalent call options or other instruments which a Sub-Fund must hold where it does not have the underlying securities at the time of the writing of such options.

A Sub-Fund may not write uncovered call options on Transferable Securities. As a derogation from this rule, a Sub-Fund may write call options on securities that it does not hold at inception of the transaction, if the aggregate exercise price of such uncovered written call options does not exceed 25% of the Net Assets of the Sub-Fund and the Sub-Fund is, at any time, in a position to cover the open position resulting from such transactions.

Where a put option is sold, the Sub-Fund's corresponding portfolio must be covered for the full duration of the contract by adequate liquid assets that would meet the exercise value of the contract, should the option be exercised by the counterpart.

(B) Hedging through Stock Market Index Futures, Warrants and Options

As a global hedge against the risk of unfavourable stock market movements, a Sub-Fund may sell futures contracts on stock market indices, and may also sell call options, buy put options or transact in warrants on stock market indices, provided there is sufficient correlation between the composition of the index used and the Sub-Fund's corresponding portfolio. The total commitment resulting from such futures, warrants and option contracts on stock market indices may not exceed the global valuation of securities held by the relevant Sub-Fund's corresponding portfolio in the market corresponding to each index.

(C) Hedging through Interest Rate Futures, Options, Warrants, Swaps and Swaptions

As a global hedge against interest rate fluctuations, a Sub-Fund may sell interest rate futures contracts and may also sell call options, buy put options or transact in warrants on interest rates or enter into OTC interest rates swaps or swaptions with highly rated financial institutions specialising in this type of instruments. The total commitment resulting from such futures, swaps, swaptions, warrants and option contracts on interest rates may not exceed the total market value of the assets to be hedged held by the Sub-Fund in the currency corresponding to these contracts.

(D) Futures, Warrants and Options on Other Financial Instruments for a Purpose Other than Hedging

As a measure towards achieving a fully invested portfolio and retaining sufficient liquidity, a Sub-Fund may buy or sell futures, warrants and options contracts on financial instruments (other than Transferable Securities or currency contracts), such as instruments based on stock market indices and interest rates, provided that these are in line with the stated investment objective and policy of the corresponding Sub-Fund and the total commitment arising from these transactions together with the total commitment arising from the sale of call and put options on Transferable Securities at no time exceeds the NAV of the relevant Sub-Fund.

With regard to the "total commitment" referred to in the preceding paragraph, the call options written by the Sub-Fund on Transferable Securities for which it has adequate cover do not enter in the

calculation of the total commitment. The commitment relating to transactions other than options on Transferable Securities shall be defined as follows:

- the commitment arising from futures contracts is deemed equal to the value of the underlying net positions payable on those contracts which relate to identical financial instruments (after setting off all sale positions against purchase positions), without taking into account the respective maturity dates, and
- the commitment deriving from options purchased and written as well as warrants purchased and sold is equal to the aggregate of the exercise (striking) prices of net uncovered sales positions which relate to single underlying assets without taking into account respective maturity dates.

The aggregate acquisition prices (in terms of premiums paid) of all options on Transferable Securities purchased by the Sub-Fund together with options acquired for purposes other than hedging (see above) may not exceed 15% of the Net Assets of the relevant Sub-Fund.

Each Sub-Fund may also buy and sell futures on Transferable Securities. The limits applicable to this investment are the ones described above under the point 1) *Techniques and Instruments relating to Transferable Securities*.

Each Sub-Fund may also buy and sell futures on transferable securities. The limits applicable to this investment are the ones described above under the point 1) *Techniques and Instruments relating to Transferable Securities*.

(E) Management of the collateral

The risk exposures to a counterparty arising from OTC financial derivative transactions and efficient portfolio management techniques shall be combined when calculating the counterparty risk limits provided for under the paragraph on the Limitation on Control above.

Where a Sub-Fund enters into OTC financial derivative transactions and efficient portfolio management techniques, all collateral used to reduce counterparty risk exposure shall comply with the following criteria at all times:

- i) any collateral received other than cash shall be highly liquid and traded on a regulated market or multilateral trading facility with transparent pricing in order that it can be sold quickly at a price that is close to pre-sale valuation. Collateral received shall also comply with the provisions of the paragraph on Limitations on Control above;
- ii) collateral received shall be valued on at least a daily basis. Assets that exhibit high price volatility shall not be accepted as collateral unless suitably conservative haircuts are in place;
- iii) collateral received shall be of high quality;
- iv) the collateral received shall be issued by an entity that is independent from the counterparty and is expected not to display a high correlation with the performance of the counterparty;
- v) collateral shall be sufficiently diversified in terms of country, markets and issuers. The criterion of sufficient diversification with respect to issuer concentration is considered to be respected if the UCITS receives from a counterparty of efficient portfolio management and over-the-counter financial derivative transactions a basket of collateral with a maximum exposure to a given issuer of 20% of its NAV. When UCITS are exposed to different counterparties, the different baskets of collateral should be aggregated to calculate the 20% limit of exposure to a single issuer. By way of derogation from this subparagraph, a UCITS may be fully collateralised in different Transferable Securities and Money Market Instruments issued or guaranteed by a Member State, one or more of its local authorities, a third country, or public international body to which one or more Member States belong. Such a UCITS should receive securities from at least six different issues,

but securities from any single issue should not account for more than 30% of the UCITS' NAV. UCITS should also identify the Member States, local authorities, or public international bodies issuing or guaranteeing securities which they are able to accept as collateral for more than 20% of their NAV;

- a) Where there is a title transfer, the collateral received shall be held by the depositary. For other types of collateral arrangement, the collateral can be held by a third party custodian which is subject to prudential supervision, and which is unrelated to the provider of the collateral;
- vi) Collateral received shall be capable of being fully enforced by the relevant Sub-Fund at any time without reference to or approval from the counterparty;
- vii) Non-cash collateral received shall not be sold, re-invested or pledged.

Cash collateral received shall only be:

- placed on deposit with entities as prescribed in the Section A. Investment in Transferable Securities and Liquid Assets;
- invested in high-quality government bonds;
- used for the purpose of reverse repurchase transactions provided the transactions are with credit institutions subject to prudential supervision and the Sub-Fund is able to recall at any time the full amount of cash on accrued basis;
- invested in short-term money market funds as defined in the "Guidelines on a Common Definition of European Money Market Funds" (Ref. CESR/10-049).

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

At the date of this Prospectus, cash collateral will not be reused. The Prospectus will be amended accordingly should it not be the case anymore.

Level of collateral

The Investment Manager will determine for each Sub-Fund the required level of collateral for OTC financial derivative instruments and efficient portfolio management techniques by reference to the applicable counterparty risk limits set out in this Prospectus and taking into account the nature and characteristics of transactions, the creditworthiness and identity of counterparties and prevailing market conditions.

Haircut policy

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

Subject to the abovementioned conditions, collateral received by the Sub-Funds may consist of those assets listed in the table below.

Where a collateral support annex is in place with counterparty, the collateral valuation percentages will be as follows (the levels of the haircuts are regularly checked for their adequacy and accordingly adjusted if necessary):

ASSET	REMAINGING MATURITY	RATING	VALUATION PERCENTAGES (MIN - MAX LIMITS)
Cash (base currency)	n/a	n/a	100%
Cash (non-base currency)	n/a	n/a	75% - 100%
Govt & Supranational Bonds	< 12 months	AAA - AA	95% - 99%
		A - BBB	93% - 99%
Govt & Supranational Bonds	1 year - 2 years	AAA - A	85% - 97%
Govt & Supranational Bonds	2 years - 5 years	AAA - A	80% - 95%
Corp Bonds (Senior debt)	< 12 months	AAA - AA	92% - 98%
		A - BBB	90% - 98%
Corp Bonds (Senior debt)	1 year - 2 years	AAA - A	80% - 95%
Corp Bonds (Senior debt)	2 years - 5 years	AAA - A	75% - 93%
UCITS	n/a	n/a	50% - 100%

2. Techniques and Instruments on currencies for purposes other than hedging

The following techniques and instruments may be used by each Sub-Fund without any geographical limitations under the conditions they are made with highly rated financial institutions specialising in this type of transaction and participating actively in the relevant OTC market.

Each Sub-Fund of the Company may, for purposes other than hedging, purchase and sell futures contracts and options on currencies, enter into swap agreements on currencies and forward exchange contracts. These techniques and instruments on currencies for purposes other than hedging must meet in each Sub-Fund the following conditions:

- a) they may only be used in the sole and exclusive interest of the Shareholders for the purpose of offering an interesting return versus the risks incurred,
- b) the total of net commitments (these being calculated per currency) arising from the techniques used for purposes other than hedging may not, in any case, exceed the net assets of each Sub-Fund.

3. Techniques and Instruments to protect against Exchange Risks

For the purpose of protecting against currency fluctuation, the Sub-Funds may undertake transactions relating to financial futures, warrants and options contracts traded on a Regulated Market. Alternatively, the Sub-Funds may undertake transactions relating to OTC options, swaps and swaptions with highly rated financial institutions specialising in this type of transaction and participating actively in the relevant OTC market.

In order to hedge foreign exchange risks, a Sub-Fund may have outstanding commitments in currency futures and/or sell call options, purchase put options or transact in warrants with respect to currencies, or enter into currency forward contracts or currency swaps. The hedging objective of the transactions referred to above presupposes the existence of a direct relationship between the contemplated transactions and the assets or liabilities to be hedged and implies that, in principle, transactions in a given currency may not exceed the valuation of the aggregate assets denominated in that currency nor may they, as regards their duration, exceed the period during which such assets are held.

4. Other instruments

(a) Warrants

Warrants shall be considered as Transferable Securities if they give the investor the right to acquire newly issued or to be issued transferable securities. The Sub-Funds, however, may not invest in warrants where the underlying is gold, oil or other commodities.

The Sub-Funds may invest in warrants based on stock exchange indices for the purpose of efficient portfolio management.

(b) Rules 144 A Securities

Rule 144A securities are securities that are not required to be registered for resale in the United States under an exemption pursuant to Section 144A of the 1933 Act ("Rule 144A Securities"), but can be sold in the United States to certain institutional buyers. A Sub-Fund may invest in Rule 144A Securities, provided that such securities are issued with registration rights pursuant to which such securities may be registered under the 1933 Act and traded on the US OTC Fixed Income Securities market. Such securities shall be considered as newly issued Transferable Securities within the meaning of section c) of Paragraph A hereabove.

In the event that any such securities are not registered under the 1933 Act within one (1) year of issue, such securities shall be considered as falling under section b) of Paragraph A and consequently subject to the 10% limit of the Net Assets of the Sub-Fund.

(c) Structured Notes

Subject to any limitations in its investment objective and policy and to the *Investment Restrictions* outlined above, each Sub-Fund may invest in structured notes, comprising listed government bonds, medium-term notes, certificates or other similar instruments issued by prime rated issuers where the respective coupon and/or redemption amount has been modified (or structured), by means of a financial instrument. These notes are valued by brokers with reference to the revised discounted future cash flows of the underlying assets. The investment restrictions are applying on both the issuer of the notes as well as on the underlying of such notes.

5. Special risk considerations and risk factors

Investment in an Investment Company with Variable Capital such as the Company carries with it a degree of risk including, but not limited to, the risks referred to below. This list details those risks identified at the time of the issue of this document. Risks may arise in the future which could not have been anticipated in advance. Risk factors may apply to each Sub-Fund to varying degrees, and this exposure will also vary over time. **The investment risks described below are not purported to be exhaustive and potential investors should review this Prospectus in its entirety and consult with their professional advisors, before making an application for Shares in any Sub-Fund.** Changes in rates of currency exchange between the value of the currency of an investor's domicile and of the currency of the Shares may cause the value of Shares to go up or down in terms of the currency of an investor's domicile. In addition, the levels and bases of, and tax relief, from taxation to which both the Company and Shareholders may be subject, may change. **The NAV of any Sub-Fund may go up or down and Shareholders may not get back the amount invested or any return on their investment.**

Market Risk

Market risks include changes in general economic and market conditions, changes in interest rates, foreign exchange exposures and equity market exposure. The investments of the Company may go up and down due to changing economic, political or market conditions, or due to an issuer's individual situation. The market risk can take various forms depending on the type of securities invested. This includes the equity risk, the interest rate risk and volatility.

Equity Risk

Sub-Funds investing in common stocks and other equity securities are subject to market risk that historically has resulted in greater price volatility than experienced by bonds and other fixed income securities.

Interest Rate Risk

A Sub-Fund that invests in bonds and other fixed income securities may decline in value if interest rates change. In general, the prices of debt securities rise when interest rates fall, and fall when interest rates rise. Longer term bonds are usually more dependent on interest rate changes.

Valuation Risk

The valuation risk is the risk that a security is not priced at its real market value at any moment in time. Factors contributing to valuation risk can include incomplete data, market instability, financial modelling uncertainties and poor data analysis.

Operational Risk

The Company's operations (including investment management and distribution) are carried out by the service providers described in the section headed "II. Administration and Sub-Funds Managers". In the event of negligence, inadequate or failed internal processes, people or systems of a service provider, the Company could experience delays as well as temporarily unfulfilled investment policy or other disruptions.

More specifically, investors should be aware that any delay or inaccuracy in the processing of shareholders' orders and in the circulation of information in relation thereof amongst interested parties (including communication to the Investment Manager) may result in a Sub-Fund's portfolio to be over- or under-invested which may itself result in a possible loss of performance (or loss of an opportunity of performance) if the relevant market(s) would, during the relevant period, respectively have a negative or positive performance.

Credit Risk

A Sub-Fund that invests in bonds and other fixed income securities, is subject to the risk that some issuers may not make payments on such securities. Furthermore, an issuer may suffer adverse changes in its financial condition that could lower the credit quality of a security, leading to greater volatility in the price of the security and in the value of the Sub-Fund. A change in the quality rating of a bond or other security can also affect the security's liquidity and make it more difficult to sell. A Sub-Fund that invests in lower quality debt securities is more susceptible to these problems and its value may be more volatile.

Currency Risk

Because the assets and liabilities of a Sub-Fund may be denominated in currencies different from the Reference Currency, the Sub-Fund may be affected favourably or unfavourably by exchange control regulations or changes in the exchange rates between such Reference Currency and other currencies. Changes in currency exchange rates may influence the value of a Sub-Fund's Shares, and also may affect the value of dividends and interests earned by a Sub-Fund and gains and losses realised by a Sub-Fund. The exchange rates between the Reference Currency and other currencies are determined by supply and demand in the currency exchange markets, the international balances of payments, governmental intervention, speculation and other economic and political conditions. If the currency in which a security is denominated appreciates against the Reference Currency, the price of the security could increase. Conversely, a decline in the exchange rate of the currency would adversely affect the price of the security. The risk of such declines is more pronounced with currencies of developing countries.

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

Derivatives Instruments

A Sub-Fund's use of derivatives such as futures, options, warrants, forwards, swaps and swaptions involves increased risks. A Sub-Fund's ability to use such instruments successfully depends on its Investment manager's ability to accurately anticipate movements in stock prices, interest rates, currency exchange rates or other economic factors and the availability of liquid markets. If the Investment Manager's anticipations are wrong, or if the derivatives do not work as anticipated, the Sub-Fund could suffer greater losses than if the Sub-Fund had not used the derivatives.

If a derivative instrument transaction is particularly large or if the relevant market is illiquid it may not be possible to initiate a transaction or liquidate a position at an advantageous price.

Risks inherent in the use of such derivative instruments also include the imperfect correlation between the price of options and futures contracts and options on these contracts and movements in the prices of the securities, money market instruments or currencies being hedged; the possibility of a non-liquid secondary market for a particular instrument at a given time; and the risk that a Sub-Fund may not be able to purchase or sell a portfolio security during a favorable period or the risk that a Sub-Fund may have to sell a portfolio security during an unfavorable period.

When a Sub-Fund enters into a derivative instrument transaction, it is exposed to counterparty risk.

In some instances, the use of the above mentioned instruments may have the effect of leveraging the Sub-Fund.

According to CSSF Circular 11/512, the Prospectus shall, pursuant to Article 47 of the 2010 Law, include a prominent statement specifying whether financial derivative transactions may be used for hedging purposes or in furtherance of the investment objectives as well as the possible effects of using financial derivative instruments on the risk profile. In addition, if the NAV of a UCITS is susceptible to increased volatility as a result of the composition of the portfolio or the management techniques that may be used, the Prospectus has to contain a prominent statement drawing attention to this characteristic of the UCITS.

Leveraging adds increased risks because losses may be out of proportion to the amount invested on the instrument. These instruments are highly volatile instruments and their market values may be subject to wide fluctuations.

Investment in Structured Notes

The primary risks affecting the Sub-Funds investing in Structured Notes are "*Credit Risk*," "*Interest Rate Risk*" and "*Liquidity Risk*."

Credit Risk refers to the likelihood that the Sub-Fund could lose money if an issuer is unable to meet its financial obligations, such as the payment of principal and/or interest on an instrument, or goes bankrupt. The Sub-Fund may invest a portion of its assets in structured notes which are not guaranteed by any government of the OECD, which may make the Sub-Fund subject to substantial credit risk. This is especially true during periods of economic uncertainty or during economic downturns.

Credit risk is much more present than in other fixed income products as these Structured Notes are linked to the credit risk of a portfolio of underlying issuers.

Interest Rate Risk refers to the possibility that the value of the Sub-Fund's portfolio investments may fall since fixed income securities generally fall in value when interest rates rise. The longer the term of a fixed income instrument, the more sensitive it will be to fluctuations in value from interest rate changes. Changes in interest rates may have a significant effect on this Sub-Fund, because it may hold securities with long terms to maturity and structured notes.

Liquidity Risk refers to the possibility that the Sub-Fund may lose money or to be prevented from earning capital gains if it cannot sell a security at the time and price that is most beneficial to the Sub-Fund and may be unable to raise cash to meet redemption requests. Because structured securities may be less liquid than other securities, the Sub-Fund may be more susceptible to liquidity risks than funds that invest in other securities.

OTC transactions

Certain Sub-Funds may engage in OTC transactions with banks or brokers acting as counterparty. Participants to such markets are not protected against defaulting counterparties in their transactions because such contracts are not guaranteed by a clearing house.

6. Securities Financing Transactions

The Company is not authorized to enter into total return swaps nor into the following securities financing transactions covered under the EU Regulation 2015/2365 of the European Parliament and of the Council of 25 November 2015 on transparency of securities financing transactions and of reuse and amending Regulation (EU) No 648/2012 (the "SFTR"):

- repurchase and reverse repurchase agreement transactions;
- securities lending or borrowing;
- buy-sell back/sell-buy back transactions;
- margin lending.

Before any Sub-Fund enters into transactions covered under the SFTR, the Prospectus will be updated and all the relevant information will be disclosed in the General part of the Prospectus and in the Appendix of the relevant Sub-Fund in accordance with article 14.2 of the SFTR.

IV. Net Asset Value

The NAV per Share of each Class in each Sub-Fund will be calculated by the Administrative Agent in the Reference Currency of the Sub-Fund.

The Sub-Funds are valued daily and the NAV per Share is calculated on each Valuation Day as defined in the relevant Appendices. The NAV per Share for all Sub-Funds will be determined on the basis of the last available closing prices. If since the close of business, there has been a material change in the quotations on the markets on which a substantial portion of the investments attributable to a particular Sub-Fund are dealt or quoted, the Company may, in order to safeguard the interests of Shareholders and the Company, cancel the first valuation and carry out a second valuation prudently and in good faith.

The NAV per Share of each Class of Shares for all Sub-Funds is determined by dividing the value of the total assets of the Sub-Fund properly allocable to such Class of Shares less the liabilities of the Sub-Fund properly allocable to such Class of Shares by the total number of Shares of such Class outstanding on any Valuation Day.

The NAV of the Class A and Class B Shares will differ within each Sub-Fund as a result of the differing subscription tax for each Class. In calculating the NAV per Share, income and expenditure are treated as accruing on a daily basis.

The valuation of the NAV per Share of the different Classes of Shares shall be made in the following manner:

a) The assets of the Company shall be deemed to include:

- 1) all cash on hand or on deposit, including any interest accrued thereon;
- 2) all bills and demand notes payable and accounts receivable (including proceeds of securities sold but not delivered);
- 3) all bonds, time notes, certificates of deposit, shares, stock, units or shares of undertakings for collective investments, debentures, debenture stocks, subscription rights, warrants, options and other securities, financial instruments and similar assets owned or contracted for by the Company (provided that the Company may make adjustments in a manner not inconsistent with paragraph (i) below with regards to fluctuations in the market value of securities caused by trading ex-dividends, ex-rights, or by similar practices);
- 4) all stock dividends, cash dividends and cash distributions receivable by the Company to the extent information thereon is reasonably available to the Company;
- 5) all interest accrued on any interest-bearing assets owned by the Company except to the extent that the same is included or reflected in the principal amount of such assets;
- 6) the preliminary expenses of the Company, including the cost of issuing and distributing shares of the Company, insofar as the same have not been written off;
- 7) all other assets of any kind and nature including expenses paid in advance.

The value of such assets shall be determined as follows:

- i) The value of any cash on hand or on deposit bills and demand notes and accounts receivable, prepaid expenses, cash dividends, interest declared or accrued and not yet received, all of which are deemed to be the full amount thereof, unless in any case the same is unlikely to be paid or received in full, in which case the value thereof is arrived at after making such discount as may be considered appropriate in such case to reflect the true value thereof;

- ii) Securities and money market instruments listed on a recognised stock exchange or dealt on any other regulated market (hereinafter referred to as a “Regulated market”) that operates regularly, is recognised and is open to the public, will be valued at their last available closing prices, or, in the event that there should be several such markets, on the basis of their last available closing prices on the main market for the relevant security;
- iii) In the event that the last available closing price does not, in the opinion of the directors, truly reflect the fair market value of the relevant securities, the value of such securities will be defined by the directors based on the reasonably foreseeable sales proceeds determined prudently and in good faith;
- iv) Securities not listed or traded on a stock exchange or not dealt on another Regulated Market will be valued on the basis of the probable sales proceeds determined prudently and in good faith by the directors;
- v) The liquidating value of futures, forward or option contracts not traded on exchange or on other Regulated Markets shall mean their net liquidating value determined, pursuant to the policies established by the directors, on a basis consistently applied for each different variety of contracts. The liquidating value of futures, forward or options contracts traded on exchange or on other regulated markets shall be based upon the last available settlement prices of these contracts on exchange and regulated markets on which the particular futures, forward or option contracts are traded by the Company; provided that if a futures, forward or option contract could not be liquidated on the day with respect to which net assets are being determined, the basis for determining the liquidating value of such contract shall be such value as the directors may deem fair and reasonable;
- vi) Money market instruments not listed or traded on a stock exchange or not dealt on another Regulated Market are valued at their face value with interest accrued;

In case of money market instruments which have a maturity of less than ninety (90) days, the value of the instrument based on the net acquisition cost is gradually adjusted to the repurchase price thereof. In the event of material changes in market conditions, the valuation basis of the investment is adjusted to the new market yields.

- i) Interest rate swaps will be valued at their market value established by reference to the applicable interest rates curve; Swaps pegged to indexes or financial instruments shall be valued at their market value, based on the applicable index or financial instrument. The valuation of the swaps tied to such indexes or financial instruments shall be based upon the market value of said swaps, in accordance with the procedures laid down by the Board of Directors.
- ii) credit default swaps are valued on a daily basis founding on a market value obtained by external price providers. The calculation of the market value is based on the credit risk of the counterparty, the reference entity, the maturity of the credit default swap and its liquidity on the secondary market. The valuation method is recognized by the Board of Directors and checked by the auditors.
- iii) Investments in other open-ended UCIs will be valued on the basis of the last available NAV of the units or shares of such UCIs; and
- iv) All other securities and other permitted assets will be valued at fair market value as determined in good faith pursuant to procedures established by the Board of Directors.

Any assets held in a particular Sub-Fund not expressed in the Reference Currency of the Sub-Fund will be translated into such Reference Currency at the rate of exchange prevailing in a recognised market on the Dealing Day preceding the Valuation Day.

The Board of Directors, in its discretion, may permit some other method of valuation, based on the probable sales price as determined with prudence and in good faith by the Board of Directors, to be used if it considers that such valuation better reflects the fair value of any asset of the Company.

In the event that the quotations of certain assets held by the Company should not be available for calculation of the NAV per Share of a Sub-Fund, each one of these quotations might be replaced by its last known quotation (provided this last known quotation is also representative) preceding the last quotation or by the last appraisal of the last quotation on the relevant Valuation Day, as determined by the Board of Directors.

b) The liabilities of the Company shall be deemed to include:

- i) all loans, bills and accounts payable;
- ii) all accrued or payable administrative expenses (including global management fees, distribution fees, depositary, administrator, registrar and transfer agent, nominee and other third party fees);
- iii) all known liabilities, present and future, including all matured contractual obligations for payment of money or property;
- iv) an appropriate provision for future taxes based on capital and income to the Dealing Day preceding the Valuation Day, as determined from time to time by the Company, and other reserves, if any, authorised and approved by the directors, in particular those that have been set aside for a possible depreciation of the investments of the Company; and
- v) all other liabilities of the Company of whatsoever kind and nature except liabilities represented by shares of the Company. In determining the amount of such liabilities, the Company shall take into account all expenses payable by the Company which shall comprise formation expenses, fees payable to its directors (including all reasonable out of pocket expenses), the Management Company, the Investment Managers, the Auditors, the Depositary Bank and Paying Agent, the Administrative Agent, the Corporate Agent, the Domiciliary Agent, the Registrar Agent, and permanent representatives in places of registration, and any other agent employed by the Company, fees for legal and auditing services, costs of any proposed listings, maintaining such listings, promotion, printing, reporting and publishing expenses (including reasonable marketing and advertising expenses and costs of preparing, translating and printing in different languages) of Prospectuses, PRIIPS KIDs, explanatory memoranda or registration statements, annual reports and semi-annual reports, long form reports, taxes or governmental and supervisory authority charges, insurance costs and all other operating expenses, including the cost of buying and selling assets, interest, bank charges and brokerage, postage, telephone and telex. The Company may calculate administrative and other expenses of a regular or recurring nature on an estimated figure for yearly or other periods in advance, and may accrue the same in equal proportions over any such period.

All shares in the process of being redeemed by the Company shall be deemed to be issued until the close of business on the valuation day applicable to the redemption. The redemption price is a liability of the Company from the close of business on this date until paid.

All shares issued by the Company in accordance with subscription applications received shall be deemed issued from the close of business on the valuation day applicable to the subscription. The subscription price is an amount owed to the Company from the close of business on such day until paid and equal to the total amount of net assets, of the concerned Sub-Fund, divided by the amount of shares in issue plus entry fees, if any.

The Net Assets of the Company are at any time equal to the Net Assets of the various Sub-Funds.

A – TEMPORARY SUSPENSION OF CALCULATION OF THE NAV PER SHARE

The Company may suspend temporarily the calculation of the NAV per Share of one or more Sub-Funds and the issue, sale, redemption and conversion of Shares, in particular, in the following circumstances:

- a) during any period when any of the principal stock exchanges or other recognized markets on which a substantial portion of the investments of the Company attributable to such Sub-Fund from time to time is quoted or dealt in is closed otherwise than for ordinary holidays,

or during which dealings therein are restricted or suspended, provided that such restriction or suspension affects the valuation of the investments of the Company attributable to such Sub-Fund quoted thereon;

- b) during the existence of any state of affairs which constitutes an emergency in the opinion of the Board of Directors as a result of which disposal or valuation of assets owned by the Company attributable to such Sub-Fund would be impracticable;
- c) during any breakdown in the means of communication normally employed in determining the price or value of any of the investments of such Sub-Fund or the current price or value on any stock exchange or other market in respect of the assets attributable to such Sub-Fund;
- d) during any period when the Company is unable to repatriate funds for the purpose of making payments on the redemption of Shares of such Sub-Fund or during which any transfer of funds involved in the realization or acquisition of investments or payments due on redemption of Shares cannot, in the opinion of the Board of Directors, be effected at normal rates of exchange;
- e) when for any other reason the prices of any investments owned by the Company attributable to such Sub-Fund cannot promptly or accurately be ascertained;
- f) upon the publication of a notice convening a general meeting of Shareholders for the purpose of winding-up the Company;
- g) when any of the target funds in which the Company invests substantially its assets suspends the calculation of its NAV.

The suspension of calculation of NAV of a Sub-Fund shall have no effect on the calculation of the NAV per Share, the issue, sale, redemption and conversion of shares of any other Sub-Fund which is not suspended.

Any request for subscription, redemption or conversion shall be irrevocable except in the event of a suspension of the calculation of the NAV per Share.

Notice of the beginning and of the end of any period of suspension may be sent by mail to all shareholders at their address recorded in the register of shareholders or to the extent required by the law, the notice shall be published in a Luxembourg daily newspaper and in any other newspaper(s) selected by the Board of Directors if the duration of the suspension is to exceed a certain period. Notice will likewise be given to any subscriber or Shareholder as the case may be applying for purchase, redemption or conversion of Shares in the Sub-Fund(s) concerned.

B – PUBLICATION OF THE NAV PER SHARE

The NAV per Share of each Class within each Sub-Fund is made public at the registered office of the Company and of the Management Company and is available at the office of the Depositary. The Company cannot accept any responsibility for any error or delay in publication or for non-publication of prices.

The relevant NAV per Share shall be published in each country where the Company or a specific Sub-Fund is authorised, in the newspapers determined by the Directors or as otherwise required by applicable law.

V. The Shares (issue and form)

After the initial subscription period, as defined in the relevant Appendices, Shares will be issued at the NAV per Share of the relevant Class (the "**Issue Price**"). Fractions of Shares to three decimal places will be issued, the Company being entitled to receive the adjustment.

All Shares will be issued in registered form. The share register is conclusive evidence of ownership. The Company treats the registered owner of a Share as the absolute and beneficial owner thereof.

Shares are freely transferable (with the exception that Shares may not be transferred to a Prohibited Person or a US Person, as defined under paragraph "Rejection of Subscriptions").

Shares do not carry any preferential or pre-emptive rights and each Share, irrespective of the Class to which it belongs or its NAV, is entitled to one vote at all general meetings of Shareholders. Fractions of Shares are not entitled to a vote but are entitled to a prorata portion of the Company's performance made to the relevant Shares and of the distribution proceeds at the time of liquidation of the Company. Shares are issued with no par value and must be fully paid for on subscription.

Upon the death of a shareholder, the Board of Directors reserves the right to require the provision of appropriate legal documentation in order to verify the rights of all and any successors in title to Shares.

No Shares of any Class will be issued by the Company during any period in which the determination of the NAV of the Shares is suspended by the Company, as noted at under "Temporary Suspension of Calculation of the NAV per Share".

VI. Classes of Shares

The Company will issue two Classes of Shares: Class A and Class B that differ in the targeted investors and in the subscription tax.

Class A Shares are reserved to retail clients.

Class B Shares are reserved to international institutional investors within the meaning of article 174 of the 2010 Law as amended from time to time. The amounts invested in Class A Shares and Class B Shares are themselves invested in a common underlying portfolio of investments, although the NAV per Share of each Class of Shares may differ as a result of either the subscription tax and/or the Management Fees.

VII. Subscription for Shares

A. SUBSCRIPTION PROCEDURE

Subscriptions for Shares can be accepted only on the basis of the current Prospectus. The Company will produce an audited annual report (the "**Annual Report**") containing the audited accounts and an unaudited semi-annual report (the "**Semi-annual Report**"). Following the publication of the first of either report, the current Prospectus and the PRIIPS KIDs at that date will be valid only if accompanied by such Annual Report or Semi-annual Report if more recent. These reports in their latest version will form an integral part of the Prospectus.

An investor's first subscription for Shares must be made to the Registrar Agent in Luxembourg or to the Nominee (as described under paragraph "Management and Administration") as indicated on the subscription form (the "**Subscription Form**"). Subsequent subscriptions for Shares may be made in writing or by fax. The Company reserves the right to reject, in whole or in part, any subscription without giving any reason therefore.

All the subscription requests are dealt at an unknown NAV (the "Forward Pricing").

Subscriptions for Classes A Shares and B Shares received by the Registrar Agent on any Dealing Day for Subscription (as defined in the Appendix of each Sub-Fund) before the Company subscription deadline, which is 1.00 p.m. in Luxembourg (the "**Subscription Deadline**"), will be processed on that Class A and B Dealing Day for Subscription, using the NAV per Share calculated on the applicable Valuation Day, as defined in the relevant Appendices, and which will be based on the last available closing prices on the Valuation Day.

Different time limits may apply if subscriptions for Shares are made through a Distributor/Nominee but in any case, the Nominee/Distributor will make sure that on a given Dealing Day, subscription orders are received by the Registrar Agent before the Subscription Deadline. No Distributor/Nominee is permitted to withhold subscription orders to benefit personally from a price change. Investors should note that they might be unable to purchase or redeem Shares through a Distributor/Nominee on days that such Distributor/Nominee is not open for business.

Any applications for subscription received after the Subscription Deadline on the relevant Dealing Day will be processed on the next Dealing Day on the basis of the NAV per Share determined on the following Valuation Day.

If receivable, any subscription received by the Registrar Agent or the Nominee after the Subscription Deadline will be processed for subscription on the next Class A Dealing Day or Class B Dealing Day on the basis of the next NAV per Share determined.

Payment for Shares must be received by the Depositary and Paying Agent, as more fully described in each relevant Appendix in the Reference Currency (the “**Reference Currency**”) of the relevant Sub-Fund, being the currency in which the Shares of a determined Class may be purchased.

The Company may restrict or prevent the ownership of Shares in the Company by any person, firm, partnership or corporate body, if in the sole opinion of the Company such holding may be detrimental to the interests of the existing Shareholders or of the Company, if it may result in a breach of any law or regulation, whether Luxembourg or otherwise, or if as a result thereof the Company may become exposed to tax disadvantages, fines or penalties that it would not have otherwise incurred. Such persons, firms, partnerships or corporate bodies shall be determined by the Board of Directors (“**Prohibited Persons**”).

As the Company is not registered under the United States Securities Act of 1933, as amended, neither registered under the United States Investment Company Act of 1940, as amended, its Shares may not be offered or sold, directly or indirectly, in the USA or its territories or possessions or areas subject to its jurisdiction, or to citizens or residents thereof (“**US Persons**”).

Accordingly, the Company may require any subscriber to provide it with any information that it may consider necessary for the purpose of deciding whether or not he is, or will be, a Prohibited Person or a US Person.

The Company retains the right to offer only one Class of Shares for subscription in any particular jurisdiction in order to conform to local law, custom, business practice or the Company's commercial objectives.

B. PAYMENT PROCEDURE

The currency of payment for Shares of each Sub-Fund will be the Reference Currency as more fully described in the relevant appendices. A subscriber may, however with the agreement of the Administrator, effect payment in any other freely convertible currency. The Administrator will arrange for any necessary currency transaction to convert the subscription monies from the currency of subscription (the “**Subscription Currency**”) into the Reference Currency of the relevant Sub-Fund. Any such currency transaction will be effected with the Depositary at the subscriber's cost and risk. Currency exchange transactions may delay any issue of Shares since the Administrator may choose at its option to delay executing any foreign exchange transaction until cleared funds have been received.

A Subscription Form accompanies this Prospectus and may also be obtained from the Registrar Agent or the Nominee.

If timely payment for Shares is not made, the relevant issue of Shares may be cancelled (or postponed if a share certificate has to be issued) and a subscriber may be required to compensate the Company for any loss incurred in relation to such cancellation.

C. NOTIFICATION OF TRANSACTION

A confirmation statement will be sent to the subscriber (or his nominated agent if so requested by the subscriber) as soon as reasonably practicable, providing full details of the transaction. Subscribers should always check this statement to ensure that the transaction has been accurately recorded.

Subscribers are given a personal account number (the “**Account Number**”) on acceptance of their initial subscription, and this, together with the Shareholder's personal details, is proof of their identity to the Company. The Account Number should be used by the Shareholder for all future dealings with the Company and the Registrar Agent.

Any change to the Shareholder's personal details, loss of Account Number or loss of or damage to a Share Certificate, must be notified immediately to the Registrar Agent. Failure to do so may result in the delay of an application for redemption. The Company reserves the right to require an indemnity or other verification of title or claim to title countersigned by a bank, stockbroker or other party acceptable to it before accepting such changes.

If any subscription is not accepted in whole or in part, the subscription monies or the balance outstanding will be returned to the subscriber by post or bank transfer at the subscriber's risk.

D. REJECTION OF SUBSCRIPTIONS

The Company may reject any subscription in whole or in part, and the Board of Directors may, at any time and in its absolute discretion without incurring in any liability and without being obliged to give any notice, discontinue the issue and sale of the Shares of any Class in any Sub-Fund.

E. SUSPENSION OF NAV

No Shares will be issued by the Company during any period in which the calculation of the NAV of the relevant Sub-Fund is suspended by the Company pursuant to the powers contained in the articles of incorporation of the Company (the "**Articles of Incorporation**") and as discussed under paragraph "Temporary Suspension of Calculation of NAV per Share".

Notice of suspension will be given to subscribers, and subscriptions made or pending during a suspension period may be withdrawn by notice in writing received by the Company prior to the end of the suspension period. Subscriptions not withdrawn will be processed on the first Dealing Day following the end of the suspension period, on the basis of the NAV per Share determined on the next Valuation Day.

F. MONEY LAUNDERING PREVENTION

Pursuant to applicable international and Luxembourg laws and circulars of the CSSF, obligations have been imposed on all professionals of the financial sector to prevent the use of UCIs for money laundering purposes and terrorism financing purposes. Within this context a procedure for the identification of investors and /or effective beneficial owners has been imposed.

Namely, the Subscription Form of an investor must be accompanied, in the case of individuals, by a copy of the subscriber's passport or identification card (any such copy must be certified to be a true copy of the original by one of the following authorities: ambassador, consul, notary or police officer) and in case of legal entities, a copy of the subscriber's articles of incorporation, and where applicable, an extract from the commercial register and the identification documentation for the representatives of such entities in the following cases:

1. In the case of direct subscriptions of Shares;
2. In the case of subscriptions received by the Company from any Intermediary resident in a country that does not impose on such Intermediary an obligation to identify investors equivalent to the one required by the Luxembourg law for the prevention of money laundering;
3. In the case of subscriptions received by the Company from a subsidiary or a branch whose parent company is subject to an identification obligation equivalent to the one required by the Luxembourg law, if the law applicable to the parent company does not force it to control the respect of these provisions by its subsidiaries or branches.

Such procedure may be waived in the following circumstances:

- in the case of subscriptions through a professional of the financial sector resident in a country which imposes an identification obligation equivalent to that required under Luxembourg law for the prevention of money laundering and terrorist financing;
- in the case of subscription through an intermediary or nominee whose parent is subject to an identification obligation equivalent to that required by Luxembourg law and where the law applicable to the parent imposes an equivalent obligation on its subsidiaries or branches.

In the event of delay or failure by the investor to produce any such information required for verification purposes, the Board of Directors of the Company (and each of the Intermediary and Registrar Agent) may refuse to accept the application and all subscription monies.

In addition, the Company must identify the origin of funds in the case they are coming from financial institutions that are not subject to an identification obligation equivalent to the one required by the Luxembourg law. Subscriptions requests may be suspended temporarily until the origin of the funds is identified. Neither the Company nor the Management Company, nor the Registrar and Transfer Agent will be held responsible for said delay or for failure to process deals resulting from not providing documentation or providing incomplete documentation.

The Company has the obligation to put in place procedures and mechanisms in order to monitor the transactions and identify those that could be linked to AML and terrorism financing.

This identification procedure must be complied with in the case of direct subscriptions to the Company, and in the case of subscriptions received by the Company from any intermediary

resident in a country that does not impose on such intermediary an obligation to identify investors equivalent to that required under Luxembourg laws for the prevention of money laundering.

It is generally accepted that professionals of the financial sector resident in a country that has ratified the conclusions of the FATF are deemed to be intermediaries having an identification obligation equivalent to that required under Luxembourg law.

Any information provided to the Company in this context is collected for anti-money laundering compliance purposes only.

From time to time, Shareholders may be asked to supply additional or updated identification documents in accordance with clients' ongoing due diligence obligations according to the relevant laws and regulations.

In accordance with the Luxembourg law of 13 January 2019 (the “**RBO Law**”) establishing a register of beneficial owners (the “**RBO**”), Shareholders are informed that the Company may need to communicate certain information to the RBO in Luxembourg. To the extent required by, and subject to the conditions of the Luxembourg AML and terrorism financing laws and regulations, the relevant authorities as well as certain professionals (as defined in the RBO Law) can access the website of the RBO and the relevant information of the beneficial owners of the Company, including the name, the month and year of birth, the country of residence and nationality. This law defines beneficial owners as a reference to economic beneficiaries under the amended Law of 12 November 2004 on the fight against money laundering and financing of terrorism as the Shareholders who own more than 25% of the shares of the Company or who otherwise control the Company.

VIII. Sales, Management Fees, Reference Currency and Company Charges

Detailed information on Sales, Management Fees and Reference Currency for each class is contained in the relevant Appendices.

Company Charges

Each of the Depositary, the Administrator and the Registrar Agent are entitled to receive out of the assets of the Company, fees pursuant to the relevant agreements between each of them and the Company or the Management Company and in accordance with usual market practices. Such fees are calculated on the basis of the average daily net assets of the Company and are payable monthly in arrears. In addition, reasonable disbursements and out-of-pocket expenses incurred by such parties are charged to the Company as appropriate.

In this respect, the Administrator will receive an administrative fee in an amount of up to 7.5 basis points of the average NAV. Each Sub-Fund will pay the Depositary a fee in an amount of up to 2.5 basis points of the average NAV.

The Company will also bear all other expenses which include, without limitation, taxes, expenses for legal and auditing services, costs of any proposed listings, maintaining such listings, Shareholders' reports, Prospectuses, translation costs, all reasonable out-of-pocket expenses of the members of the Board of Directors, registration fees and other expenses payable to supervisory authorities in any relevant jurisdictions, insurance costs, interests, brokerage costs and the costs of publication of the NAV per Share of each Sub-Fund.

The allocation of costs and expenses to be borne by the Company between the various Sub-Funds will be made in accordance with the Articles of Incorporation.

The formation expenses have been paid by the Company and have been amortised over a five-year (5-year) period in equal instalments.

IX. Redemption of Shares

Holdings of Shares of any Class may be redeemed in whole or in part on any Dealing Day on the basis of the NAV per Share determined on the next Valuation Day as described below (the “**Redemption Price**”). Shares redeemed shall be cancelled immediately in the Company's Share Register. Each Sub-Fund shall at all times have enough liquidity to enable satisfaction of any requests for redemption of Shares.

A. PROCEDURE FOR REDEMPTION

Shareholders wishing to have all or some of their Shares redeemed by the Company may apply to do so by Swift, fax or by letter to the Registrar Agent or to the Nominee.

The application for redemption of Shares must include:

- (a) either (i) the monetary amount the Shareholder wishes to redeem or (ii) the number of Shares the Shareholder wishes to redeem, and
- (b) the Class and Sub-Funds from which Shares are to be redeemed.

In addition, the application for redemption must include the Shareholder's personal details together with his Account Number and the registered Share Certificate if applicable. Failure to provide any of the aforementioned information may result in delay of such application for redemption whilst verification is being sought from the Shareholder.

Subject to the provisions explained below under "Temporary Suspension of Redemption", applications for redemption will be considered as binding and irrevocable by the Management Company and must be duly signed by all registered Shareholders, save in the case of joint registered Shareholders where an acceptable power of attorney has been provided to the Company.

Applications for redemption from all Sub-Funds must be received at the specified time determined in the relevant Appendices by the Registrar Agent before the redemption deadline, which is 1.00 p.m. in Luxembourg (the "**Redemption Deadline**"), and will be processed on that Dealing Day.

All the redemption requests are dealt at an unknown NAV ("the Forward Pricing").

The Redemption Price being the NAV per Share calculated on the applicable Valuation Day, as defined in the relevant Appendices, and which will be based on the last available closing prices on the Valuation Day. A redemption fee may be levied as more described in the relevant Appendices.

Any application for redemption received after the Redemption Deadline on the relevant Dealing Day will be processed on the next Dealing Day on the basis of the NAV per Share determined on the following Valuation Day.

A confirmation statement will be sent to the Shareholder detailing the redemption proceeds due thereto as soon as reasonably practicable after determination of the Redemption Price of the Shares being redeemed. Shareholders should check this statement to ensure that the transaction has been accurately recorded.

The Redemption Price of Shares in any Class may be higher or lower than the Initial Subscription Price paid by the Shareholder depending on the NAV per Share of the Class at the time of redemption.

Payment for Shares redeemed will be effected in the delay determined in the relevant Appendices. If necessary, the Administrator will arrange the currency transaction required for conversion of the redemption monies from the Reference Currency of the relevant Class into the relevant Subscription Currency. Such currency transaction will be effected with the Depositary at the relevant Shareholder's cost.

The Board of Directors reserves the right to delay payment for a further five (5) Luxembourg Business Days, without interest accruing, if market conditions are unfavourable, and it is, in the Board of Directors' reasonable opinion, in the best interests of the remaining Shareholders.

All redeemed Shares shall be cancelled by the Company.

B. TEMPORARY SUSPENSION OF REDEMPTION

The right of any Shareholder to require the redemption of its Shares of the Company will be suspended during any period in which the calculation of the NAV per Share of the relevant Sub-Fund is suspended by the Company pursuant to the powers as discussed under paragraph "Temporary Suspension of Calculation of the NAV per Share". Notice of the suspension period will be given to any Shareholder tendering Shares for redemption. Withdrawal of an application for redemption will only be effective if written notification is received by the Registrar Agent before termination of the period of suspension, failing which the Shares in question will be redeemed on the first Dealing Day following the end of the suspension period on the basis of the next NAV per Share determined.

C. COMPULSORY REDEMPTION

If the Company discovers at any time that Shares are owned by a Prohibited Person or a US Person, either alone or in conjunction with any other person, whether directly or indirectly, the Board of Directors may at their discretion and without liability, compulsorily redeem the Shares at the Redemption Price as described above after giving notice of at least ten (10) calendar days, and upon redemption, the Prohibited Person or the US Person will cease to be the owner of those Shares. The Company may require any Shareholder to provide it with any information that it may consider necessary for the purpose of determining whether or not such owner of Shares is or will be a Prohibited Person or a US Person.

D. PROCEDURES FOR REDEMPTIONS AND CONVERSIONS REPRESENTING 10% OR MORE OF THE NET ASSETS OF A SUB-FUND

If any application for redemption or conversion is received in respect of any one Valuation Day (the “**First Valuation Day**”), which either singly or when aggregated with other such applications so received, represents more than 10% of the NAV of any Sub-Fund, the Company reserves the right, in its sole and absolute discretion and without incurring in any liability (and in the reasonable opinion of the Board of Directors that to do so is in the best interests of the remaining Shareholders), to scale down pro-rata each application with respect to such First Valuation Day so that not more than 10% of the NAV of the Sub-Funds be redeemed or converted on such First Valuation Day.

To the extent that any application for redemption or conversion is not given full effect on such First Valuation Day by virtue of the exercise by the Company of its power to pro-rate applications, such application shall be treated with respect to the unsatisfied balance thereof as if a further request had been made by the Shareholder in question in respect of the next Valuation Day and, if necessary, subsequent Valuation Days, until such application shall have been satisfied in full.

With respect to any application received in respect of the First Valuation Day, to the extent that subsequent applications shall be received in respect of following Valuation Days, such later applications shall be postponed in priority to the satisfaction of applications relating to the First Valuation Day, but subject thereto shall be dealt with as set out above.

X. Conversion of Shares into Shares of a different Sub-Fund

Conversion of Shares between Classes of Shares is not possible.

Conversions of Shares between Sub-Funds are possible as detailed hereunder but in any case, no conversion fees will be levied.

Shareholders may convert all or part of their Sub-Fund Shares into other Sub-Funds Shares and conversely without any charge by application in writing or by fax to the Registrar Agent or the Nominee, stating which Shares are to be converted into which Sub-Funds.

The application for conversion must include either the monetary amount the Shareholder wishes to convert or the number of Shares the Shareholder wishes to convert. In addition, the application for conversion must include the Shareholder’s personal details together with his Account Number, (and if applicable) the registered Share Certificate.

Failure to provide any of this information may result in delay of the application for conversion.

Applications for conversion must be received by the Registrar Agent in the delay described in the relevant Appendices before the conversion deadline, which is 1.00 p.m. in Luxembourg (the “**Conversion Deadline**”), and will be processed on that Dealing Day, using the NAV calculated on the applicable Valuation Day, as defined in the relevant Appendices, which will be based on the last available closing prices on such Valuation Day.

All the conversions requests are dealt at an unknown NAV (“the Forward Pricing”).

Any application received after the Conversion Deadline on Dealing Day will be processed on the next Dealing Day, on the basis of the NAV per Share determined on the following Valuation Day.

Applications for conversion on any one Valuation Day, which either singly or when aggregated with other such applications so received, represent more than 10% of the NAV of any one Sub-Fund, may be subject to additional procedures set forth under paragraph “Procedures for Redemptions and Conversions Representing 10% or more of a Sub-Funds”.

The rate at which all or part of the Shares in an original Sub-Fund are converted into Shares in a new Sub-Fund is determined in accordance with the following formula:

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

where:

- A is the number of Shares to be allocated in the new Sub-Fund;
- B is the number of Shares of the original Sub-Fund to be converted;
- C is the NAV per Share of the original Sub-Fund on the relevant Valuation Day;
- D is the actual rate of exchange on the day concerned in respect of the Reference Currency of the original Sub-Fund and the Reference Currency of the new Sub-Fund;
- E is the NAV per Share of the new Sub-Fund on the relevant Valuation Day.

Following such conversion of Shares, the Depositary will inform the Shareholder of the number of Shares of the new Sub-Fund obtained by conversion and the price thereof.

XI. Distribution Policy

In principle, the Company intends to distribute neither its investment income nor the net capital gains realised as the management of the Company is oriented towards capital gains. The Board of Directors shall therefore recommend the reinvestment of the results of the Company and as a consequence no dividend shall be paid to Shareholders.

The Board of Directors nevertheless reserves the right to propose the payment of a dividend at any time.

In any case, no distribution of dividends may be made if, as a result, the share capital of the Company would fall below the minimum capital required by the Luxembourg law.

Declared dividends not claimed within five (5) years of the due date will lapse and revert to the Company. No interest shall be paid on a dividend declared and held by the Company at the disposal of its beneficiary.

XII. Taxation

The following information is based on the laws, regulations, decisions and practice currently in force in Luxembourg and is subject to changes therein, possibly with retrospective effect. This tax section is a short summary of certain Luxembourg tax principles that may be or may become relevant with respect to the investments in the Company.

IT DOES NOT PURPORT TO BE A COMPREHENSIVE DESCRIPTION OF ALL LUXEMBOURG TAX LAWS AND CONSIDERATIONS THAT MAY BE RELEVANT TO A DECISION TO INVEST IN, OWN, HOLD, OR DISPOSE OF SHARES. IT DOES NOT CONSTITUTE AND SHOULD NOT BE CONSIDERED AS TAX ADVICE TO ANY PARTICULAR INVESTOR OR POTENTIAL INVESTOR.

Prospective investors should consult their own professional advisers as to the implications of buying, holding or disposing of Shares and to the provisions of the laws of the jurisdiction in which they are subject to tax. This summary does not describe any tax consequences arising under the laws of any state, locality or other taxing jurisdiction other than Luxembourg.

A. TAXATION OF THE COMPANY

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

A reduced subscription tax rate of 0.01% *per annum* is applicable to:

- the Company provided its exclusive object is the collective investment in money market instruments, the placing of deposits with credit institutions, or both;
- the Company's individual compartments or classes of Share where the Shares of those individual compartments or classes are only held by one or more institutional Investors within the meaning of the 2010 Law.

As from 1 January 2021, the Company or its individual compartments, may benefit from reduced subscription tax rates depending on the value of its net assets invested in economic activities that qualify as environmentally sustainable within the meaning of Article 3 of EU Regulation 2020/852 of 18 June 2020 (the “**Qualifying Activities**”). The reduced subscription tax rates would be of:

- 0.04% if at least 5% of the total net assets of the Company, or of its individual compartment, are invested in Qualifying Activities;
- 0.03% if at least 20% of the total net assets of the Company, or of its individual compartment, are invested in Qualifying Activities;
- 0.02% if at least 35% of the total net assets of the Company, or of its individual compartment, are invested in - Qualifying Activities; and
- 0.01% if at least 50% of the total net assets of the Company, or of its individual compartment, are invested in Qualifying Activities.

The subscription tax rates mentioned above would only apply to the net assets invested in Qualifying Activities.

A subscription tax exemption applies to:

- the portion of the Company’s assets (*pro rata*) invested in a Luxembourg UCI subject itself to the subscription tax;
- the Company and its individual compartments where (i) the securities are only held by institutional Investor(s), and (ii) the sole object is the collective investment in money market instruments and the placing of deposits with credit institutions, and (iii) the weighted residual portfolio maturity does not exceed ninety (90) days, and (iv) the securities have obtained the highest possible rating from a recognised rating agency. If several Classes of Shares are in issue in the Company meeting (ii) to (iv) above, only those Classes of Shares meeting (i) above will benefit from this exemption;
- the Company as well as its individual compartments if their main objective is the investment in microfinance institutions;
- the Company as well as its individual compartments if (i) the securities issued by the Company or its individual compartments are listed or traded on at least one stock exchange or another regulated market operating regularly, recognized and open to the public and (ii) their exclusive object is to replicate the performance of one or more indices. If several Classes of Shares are in issue in the Company meeting (ii) above, only those Classes of Shares meeting (i) above will benefit from this exemption; and
- the Company if the securities issued by the Company are reserved for (i) institutions for occupational retirement pension and similar investment vehicles, set-up on the initiative of one or more employers for the benefit of their employees and (ii) companies of one or more employers investing funds they hold to provide retirement benefits to their employees.

Withholding Tax

Investor withholding tax

Distributions made by the Company as well as capital gains realised on a disposal or a redemption of Shares are not subject to withholding tax in Luxembourg.

Withholding tax in source countries

Interest and dividend income received by the Company may be subject to non-recoverable withholding tax in the source countries. The Company may further be subject to tax on the realised or unrealised capital appreciation of its assets in the countries of the Investments. However, the Company may benefit from double tax treaties entered into by Luxembourg which may provide for exemption from withholding tax or reduction of withholding tax rate.

Distributions by the Company as well as liquidation proceeds and capital gains derived therefrom are made free and clear from withholding tax in Luxembourg.

B. TAXATION OF THE SHAREHOLDERS

Luxembourg Resident Shareholders

Individual Shareholders

A Luxembourg resident individual Shareholder is subject to Luxembourg personal income tax levied at progressive rates with respect to income or gains derived from the Shares.

Capital gains realised upon the disposal of the Shares held by a resident individual Shareholder who acts in the course of the management of his/her private wealth, are not subject to income tax, unless said capital gains qualify either as speculative gains or as gains on a substantial participation:

- Speculative gains are subject to income tax at progressive ordinary rates if the Shares are disposed of within six (6) months after their acquisition.
- Capital gains realised on a substantial participation more than six (6) months after the acquisition thereof are taxed at half the average combined tax rate.

Corporate Shareholders

A fully taxable resident corporate Shareholder will in principle be subject to corporate income tax, municipal business tax and employment fund surcharge) at ordinary rate ("**Corporation Taxes**"), in respect of income or gain derived from the Shares.

Luxembourg corporate resident Shareholders which benefit from a special tax regime, such as, for example, (i) undertakings for collective investment subject to the law of 17 December 2010 relating to undertakings for collective investments, (ii) specialized investment funds subject to the law of 13 February 2007 relating to specialized investment funds, (iii) reserved alternative investment funds (not opting for the treatment as a venture capital vehicle for Luxembourg tax purposes) subject to the law of 23 July 2016 relating to reserved alternative investment funds or (iv) family wealth management companies subject to the law of 11 May 2007 related to family wealth management companies, are exempt from Corporation Taxes in Luxembourg and are instead subject to an annual subscription tax (*taxe d'abonnement*).

The Shares shall be part of the taxable net wealth of the Luxembourg resident corporate Shareholder subject to net wealth tax levied on a yearly basis at a rate of 0.5%. A reduced rate of 0.05% is available for the part of the net wealth exceeding EUR 500,000,000.

Luxembourg corporate resident Shareholders which benefit from a special tax regime, such as, for example, (i) undertakings for collective investment subject to the law of 17 December 2010 relating to undertakings for collective investments, (ii) vehicles governed by the law of 22 March 2004 on securitization, (iii) companies governed by the law of 15 June 2004 on venture capital vehicles, (iv) specialized investment funds subject to the law of 13 February 2007 relating to specialized investment funds, (v) reserved alternative investment funds subject to the law of 23 July 2016, relating to reserved alternative investment funds or (vi) family wealth management companies subject to the law of 11 May 2007 related to family wealth management companies, or (vii) professional pension institutions governed by the law of 13 July 2005 on institutions for occupational retirement provision in the form of pension savings companies with variable capital and pension savings associations are exempt from net wealth tax.

A minimum net wealth tax may however be due under certain circumstances by certain resident corporate Investors.

Non-resident Shareholders

Non-resident Investors without a permanent establishment, a permanent representative, or a fixed place of business in Luxembourg to which the Shares are attributable, are not, in principle, subject to any capital gains tax, income tax, withholding tax or net wealth tax in Luxembourg.

The tax consequences for Shareholders wishing to purchase, subscribe, acquire, hold, convert, sell, redeem or dispose Shares will depend on the relevant laws of any jurisdiction to which the Shareholder is subject.

Residence

An Investor will not become resident, or deemed to be resident, in Luxembourg by reason only of holding the Shares.

C. FOREIGN ACCOUNT TAX COMPLIANCE ACT

The Foreign Account Tax Compliance Act ("**FATCA**") requires financial institutions outside the U.S. ("foreign financial institutions" or "**FFIs**") to pass information about "Financial Accounts" held by "Specified U.S. Persons", directly or indirectly, to the U.S. tax authorities (the Internal Revenue Service, "**IRS**") on an annual basis. A 30% withholding tax is imposed on certain U.S. source income of any FFI that fails to comply with this requirement.

On 28 March 2014, the Grand Duchy of Luxembourg entered into a Model 1 Intergovernmental Agreement ("**Luxembourg IGA**") with the United States of America and a memorandum of understanding in respect thereof. The Company would hence have to comply with this Luxembourg IGA as implemented into Luxembourg law by the Law of 24 July 2015 relating to FATCA ("**FATCA Law**") in order to comply with the provisions of FATCA rather than directly complying with the U.S. Treasury Regulations implementing FATCA. Under the FATCA Law and the Luxembourg IGA, the Company may be required to collect information aiming to identify its financial account holders (including certain entities and their controlling persons) that are Specified U.S. Persons for FATCA purposes ("**FATCA Reportable Accounts**"). Any such information on FATCA Reportable Accounts provided to the Company will be shared with the Luxembourg tax authorities (*Administration des Contributions Directes*) which will exchange that information on an automatic basis with the IRS.

The Company intends to comply with the provisions of the FATCA Law and the Luxembourg IGA to be deemed compliant with FATCA and will thus not be subject to the 30% withholding tax with respect to its share of any such payments attributable to actual and deemed U.S. investments of the Company. The Company will continually assess the extent of the requirements that FATCA, and notably the FATCA Law, place upon it.

To ensure the Company's compliance with FATCA, the FATCA Law and the Luxembourg IGA in accordance with the foregoing, the Company may:

- a) request information or documentation, including W-9 or W-8 tax forms, a Global Intermediary Identification Number, if applicable, or any other valid evidence of a Shareholder's FATCA registration with the IRS or a corresponding exemption, in order to ascertain that Shareholder's FATCA status;
- b) report information concerning a Shareholder and his/her/its account holding in the Company to the Luxembourg tax authorities (*Administration des Contributions Directes*) if such account is deemed a FATCA Reportable Account under the FATCA Law and the Luxembourg IGA;
- c) deduct applicable U.S. withholding taxes from certain payments made to a Shareholder by or on behalf of the Company in accordance with FATCA, the FATCA Law and the Luxembourg IGA; and
- d) divulge any such personal information to any immediate payer of certain U.S. source income as may be required for withholding and reporting to occur with respect to the payment of such income.

By investing in the Company, the Shareholders acknowledge that (i) the Company is responsible for the treatment of the personal data provided for in the FATCA Law; (ii) the personal data will inter alia be used for the purposes of the FATCA Law; (iii) the personal data may be communicated to the Luxembourg tax authorities (*Administration des Contributions Directes*) and to the IRS; (iv) responding to FATCA-related questions is mandatory; and (v) the Shareholders have a right of access to and rectification of the data communicated to the Luxembourg tax authorities (*Administration des Contributions Directes*).

The Company reserves the right to refuse any subscription for Shares if the information provided or not provided does not satisfy the requirements under FATCA, the FATCA Law and the Luxembourg IGA.

Prospective investors should consult their professional advisor on the individual impact of FATCA.

D. AUTOMATIC EXCHANGE OF INFORMATION

CRS

The Organisation for Economic Co-operation and Development ("**OECD**") has developed a common reporting standard ("**CRS**") to achieve a comprehensive and multilateral automatic exchange of information on a global basis.

On 29 October 2014, Luxembourg signed the OECD's multilateral competent authority agreement ("**Multilateral Agreement**") to automatically exchange information under the CRS. On 9 December 2014, Council Directive 2014/107/EU amending Directive 2011/16/EU as regards mandatory automatic exchange of information in the field of taxation ("**DAC2**") was adopted to implement the CRS among the EU Member States. The CRS and the DAC2 were implemented into Luxembourg law by the law of 18 December 2015 on the automatic exchange of financial account information in the field of taxation ("**CRS Law**").

The CRS Law requires Luxembourg financial institutions to identify their financial account holders (including certain entities and their controlling persons) and establish if they are fiscally resident in (i) an EU Member State other than Luxembourg or (ii) a jurisdiction which has signed the Multilateral Agreement and which is identified in the list of reportable jurisdictions published by Grand Ducal Decree ("**CRS Reportable Accounts**"). The first official list of CRS reportable jurisdictions was published on 24 March 2017 and is updated from time to time. Luxembourg financial institutions will then report the information on such CRS Reportable Accounts to the Luxembourg tax authorities (*Administration des Contributions Directes*), which will thereafter automatically transfer this information to the competent foreign tax authorities on a yearly basis.

Accordingly, the Company may require its Shareholders to provide information or documentation in relation to the identity and fiscal residence of financial account holders (including certain entities and their controlling persons) in order to ascertain their CRS status; and report information regarding a Shareholder and his/her/its account holding in the Company to the Luxembourg tax authorities (*Administration des Contributions Directes*) if such an account is deemed a CRS Reportable Account under the CRS Law.

By investing in the Company, the Shareholders acknowledge that (i) the Company is responsible for the treatment of the personal data provided for in the CRS Law; (ii) the personal data will *inter alia* be used for the purposes of the CRS Law; (iii) the personal data may be communicated to the Luxembourg tax authorities (*Administration des Contributions Directes*) and to the tax authorities of CRS reportable jurisdictions; (iv) responding to CRS-related questions is mandatory; and (v) the Shareholders have a right of access to and rectification of the data communicated to the Luxembourg tax authorities (*Administration des Contributions Directes*).

The Company reserves the right to refuse any subscription for Shares if the information provided or not provided does not satisfy the requirements under the CRS Law.

Prospective investors should consult their professional advisor on the individual impact of the CRS.

DAC6

On 25 May 2018, the EU Council adopted a directive (2018/822 amending Directive 2011/16/EU as regards mandatory automatic exchange of information in the field of taxation) that imposes a reporting obligation on parties involved in transactions that may be associated with aggressive tax planning ("**DAC6**"). DAC6 has been implemented in Luxembourg by the law of 25 March 2020 (the "**DAC6 Law**").

More specifically, the reporting obligation will apply to cross-border arrangements that, among others, meet one or more "hallmarks" provided for in the DAC6 Law that is coupled in certain cases, with the main benefit test (the "**Reportable Arrangements**").

In the case of a Reportable Arrangement, the information that must be reported includes *inter-alia* the name of all relevant taxpayers and intermediaries as well as an outline of the Reportable Arrangement, the value of the Reportable Arrangement and identification of any member states likely to be concerned by the Reportable Arrangement.

The reporting obligation in principle rests with the persons that design, market, organise make available for implementation or manage the implementation of the Reportable Arrangement or provide assistance or advice in relation thereto (the so-called "intermediaries"). However, in certain cases, the taxpayer itself can be subject to the reporting obligation.

Starting from January 1, 2021, Reportable Arrangements must be reported within thirty (30) days from the earliest of (i) the day after the Reportable Arrangement is made available for implementation or (ii) the day after the Reportable Arrangement is ready for implementation or (iii) the day when the first step in the implementation of the Reportable Arrangement has been made. The information reported will be automatically exchanged between the tax authorities of all Member States.

In light of the broad scope of the DAC6 Law, transactions carried out by the Company may fall within the scope of the DAC6 Law and thus be reportable.

XIII. CONFLICTS OF INTEREST

No contract or other transaction which the Company and any other corporation or firm might enter into shall be affected or invalidated by the fact that any one or more of the directors or officers of the Company are interested in, or is a director, associate, officer or employee of such other corporation or firm.

Any director or officer of the Company who serves as a director, officer or employee of any corporation or firm with which the Company shall contract or otherwise engage in business shall not, by reason of such affiliation with such other corporation or firm be prevented from considering and voting or acting upon any matters with respect to such contract or other business.

In the event that any director or officer of the Company may have any personal interest opposite to the Company in any transaction of the Company, such director or officer shall make known to the Board of Directors such personal interest and shall not consider or vote on any such transaction, and such transaction, and such director's or officer's interest therein, shall be reported to the next succeeding meeting of Shareholders.

The term "interest opposite to the Company", as used in the preceding sentence, shall not include any relationship with or interest in any matter, position or transaction involving such company or entity as may from time to time be determined by the Board of Directors on its discretion.

The Company establishes implements and maintains an effective conflicts of interest policy. The Company keeps at its office and regularly updates a record of the types of the circumstances, if any, which may give rise to a conflict of interest. The Company will disclose situations where the organisational or administrative arrangements made by the Company to manage conflicts of interest were not reasonably sufficient.

XIV. The Company - General Information

The Company has been incorporated on March 28th, 2001 under Luxembourg laws as a "*société d'investissement à capital variable*" for an unlimited period of time. Its registered office is established in Luxembourg.

The capital of the Company may not, at any time, be less than the minimum capital required by the Luxembourg law and shall be at any time equal to the total net assets of the various Sub-Funds of the Company.

The Articles of Incorporation have been deposited with the Luxembourg Trade and Companies Register and have been published in the *Recueil des Sociétés et Associations* (the "*Mémorial*") on April 24th, 2001 number 297. They were amended through notary deeds dated November 15, 2002, December 29, 2005 and June 14, 2012 and published in the *Mémorial* respectively of 20 December 2002, 3 March 2006 and July 16, 2012. The Company has been registered with the Luxembourg Trade and Companies Register under number RCS Luxembourg B 81.335.

The Articles of Incorporation may be amended from time to time by a general meeting of Shareholders, subject to the quorum and majority requirements provided by the laws of Luxembourg.

The Company is established as an umbrella fund and will issue Shares in different Classes in the different Sub-Funds. The Directors shall maintain for each Sub-Fund a separate pool of assets. Vis-à-vis third parties, the Company shall constitute one single legal entity, but by derogation from article 2093 of the Luxembourg Civil Code, the assets of a particular Sub-Fund are only applicable to the debts, engagements and obligations of that Sub-Fund. The assets, commitments, charges

and expenses which cannot be allocated to one specific Sub-Fund will be charged to the different Sub-Funds proportionally to their respective net assets, or prorata temporis if appropriate due to the amounts considered.

Each Sub-Fund is treated as a separate legal entity.

For consolidation purposes, the base currency of the Company is the EURO.

XV. Management and Administration

A. THE MANAGEMENT COMPANY

The Board of Directors has designated under its responsibility and control, **NBG ASSET MANAGEMENT LUXEMBOURG**, to act as management company of the Company under Chapter 15 of the 2010 Law.

NBG Luxembourg Holding S.A. was incorporated on 27th March 2001 as a public limited company ("*société anonyme*") under the laws of Luxembourg for an unlimited duration and has been renamed subsequently into **NBG ASSET MANAGEMENT LUXEMBOURG**. It has its registered office at 19, rue de Bitbourg, L-1273 Luxembourg. Its articles of incorporation have been amended on June 30th, 2009 in order to comply with Chapter 13 of the 2002 Law and consequently published in the *Mémorial C, Recueil des Sociétés et Associations* on September 28th, 2009. It is registered with the *Registre de Commerce et des Sociétés* of Luxembourg under reference B 81.459.

The capital of the Management Company is EUR 150.000.

The Management Company has been appointed pursuant to a main delegation agreement concluded between the Management Company and the Company as may be amended from time to time. This agreement is for an indefinite period of time and may be terminated by either party upon three (3) months' notice.

The Management Company's main object is the management, the administration and the marketing or the monitoring of the marketing of UCITS as well as UCIs.

The Management Company shall be in charge of the management and administration of the Company and of the monitoring of the distribution of Shares in Luxembourg and abroad.

As of the date of this Prospectus, the Management Company has delegated some of its functions as described in the following paragraphs.

The names of other funds for which the Management Company has been appointed as management company are listed in the Annual Reports of the Management Company.

The Management Company has in place a remuneration policy in line with the Directive 2014/91/EU of the European Parliament and of the Council of 23 July 2014 amending 2009/65/EC of the European Parliament and of the Council of 13 July 2009 on the coordination of laws, regulations and administrative provisions relating to undertakings for collective investment in transferable securities. The remuneration policy sets out principles applicable to the remuneration of senior management, all staff members having a material impact on the risk profile of the financial undertakings as well as all staff members carrying out independent control functions. The remuneration policy is determined and reviewed at least on an annual basis by a remuneration committee.

When establishing and applying its remuneration policy, the Management Company shall comply with the requirements of the 2010 Law and specially with the following principles:

1. The remuneration policy is consistent with and promotes sound and effective risk management and does not encourage risk taking which is inconsistent with the risk profiles, rules or instruments of incorporation of the UCITS that the management company manages
2. The remuneration policy is in line with the business strategy, objectives, values and interests of the management company and the UCITS that it manages and of the investors in such UCITS, and includes measures to avoid conflicts of interest
3. The assessment of performance is set in a multi-year framework appropriate to the holding period recommended to the investors of the UCITS managed by the management company in

order to ensure that the assessment process is based on the longer-term performance of the UCITS and its investment risks and that the actual payment of performance-based components of remuneration is spread over the same period

4. Fixed and variable components of total remuneration are appropriately balanced and the fixed component represents a sufficiently high proportion of the total remuneration to allow the operation of a fully flexible policy on variable remuneration components, including the possibility to pay no variable remuneration component

The current remuneration policy containing further details and information in particular on how the remuneration and advantages are calculated and the identity of the persons responsible for the attribution of the remuneration and advantages (including the members of the remuneration committee) is available at www.nbgam.lu. A paper copy of the remuneration policy may be obtained free of charge upon request.

B. THE MANAGING DIRECTORS

The Board of Directors of the Management Company has designated under its responsibility and control, Mr. Ioannis RITSIOS and Mr. Eduard VAN WIJK to act as Managing Directors.

The Managing Directors shall be in charge of the daily administration of the Management Company.

C. THE INITIATOR

National Bank of Greece (NBG) was established in 1841 and was the first bank to be set up in the Modern Greek State, going on to play a key role in the economy of Greece throughout its 180-year history. Today NBG heads one of the largest financial groups in Greece, playing a key role in the efforts to support the Greek economy and the economic and social transformation of the country.

NBG offers a wide range of financial products and services that meet the ever evolving needs of its 6 million private and business customers. With an extensive branch network comprised of over 355 branches, 1.433 ATMs and a modern and advanced digital banking services for individuals and businesses. The Group employs some 8.800 employees.

The bank is listed on the Athens Exchange since 1905 (Athex: ETE, ISIN GRS003003019); it is a constituent of the FTSE/Athex Large Cap index and it is under the supervision of Bank of Greece.

NBG Group's vision is to become the bank of first choice for the customer and investors. A trustworthy, human responsive financial and investment institution that acts as a growth catalyst and unlocks potential for households, business and communities.

D. THE INVESTMENT MANAGER

Pursuant to an investment management agreement between the Management Company and the Investment Manager (the "Investment Management Agreement"), the Management Company has appointed **NBG Asset Management Mutual Fund Management Company** (hereafter "NBG Asset Management M.F.M.C.", formerly *Diethniki Mutual Fund Management Company S.A.*), 103-105, Syngrou Avenue, 11745 Athens, Greece as its manager (the "Investment Manager") to manage the Sub-Funds.

Pursuant to the Investment Management Agreement mentioned above, the Management Company has expressly delegated to the Investment Manager the discretion, on a day-to-day basis but subject to the overall control and responsibility of the Company, to purchase and sell securities as agent for the Company and otherwise to manage the portfolios of the relevant Sub-Funds for the account and in the name of the Company in relation to specific transactions.

For its services, the Investment Manager receives an annual fee as a percentage of the average net assets of each Class, payable quarterly in arrears.

NBG Asset Management M.F.M.C., member of the National Bank of Greece Group of Companies, was established in 1972 and was the first Mutual Fund Management Company which incorporated in Greece. In 1973, NBG Asset Management M.F.M.C. established its first Mutual Fund, the "Delos Balanced Fund".

E. THE NOMINEE AGENT

Pursuant to a Nominee Agreement, the Management Company has appointed National Bank of Greece S.A. 86, Eolou Street, Athens, Greece as its nominee agent (the “**Nominee Agent**”).

Subscribers may elect, but are not obliged, to make use of such nominee service pursuant to which the Nominee Agent (as defined under the IML Circular 91/75 of January 21, 1991) will hold Shares in its own name for and on behalf of the subscribers who shall be entitled at any time to claim direct title to the Shares. The Nominee Agent will have no power to vote at any general meeting of Shareholders, unless the Shareholder grants it a power of attorney in writing his authority to do so. At all time, subscribers retain the ability to invest directly in the Company without using the nominee service.

F. THE DISTRIBUTOR

Pursuant to a Distribution Agreement, the Management Company has appointed the National Bank of Greece S.A. 86, Eolou Street, Athens, Greece in order to assist with the distribution of the Company's shares among others in Greece. The Distribution Agreement is concluded for an unlimited period and may be terminated by either party by giving to the other party a three (3) months period of notice.

According to the provisions of the Distribution Agreement, the Distributor is entitled to deduct from the subscriptions received by them, the sales charge as described in this Prospectus and in the PRIIPS KIDs.

The Distributor is entitled to deal as principal in the shares of the Company however at conditions not less favourable than those which applicants could obtain from the Company. Upon dealing in shares of the Company the Distributor shall regularly inform the Registrar Agent on the shares transacted through them for any changes to be registered and the share register kept by the Registrar Agent be updated, and registered share certificates, respectively share confirmation or account confirmation advises be issued to the relevant shareholders.

The Distributor may appoint suitable entities to act as sub-distributors for the sale and distribution by them of the shares on the basis of this Prospectus and of the PRIIPS KIDs and the most recent financial reports.

The Distributor as well as the sub-distributors will comply with the obligations and guidelines outlined to prevent the use of undertakings for collective investment in securities for money laundering purposes, developed for financial intermediaries by the Financial Action Task Force.

G. THE DEPOSITARY AND PAYING AGENT

Société Générale Luxembourg is the Company's depositary and paying agent (the **Depositary**).

The Depositary will assume its functions and duties in accordance with articles 33 to 37 of the 2010 Law and the European Commission Delegated Regulation (EU 2016/438) of 24 March 2016 supplementing the UCITS V Directive 2014/91/EU of the European Parliament and of the Council with regard to the obligations of depositaries, remuneration policies and sanctions (the “**EU Level 2 Regulation**”). The relationship between the Company and the Depositary is subject to the terms of a depositary and paying agent agreement entered into for an unlimited period of time (the “**Depositary Agreement**”).

Each party to the Depositary Agreement may terminate it upon a ninety (90) calendar days' prior written notice.

In accordance with the 2010 Law, and pursuant to the Depositary Agreement, the Depositary carries out, inter alia, the safe-keeping of the assets of the Company as well as the monitoring of the cash flows and the monitoring and oversight of certain tasks of the Company.

Under the conditions stipulated in the Depositary Agreement and in accordance with article 34bis of the 2010 Law and articles 13 to 17 of the EU Level 2 Regulation, the Depositary may delegate Safe-keeping Services (as defined in the Depositary Agreement) to any entity (the “Safe-keeping Delegates”). A list of the Safe-keeping Delegates is available at the following link:

https://www.securities-services.societegenerale.com/uploads/tx_bisgnews/Global_Custody_Network_SGSS_2020-01_01.pdf

As the case may be, should the deposit of all the assets of the Company be concentrated with a limited number of third party, adequate disclosure should also be included in the above mentioned link. The Depositary is also authorized to delegate any other services under the Depositary Agreement other than Oversight Services and Cash Monitoring Services (as defined in the Depositary Agreement).

The Depositary is liable to the Company for the loss of Held in Custody Assets (as defined in the Depositary Agreement and in accordance with article 18 of the UE Level 2 Regulation) by the Depositary or the Safe-keeping Delegate. In such case, the Depositary shall be liable to return a Held In Custody Assets of an identical type or the corresponding amount to the Company without undue delay, unless the Depositary can prove that the loss arose as a result of an external event beyond its reasonable control, the consequences of which would have been unavoidable despite all reasonable efforts to the contrary.

In performing any of its other duties under the Depositary Agreement, the Depositary shall act with all due skill, care and diligence that a leading professional custodian for hire engaged in like activities would observe. The Depositary is liable to the Company for any other losses (other than loss of Held in Custody Assets described above) as a result of negligence, bad faith, fraud, or intentional failure on the part of the Depositary (and each of its directors, officers, servants or employees).

The liability of the Depositary as to Safe-keeping Services shall not be affected by any delegation as referred to in article 34bis of the 2010 Law or excluded or limited by agreement.

In case of termination of the Depositary Agreement, a new depositary shall be appointed. Until it is replaced, the resigning or, as the case may be, removed depositary shall take all necessary steps for the safeguard of the interests of the Shareholders.

The Depositary is a wholly-owned subsidiary of Société Générale, a Paris-based credit institution.

The Depositary is a Luxembourg public limited company registered with the Luxembourg trade and companies register under number B 6061 and whose registered office is situated at 11, avenue Emile Reuter, L-2420 Luxembourg. Its operational center is located 28-32, place de la Gare, L-1616 Luxembourg. It is a credit institution in the meaning of the law of 5 April 1993 relating to the financial sector, as amended.

The Depositary is not responsible for any investment decisions of the Company or of one of its agents or the effect of such decisions on the performance of a relevant Sub-Fund.

In addition, Société Générale Luxembourg will act as the Company's principal paying agent. In that capacity, Société Générale Luxembourg will have as its principal function the operation of procedures in connection with the payment of distributions and, as the case may be, redemption proceeds on the Shares of the Company.

Up-to-date information regarding this section G "Depositary and Paying Agent" will be made available to shareholders on request. In all circumstances the Depositary shall, in carrying out its functions of depositary, act honestly, fairly, professionally and independently and solely in the interest of the Company and its Shareholders in accordance with article 37 of the 2010 Law.

In this respect, the activities of the Depositary are managed and organised in such a way as to minimise any potential conflicts of interest. In particular, the Depositary has, functionally and hierarchically, separated the performance of its depositary tasks from its other potentially conflicting tasks, and the potential conflicts of interest are identified, managed, monitored and disclosed in Annex I of the Prospectus.

In this respect, Société Générale Bank & Trust in its capacity, in one hand, as depositary and paying agent and, on the other hand, as administrative agent and registrar agent of the Company (i) has established, implemented and maintains operational an effective conflicts of interest policy; (ii) has established a functional, hierarchical and contractual separation between the performance of its depositary functions and the performance of other tasks and (iii) proceeds with the identification as well as the management and adequate disclosure of potential conflicts of interest in the manner described in the preceding paragraph.

H. THE ADMINISTRATIVE AGENT

Société Générale Luxembourg has been appointed pursuant to an agreement with the Company as administrative agent (the “**Administrator**”).

In such capacities, the Administrator is responsible for the administrative functions required by Luxembourg law such as the calculation of the NAV and the maintenance of accounting records.

I. THE REGISTRAR AGENT

Société Générale Luxembourg has been appointed by the Company pursuant to an agreement concluded with the Fund to act as Registrar Agent of the Fund (the “**Registrar Agent Agreement**”).

The Registrar Agent will be responsible for handling the processing of subscriptions for Shares, dealing with requests for redemptions and conversions and accepting transfers of funds, for the safekeeping of the register of the Investors, the delivery of share certificates (“**Share Certificates**”), if requested, the safekeeping of all non-issued Share Certificates of the Fund, for accepting Shares Certificates rendered for replacement, redemption or conversion and for providing and supervising the mailing of reports, notices and other documents to the Investors, as further described in the above mentioned agreement.

J. THE DOMICILIARY AGENT AND CORPORATE AGENT

Waystone Corporate Services (Lux) S.A., a *société anonyme* having its registered office at 19, rue de Bitbourg, L-1273 Luxembourg, Grand-Duchy of Luxembourg and registered with the Luxembourg Trade and Companies’ Register under number B180009 has been appointed to act as the domiciliary agent by the Company.

Waystone Governance Services (Lux) SARL, a *société à responsabilité limitée* having its registered office at 19, rue de Bitbourg, L-1273 Luxembourg, Grand-Duchy of Luxembourg and registered with the Luxembourg Trade and Companies’ Register under number B215358 has been appointed to act as the corporate agent by the Company.

K. TERMINATION OF THE COMPANY

1- Duration of the Company

There is no limit to the duration of the Company. The Company (and all the Sub-Funds and Classes) may, however, be dissolved, liquidated or any of its Sub-Funds or Classes closed or merged in the circumstances described under the following paragraphs.

2- Dissolution and Liquidation of the Company

The Company may at any time be dissolved by a resolution taken by the general meeting of Shareholders subject to the quorum and majority requirements as defined in the Articles of Incorporation.

Whenever the capital falls below two thirds of the minimum capital as provided by the 2010 Law as amended from time to time on undertakings for collective investment, the Board of Directors has to submit the question of the dissolution of the Company to the general meeting of Shareholders. The general meeting, for which no quorum shall be required, shall decide on simple majority of the votes of the Shares presented and voting at the meeting.

The question of the dissolution of the Company shall also be referred to the general meeting of Shareholders whenever the capital falls below one quarter of the minimum capital. In such event, the general meeting shall be held without quorum requirements and the dissolution may be decided by the Shareholders holding one quarter of the votes present or represented at that meeting.

The meeting must be convened so that it is held within a period of forty (40) days from when it is ascertained that the net assets of the Company have fallen below two thirds or one quarter of the legal minimum as the case may be.

The issue of new Shares by the Company shall cease on the date of publication of the notice of the general meeting of Shareholders, to which the dissolution and liquidation of the Company shall be proposed.

One or more liquidators shall be appointed by the general meeting of Shareholders to realise the assets of the Company, subject to the supervision of the relevant supervisory authority in the best interests of the Shareholders.

The proceeds of the liquidation of each Sub-Fund, net of all liquidation expenses, shall be distributed by the liquidators among the holders of Shares in each Class in accordance with their respective rights. The amounts not claimed by Shareholders at the end of the liquidation process shall be deposited, in accordance with Luxembourg law, with the *Caisse de Consignation* in Luxembourg until the statutory limitation period has lapsed.

3- Termination of Sub-Funds or Classes of Shares

The Directors may decide at any moment the termination of any Sub-Fund. In the case of termination of a Sub-Fund, the Directors may offer to the Shareholders of such Sub-Fund the conversion of their Shares into Shares of another Sub-Fund, under terms fixed by the Directors, or the redemption of their Shares for cash at the NAV per Share (including all estimated expenses and costs relating to the termination) determined on the Valuation Day as described under paragraph "Redemption of Shares".

In the event that for any reason the value of the assets in any Sub-Fund or Classes has decreased to an amount determined by the Directors from time to time to be the minimum level for such Sub-Fund or such Classes to be operated in an economically efficient manner, or if a change in the economic or political situation relating to the Sub-Fund concerned would have material adverse consequences on the investments of that Sub-Fund, the Directors may decide to compulsorily redeem all the Shares of the relevant Classes issued in such Sub-Fund at the NAV per Share (taking into account actual realisation prices of investments and realisation expenses), calculated on the Valuation Day at which such decision shall take effect. The Company shall serve a notice to the Shareholders of the relevant Classes of Shares in writing prior to the effective date for such compulsory redemption, which will indicate the reasons for, and the procedure of, the redemption operations.

Any request for subscription shall be suspended as from the moment of the announcement of the termination, the merger or the transfer of the relevant Sub-Fund.

Notwithstanding the powers conferred on the Board of Directors by the first paragraph hereof, the general meeting of Shareholders of any one or all Classes issued in any Sub-Fund may, upon proposal of the Board of Directors, redeem all the Shares issued in such Sub-Fund and refund to the Shareholders the NAV of their Shares (taking into account actual realisation prices of investments and realisation expenses) calculated on the Valuation Day at which such decision shall take effect. There shall be no quorum requirements for such general meeting of Shareholders that shall decide by resolution taken by simple majority of those present or represented. Assets which may not be distributed to their owners upon the implementation of the redemption will be deposited with the "*Caisse de Consignation*" on behalf of the persons entitled thereto.

All redeemed Shares shall be cancelled thereafter by the Company.

L. MERGERS

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

1- Merger of the Company

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

- another Luxembourg or foreign UCITS (the "New UCITS"); or
- a sub-fund thereof,

and, as appropriate, to redesignate the Shares of the Company as Shares of this New UCITS, or of the relevant sub-fund thereof as applicable.

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

In case the Company is the absorbed UCITS (within the meaning of the 2010 Law), and hence ceases to exist, the general meeting of the Investors must decide on the effective date of the merger by a resolution adopted with no quorum requirement and at a simple majority of the votes cast at such meeting by the present or represented Investors. Such decision must be recorded by notarial deed.

2- Merger of Sub-Funds

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

- another existing Sub-Fund within the Company or another sub-fund within a New UCITS (the "New Sub-Fund"); or
- a New UCITS,

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

3- Rights of the Investors and costs to be borne by them

In all the above mentioned merger cases, the Investors will in any case be entitled to request, without any charge other than those retained by the Company or the Sub-Fund to meet disinvestment costs, the redemption of their Shares, in accordance with the provisions of the 2010 Law. A notice will be given to the Investors concerned by the merger. The Investors not wishing to participate in the merger may request within a month from the given notice to redeem their shares. This redemption shall be carried at the relevant NAV determined the day when the request of redemption is deemed to have been received.

4- Merger of Classes of Shares of the Company

The Board of Directors may also decide to merge two (or more) Classes from the same Sub-Fund in the event of special circumstances beyond its control, such as political, economic, or military emergencies, or if the Board of Directors should conclude, in light of prevailing market or other conditions, including conditions that may adversely affect the ability of a Class to operate in an economically efficient manner, and with due regard to the best interests of Shareholders, that a Class should be merged. A notice will be given to the Shareholders of Classes concerned by the merger. The Investors not wishing to participate in the merger may request within a month from the given notice to redeem their shares. This redemption shall be carried free of redemption charges at the relevant NAV determined the day when the request of redemption is deemed to have been received. Any applicable contingent deferred sales charges are not to be considered as redemption charges and shall therefore be due.

M. DIVISION OF SUB-FUNDS

If the Board of Directors determines that it is in the interests of the Shareholders of the relevant Sub-Fund or Class or that a change in the economic or political situation relating to the Sub-Fund or Class concerned has occurred which would justify it, the reorganisation of one Sub-Fund or Class, by means of a division into two or more Sub-Funds or Classes, may take place. This decision will be notified to Shareholders as required. The notification will also contain information about the two or more new Sub-Funds or Classes. The notification will be made at least one month before the date on which the reorganization becomes effective in order to enable the Shareholders to request the sale of their Shares, free of charge, before the operation involving division into two or more Sub-Funds or Classes becomes effective. Any applicable contingent deferred sales charges are not to be considered as redemption charges and shall therefore be due.

Any request for subscriptions shall be suspended as from the moment of the announcement of the division of the relevant Sub-Fund.

N. GENERAL MEETINGS

The annual general meeting of Shareholders will be held at the registered office of the Company on the 29th of April (at 3:00 p.m. Luxembourg Time) (or the next following Luxembourg Business Day) each year.

Shareholders of a Class of Shares issued in respect of any Sub-Fund may hold, at any time, general meetings to decide on any matters that relate exclusively to such Class of Shares in such Sub-Fund. In addition, the shareholders of any class of shares may hold, at any time, general meetings to decide on any matters that relate exclusively to such Class of Shares.

Notices of all general meetings are sent by mail to all registered Shareholders at their registered address at least eight (8) days prior to such meeting. Such notice will indicate the time and place of such meeting and the conditions of admission thereto, will contain the agenda and will refer to the requirements of Luxembourg law with regard to the necessary quorum and majority at such meeting.

To the extent required by law, the notice shall be published in the *Recueil Electronique des Sociétés et Associations* of Luxembourg, in a Luxembourg newspaper and in such other newspapers as the board of directors may decide.

The Company is not required to send the annual accounts, as well as the report of the approved statutory auditor and the management report, at the same time as the convening notice to the annual general meeting of shareholders. Unless otherwise provided for in the convening notice to the annual general meeting of shareholders, the annual accounts, as well as the report of the approved statutory auditor and the management report, will be available at the registered office of the Company.

The convening notices to general meetings of shareholders may provide that the quorum and the majority at the general meeting shall be determined according to the shares issued and outstanding at midnight (Luxembourg time) on the fifth day prior to the general meeting of shareholders (referred to as "Record Date"). The rights of a shareholder to attend a general meeting and to exercise a voting right attaching to his shares are determined in accordance with the shares held by this shareholder at the Record Date.

O. ANNUAL AND SEMI-ANNUAL REPORTS

Audited Annual Reports and unaudited Semi-annual Reports will be sent to the Shareholders and will be made available for public inspection at the registered offices of the Company and the Administrator within respectively four and two (2) months following the relevant accounting period. The latest Annual Report shall be available at least eight (8) days before the annual general meeting.

The Company's financial year ends on December 31st of each year. For consolidation purposes, the Reference Currency is the Euro.

P. PACKAGED RETAIL AND INSURANCE-BASED INVESTMENT PRODUCTS KEY INFORMATION DOCUMENT

The PRIIPS KIDs is translated into the official language, or one of the official languages, of the Company host Member State, or into a language approved by competent authorities of that Member State.

The PRIIPS KIDs constitutes a pre-contractual information. It shall be fair, clear and not misleading. It shall be consistent with the relevant parts of the Prospectus.

The PRIIPS KIDs will be published on the following website: www.fundsquare.net.

Q. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents may be inspected free of charge during usual business hours on any weekday (Saturday and public holidays excepted) at the registered office of the Company, 19, rue de Bitbourg, L-1273 Luxembourg, Grand Duchy of Luxembourg:

a) the Articles of Incorporation;

- b) the material contracts referred to above; and
- c) the last audited Annual Reports and the Semi-annual Reports of the Company as and when they are published.

The documents listed under paragraphs (a) and (c) above may be delivered without cost to interested investors at their request.

Statements made in this Prospectus and in the PRIIPS KIDs are based on the laws and practice in force at the date of this Prospectus in Luxembourg, and are subject to changes in those laws and practice.

R. FURTHER INFORMATION

For further information, please contact:

For further information, please contact:

Waystone Corporate Services (Lux) S.A c/o NBG INTERNATIONAL FUNDS SICAV
(opening hours Luxembourg time from 8 a.m. to 5 p.m.)
19, rue de Bitbourg, L-1273 Luxembourg

S. SUSTAINABLE INVESTMENTS

A sustainability risk means an environmental, social or governance event or condition that, if it occurs, could cause a negative material impact on the value of the investment.

To the extent that ESG factors represent a material risk and / or an opportunity to maximize long-term and risk-adjusted returns, these factors will be taken into account in the decision-making process.

Pursuant to the Regulation (EU) 2019/2088 of the European Parliament and of the Council of 27 November 2019 on sustainability-related disclosures in the financial services sector (“**SFDR**”), financial market participants are required to disclose the manner in which sustainability risks are integrated into their investment decisions and the results of the assessment of the likely impacts of sustainability risks on the returns of the financial products they make available.

The Management Company makes all management decisions for the Sub-Funds taking into account the risks arising from sustainability and environmental, social and governance (“ESG”) criteria: the portfolio management also considers sustainability risks in its investment decisions besides the common financial metrics as well as the other portfolio specific risks. This consideration applies to the investment assessment/screening and for the investment management. Unless otherwise specified in a Sub-Fund’s appendix, the Sub-Funds do not promote environmental or social characteristics or have specific sustainable investment objectives.

The Investment Manager has made a determination that sustainability risks are currently likely to have a material negative impact on the returns of the Sub-Funds in the medium to long term.

“Sustainability risk” means an environmental, social or governance event or condition that, if it occurs, could cause an actual or a potential material negative impact on the value of the Sub-Fund’s investments.

The Management Company intends to put in place internal policies to address the principal adverse sustainability impacts of investment decisions. However, such impacts are not currently considered as the relevant data required to determine and weight the adverse sustainability impacts are not yet available in the market to a sufficient extent and in the required quality.

The Company (and the Sub-funds), **do not** promote environmental or social characteristics (as per Article 8 of the SFDR) and/or **do not** have sustainable investment as their objective (as per Article 9 of the SFDR).

T. LIQUIDITY RISK MANAGEMENT PROCESS

The Management Company has established, implemented and consistently applied a liquidity management procedure and has put in place prudent and rigorous liquidity management procedures which enable it to monitor the liquidity risks of the Sub-Funds and to ensure that each

Sub-Fund can normally meet at all times its obligation to redeem its Shares at the request of shareholders.

Qualitative and quantitative measures are used to monitor portfolios and securities to seek to ensure investment portfolios are appropriately liquid and that Sub-Funds are able to honour shareholders' redemption requests. In addition, shareholders' concentrations are regularly reviewed to assess their potential impact on liquidity of the Sub-Funds.

Sub-Funds are reviewed individually with respect to liquidity risks.

The Management Company's liquidity management procedure takes into account the dealing frequency, the underlying assets' liquidity (and their valuation) and shareholder base.

The liquidity risks are further described in the section "Liquidity Risk" in the Prospectus.

The Board of Directors or the Management Company as appropriate may also make use, among others, of the following to manage liquidity risk:

As described under the heading "IX. D. PROCEDURES FOR REDEMPTIONS AND CONVERSIONS REPRESENTING 10% OR MORE OF THE NET ASSETS OF A SUB-FUND", if the Company receives requests on one Valuation Day for redemptions (and conversions) of more than 10% of the NAV of the relevant Sub-Fund, the Company, in its sole discretion, may elect to reduce each redemption (and conversion) request pro rata such that the aggregate amount redeemed in that Valuation Day will not exceed 10% of the NAV of the relevant Sub-Fund.

As described under the heading "IV.A. TEMPORARY SUSPENSION OF THE CALCULATION OF THE NAV PER SHARE", the Company may temporarily suspend the calculation of the NAV of one or more Sub-Funds and the issue, redemption and conversion of Shares.

U. COMPLAINTS HANDLING

In accordance with the regulation applicable in Luxembourg, the Company has implemented and maintains effective and transparent policies for the reasonable and prompt handling of complaints received from Investors. The information regarding those procedures shall be made available to Investors free of charge.

V. STRATEGIES FOR THE EXERCISE OF VOTING RIGHTS

In accordance with the regulations applicable in Luxembourg, the Company has developed an adequate and effective policy for determining when and how voting rights attached to instruments held in the managed portfolios are to be exercised, to the exclusive benefit of the Company.

<u>XVI. Annex I – Conflict of Interest</u>

In all circumstances the Depositary shall, in carrying out its functions of depositary, act honestly, fairly, professionally and independently and solely in the interest of the Company and its Shareholders in accordance with article 37 of the 2010 Law. In this respect, the activities of the Depositary are managed and organised in such a way as to minimise any potential conflicts of interest. In particular, the Depositary has, functionally and hierarchically, separated the performance of its depositary tasks from its other potentially conflicting tasks.

The Depositary is not allowed to carry out activities with regard to the Company that may create conflicts of interest between the Company, the shareholders and the Depositary itself, unless the Depositary has properly identified any such potential conflicts of interest, has functionally and hierarchically separated the performance of its depositaries tasks from its other potentially conflicting tasks, and the potential conflicts of interest are properly identified, managed, monitored and disclosed to the shareholders.

In that respect, the Depositary has in place a policy for the prevention, detection and management of conflicts of interest resulting from the concentration of activities in Société Générale's group or from the delegation of safekeeping functions to other Société Générale entities or to an entity linked to the Management Company.

This conflict of interest management policy intends to:

- (a) identify and analyse potential conflict of interest situations;
- (b) record, manage and track conflict of interest situations by:
 - (i) implementing permanent measures to manage conflicts of interest including the separation of tasks, the separation of reporting and functional lines, the tracking of insider lists and dedicated IT environments;
 - (ii) implementing, on a case-by-case basis:
 - (a) appropriate preventive measures including the creation of an ad hoc tracking list and new Chinese walls, and by verifying that transactions are processed appropriately and/or by informing the clients in question;
 - (b) or, by refusing to manage activities which may create potential conflicts of interest.

Thus, the Depositary in its capacity, in one hand, as depositary and paying agent and, on the other hand, as administrative, registrar and transfer, corporate and domiciliary agent of the Company has established a functional, hierarchical and contractual separation between the performance of its depositary functions and the performance of those tasks outsourced by the Company.

Regarding the delegation of the Depositary's safekeeping duties to a company linked to other Société Générale entities or to an entity linked to the Management Company, the policy implemented by the Depositary consists of a system which prevents conflicts of interest and enables the Depositary to exercise its activities in a way that ensures that the Depositary always acts in the best interests of the Company. The prevention measures consist, specifically, of ensuring the confidentiality of the information exchanged, the physical separation of the main activities which may create potential conflicts of interest, the identification and classification of remuneration and monetary and non-monetary benefits, and the implementation of systems and policies for gifts and events.

Further details are available on:

https://www.societegenerale.lu/fileadmin/user_upload/SGBT/PDF/Summary_of_the_conflicts_of_interest_management_policy.pdf

XVII. Appendices

"NBG INTERNATIONAL FUNDS SICAV/ INCOME PLUS SUB-FUND"

The reference currency of the Sub-Fund is the EURO (EUR).

OBJECTIVE AND INVESTMENT POLICY

This Sub-Fund seeks to preserve principal value and maintain a high degree of liquidity while providing current income through investing in world-wide markets through investing in a diversified portfolio of fixed interest transferable securities and on an ancillary basis, in other transferable securities.

The Sub-Fund objectives are the preservation of capital, liquidity and the highest return consistent with the foregoing objectives through a diversified portfolio of short term marketable debt securities and ancillary assets denominated in Euro.

The Sub-Fund can have up to 20% of its net assets in ancillary liquid assets (i.e. cash deposits at sight). Under exceptionally unfavourable market conditions and if justified in the interest of the investors, each Sub-Fund may temporarily invest up to 100% of its net assets in ancillary liquid assets and other liquid instruments (i.e. cash and cash deposits at sight, such as cash held in current accounts).

In addition and subject to any limitations set out in the "Techniques and Instruments relating to Transferable Securities" as more fully described in the Prospectus, the Sub-Fund may use the following techniques and instruments to achieve its investment objectives and for the purpose of efficient portfolio management and for the purpose of providing protection against market and exchange risks: transactions relating to financial futures, warrants and options.

The investments of the Sub-Fund do not take into account the EU criteria for environmentally sustainable economic activities in the meaning of the EU Taxonomy Regulation.

Benchmark

The Sub-Fund is actively managed, meaning the Sub-Fund is not managed in reference to a benchmark.

RISK CONSIDERATIONS

In addition to any applicable risks identified in the sub-section headed "Special risk considerations and risk factors", the principal risks of investing in the Sub-fund and the circumstances reasonably likely to adversely affect an investment are described below.

Market risk

Interest rate risk: the potential for investment losses that result from a change in interest rates. Investing in bonds and other fixed income securities may decline in value if interest rates change. In general, the prices of debt securities rise when interest rates fall, and fall when interest rates rise. Longer term bonds are usually more dependent on interest rate changes.

Sustainability risks of investments

Investment decisions of the Sub-Fund are made taking into account sustainability risks to manage the risk-adjusted returns. Sustainability risks can arise from environmental and social impacts on a potential investment object as well as from the corporate governance of a company associated with an investment object. Sustainability risks can either represent a risk of its own or have an impact on other portfolio risks and contribute significantly to the overall risk, such as market risks, liquidity risks, credit risks, counterparty risks or operational risks. Upon occurrence of those, they can have a significant impact on the value and/or return of the investment object, up to a total loss. Negative effects on an investment object can also negatively impact the return of the Sub-Fund.

The aim of including sustainability risks in the investment decision is to identify the occurrence of these risks as early as possible and to take appropriate measures to minimise the impact on the investments or the overall portfolio of the Sub-Fund. The events or conditions that may be responsible for a negative impact on the return of the Sub-Fund are split into environmental, social and corporate governance aspects. While environmental aspects include climate mitigation, for

example, social aspects include compliance with employment safety and labor rights. Corporate governance aspects include, for example, the consideration of employee's rights and data protection. The Company also considers the aspects of climate change, including physical climate events or conditions such as heat waves, storms, rising sea levels and global warming.

Issuer specific risk in connection with sustainability

The risks from environmental, social or corporate governance aspects can impact the market price of the investments. Financial instruments issued by companies not complying with ESG standards or not transitioning towards more ESG compliant standards can suffer sustainability risk impacts. Such market value impacts can arise from reputational issues, sanctions, physical as well as transition risks caused by e.g. climate change.

THE SHARES

Two Classes of Shares will be issued for this Sub-Fund:

- Class A Shares are reserved to retail clients and,
- Class B Shares are reserved to international institutional investors within the meaning of article 174 of the 2010 Law as amended from time to time.

Class A Shares will be issued in registered form and only in uncertificated form. Class B shares will only be issued in registered form and only in uncertificated form. It is the Sub-Fund's policy to reinvest all its profits and not to pay dividends for any of both Classes of Shares.

A sales charge of up to 4 %, payable to the Distributor as defined here above, may be deducted from the cleared subscription payment.

Class A shares and Class B Shares are listed on the Luxembourg Stock Exchange/Euro MTF Market, until the closing of the trading on 13 September 2023.

ISSUE OF SHARES

Class A and Class B Shares have been offered in October 2001 at the price of EUR 1,000. Subsequent investments may be made only in excess of EUR 3,000.

Investors have the choice to subscribe in USD; therefore, they must be aware that the currency exchange will be affected with the Depositary or the Nominee at the investor's cost and risks.

After the initial subscription period, application for subscription for all Shares must be received by the Registrar Agent on any Dealing Day (as defined hereunder) before the Subscription Deadline.

Payment for shares must be received by the Company within five (5) calendar days after and including the applicable Valuation Day. Shareholders will receive a written confirmation of their holding in the Sub-Fund only after receipt of the subscription payment.

REDEMPTION OF SHARES

Application for redemption from all Classes of Shares must be received by the Registrar Agent any Dealing Day before the Redemption Deadline. No redemption fee may be levied.

Payment for Shares redeemed will be effected as soon as possible but not later than five (5) working days after the relevant Valuation Day (as defined hereunder) for all Classes.

CONVERSION OF SHARES

Application for conversion from all Sub-Funds must be received by the Registrar Agent on any Dealing Day before the Company Conversion Deadline.

NAV

"Luxembourg Business Day":	any full working day in Luxembourg when the banks are opened for business
"Valuation Day":	a Luxembourg Business Day
"Dealing Day":	the Luxembourg Business Day preceding the Valuation Day

MANAGEMENT COMPANY

Following a Main Delegation Agreement, NBG ASSET MANAGEMENT LUXEMBOURG was appointed as management company of the Company on behalf of the Sub-Fund.

The Management Company is entitled, in accordance with the aforementioned agreement, to a fee for his respective services rendered to the Sub-Fund. Such management company fee is payable quarterly in arrears and calculated on the average daily net assets of each Class of Shares (before deduction of the management company fee) at the annual rate of 1% for both Class of Shares A & B.

INVESTMENT MANAGER

Following an Investment Management Agreement, NBG Asset Management M.F.M.C. (previously DIETHNIKI Mutual Fund Management Company S.A.) was appointed by the Management Company as investment manager of the Sub-Fund.

The Investment Manager is entitled, in accordance with the aforementioned agreement, to a fee for his respective services rendered to the Sub-Fund. Such investment management fee is payable, by the Management Company, quarterly in arrears and calculated on the average daily net assets of each Class of Shares (before deduction of the investment management fee) at the annual rate of maximum 0.75%.

LIQUIDATION & MERGER

If for a period of more than thirty (30) consecutive calendar days the aggregate NAV of the Sub-Fund shall be less than EURO 5,000,000, the Board of Directors may, by notice to all the shareholders, decide to liquidate or to merge this Sub-Fund with one or several sub-fund(s) or one Luxembourg undertaking for collective investment, as more fully described in the prospectus.

TARGETED INVESTORS

This Sub-Fund is dedicated to retail and institutional investors aiming to preserve their capital with a high degree of liquidity while providing current income through investing in world-wide markets through investing in a diversified portfolio of fixed interest transferable securities and on an ancillary basis, in other transferable securities.

Any investor should remember that the NAV per Share can go down as well as up. He may not get back the amount he has invested. No guarantee as to future performance or future return can be given by the Company, any Director or any advisor thereto.

Investing in **NBG INTERNATIONAL FUNDS SICAV/ INCOME PLUS SUB-FUND** involves a certain level of risk linked to investments in fixed interest securities and the financial techniques used and therefore this investment is only convenient for well informed investors.

LEVERAGE

There is no leverage foreseen for this Sub-Fund.

GLOBAL EXPOSURE DETERMINATION METHODOLOGY

Global Exposure will be calculated using the Commitment Approach as described in the ESMA guidelines on Risk Management for UCITS paragraph 2.

"NBG INTERNATIONAL FUNDS SICAV/ GLOBAL EQUITY SUB-FUND"
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The reference currency of the Sub-Fund is the EURO (EUR).

OBJECTIVE AND INVESTMENT POLICY

This Sub-Fund seeks long-term capital growth through investments in shares of companies domiciled in, and listed on any Regulated Market in any country of the world. The Sub-Fund will invest primarily in common stocks, preferred shares and bonds securities convertible into common stocks as well as in equity warrants of companies domiciled and listed in developed markets such as OECD countries. While there are no capitalisation restrictions imposed on the Investment Manager, the Sub-Fund will seek to invest primarily in larger, established companies. The Sub-Fund will also invest in companies domiciled in emerging markets. The Sub-Fund is diversified across a range of industries and sectors and may also invest in cash and money market instruments for investment purposes.

The Sub-Fund can have up to 20% of its net assets in ancillary liquid assets (i.e. cash deposits at sight). Under exceptionally unfavourable market conditions and if justified in the interest of the investors, the Sub-Fund may temporarily invest up to 100% of its net assets in ancillary liquid assets and other liquid instruments (i.e. cash and cash deposits at sight, such as cash held in current accounts).

In addition and subject to any limitations set out in the "Techniques and Instruments relating to Transferable Securities" as more fully described in the Prospectus, the Sub-Fund may use the following techniques and instruments to achieve its investment objective and for the purpose of efficient portfolio management and for the purpose of providing protection against market and exchange risks: transactions relating to financial futures, warrants and options.

The investments of the Sub-Fund do not take into account the EU criteria for environmentally sustainable economic activities in the meaning of SFDR.

Benchmark

The Sub-Fund is actively managed, meaning the Sub-Fund is not managed in reference to a benchmark.

RISKS CONSIDERATION

In addition to any applicable risks identified in the sub-section headed "Special risk considerations and risk factors", the principal risks of investing in the Sub-fund and the circumstances reasonably likely to adversely affect an investment are described below.

Market risk

Investment in warrants: when warrants are used, investors should pay attention to the fact that these instruments are highly volatile and their market values may be subject to wide fluctuations. Investors should also be aware of the risks of leverage inherent to warrants.

Equity risk: the Sub-Fund will invest primarily its assets in common stocks and other equity securities and therefore is subject to market risk that historically has resulted in greater price volatility than experienced by bonds and other fixed income securities.

Emerging Markets Risk: Because of the special risks associated with investing in emerging or developing markets, to invest in such securities should be considered speculative. Investors are strongly advised to consider carefully the special risks involved in developing markets, which are greater than the usual risks of investing in foreign securities.

Economies in developing markets generally are heavily dependent upon international trade and, accordingly, have been and may continue to be affected adversely by trade barriers, exchange controls, managed adjustments in relative currency values and other protectionist measures imposed or negotiated by the countries with which they trade. These economies also have been and may continue to be affected adversely by economic conditions in the countries in which they trade.

Brokerage commissions, custodial services and other costs relating to investment in emerging markets generally are more expensive than those relating to investment in more developed markets. Lack of adequate custodial systems in some markets may prevent investment in a given country or may require the Sub-Fund to accept greater custodial risks in order to invest, although the Depositary Bank will endeavour to minimise such risks through the appointment of correspondents that are international, reputable and creditworthy financial institutions. In addition, such markets have different settlement and clearance procedures. In certain markets there have been times when settlements have been unable to keep pace with the volume of securities transactions, making it difficult to conduct such transactions. The inability of the Sub-Fund to make intended securities purchases due to settlement problems could cause the Sub-Fund to miss attractive investment opportunities. Inability to dispose of a portfolio security caused by settlement problems could result either in losses to the Sub-Fund due to subsequent declines in value of the portfolio security or, if the Sub-Fund has entered into a contract to sell the security, could result in potential liability to the purchaser.

The risk also exists that an emergency situation may arise in one or more developing markets as a result of which trading of securities may cease or may be substantially curtailed and prices for the Sub-Fund's portfolio of securities in such markets may not be readily available.

Sustainability risks of investments

Investment decisions of the Sub-Fund are made taking into account sustainability risks to manage the risk-adjusted returns. Sustainability risks can arise from environmental and social impacts on a potential investment object as well as from the corporate governance of a company associated with an investment object. Sustainability risks can either represent a risk of its own or have an impact on other portfolio risks and contribute significantly to the overall risk, such as market risks, liquidity risks, credit risks, counterparty risks or operational risks. Upon occurrence of those, they can have a significant impact on the value and/or return of the investment object, up to a total loss. Negative effects on an investment object can also negatively impact the return of the Sub-Fund.

The aim of including sustainability risks in the investment decision is to identify the occurrence of these risks as early as possible and to take appropriate measures to minimise the impact on the investments or the overall portfolio of the Sub-Fund. The events or conditions that may be responsible for a negative impact on the return of the Sub-Fund are split into environmental, social and corporate governance aspects. While environmental aspects include climate mitigation, for example, social aspects include compliance with employment safety and labor rights. Corporate governance aspects include, for example, the consideration of employee's rights and data protection. The Company also considers the aspects of climate change, including physical climate events or conditions such as heat waves, storms, rising sea levels and global warming.

Issuer specific risk in connection with sustainability

The risks from environmental, social or corporate governance aspects can impact the market price of the investments. Financial instruments issued by companies not complying with ESG standards or not transitioning towards more ESG compliant standards can suffer sustainability risk impacts. Such market value impacts can arise from reputational issues, sanctions, physical as well as transition risks caused by e.g. climate change.

THE SHARES

Two Classes of Shares will be issued for this Sub-Fund:

- Class A Shares are reserved to retail clients and,
- Class B Shares are reserved to international institutional investors within the meaning of article 174 of the 2010 Law as amended from time to time.

Class A Shares will be issued in registered form and only in uncertificated form. Class B shares will be issued in registered form and only in uncertificated form. It is the Sub-Fund's policy to reinvest all its profits and not to pay dividends for any of both Classes of Shares.

A sales charge of up to 4 %, payable to the Distributor as defined here above, may be deducted from the cleared subscription payment.

ISSUE OF SHARES

During the initial subscription period which has started on May 7, 2002 and has ended on May 8, 2002, Class A and Class B Shares have been offered at the price of EUR 1,000 and a minimum of one share had been purchased. Payment for Shares had to be received on May 13, 2002. Subsequent investments may be made only in excess of EUR 3,000.

Investors have the choice to subscribe in USD; therefore, they must be aware that the currency exchange will be effected with the Depositary or the Nominee at the investor's cost and risks.

After the initial subscription period, application for subscription for all Shares must be received by the Registrar Agent on any Dealing Day (as defined hereunder) before the Company Subscription Deadline.

Payment for shares must be received by the Company within five (5) calendar days after and including the applicable Valuation Day. Shareholders will receive a written confirmation of their holding in the Sub-Fund only after receipt of the subscription payment.

REDEMPTION OF SHARES

Application for redemption from all Classes of Shares must be received by the Registrar Agent any Dealing Day before the Company Redemption Deadline. No redemption fee may be levied.

Payment for Shares redeemed will be effected as soon as possible but not later than five (5) working days after the relevant Valuation Day (as defined hereunder) for both Classes.

CONVERSION OF SHARES

Application for conversion from all Sub-Funds must be received by the Registrar Agent on any Dealing Day before the Company Conversion Deadline.

NAV

"Luxembourg Business Day":	any full working day in Luxembourg when the banks are opened for business
"Valuation Day":	a Luxembourg Business Day
"Dealing Day":	the Luxembourg Business Day preceding the Valuation Day

MANAGEMENT COMPANY

Following a Main Delegation Agreement, NBG ASSET MANAGEMENT LUXEMBOURG was appointed as management company of the Company on behalf of the Sub-Fund.

The Management Company is entitled, in accordance with the aforementioned agreement, to a fee for his respective services rendered to the Sub-Fund. Such management company fee is payable quarterly in arrears and calculated on the average daily net assets of each Class of Shares (before deduction of the management company fee) at the annual rate of 0.70% for both Class of Shares A & B.

INVESTMENT MANAGER

Following an addendum to Investment Management Agreement, NBG Asset Management M.F.M.C. (previously DIETHNIKI Mutual Fund Management Company S.A.) was appointed by the Management Company as investment manager of the Sub-Fund.

The Investment Manager is entitled, in accordance with the aforementioned agreement, to a fee for his respective services rendered to the Sub-Fund. Such investment management fee is payable, by the Management Company, quarterly in arrears and calculated on the average daily net assets

of each Class of Shares (before deduction of the investment management fee) at the annual rate of maximum 0.35%.

LIQUIDATION & MERGER

If for a period of more than thirty (30) consecutive calendar days the aggregate NAV of the Sub-Fund shall be less than EURO 5,000,000, the Board of Directors may, by notice to all the shareholders, decide to liquidate or to merge this Sub-Fund with one or several sub-fund(s) or one Luxembourg undertaking for collective investment, as more described in the Prospectus.

TARGETED INVESTORS

This Sub-Fund is dedicated to retail and institutional investors seeking long-term capital growth through investments in shares of companies domiciled in, and listed on any Regulated Market in any country of the world. Any investor should remember that the NAV per Share can go down as well as up. He may not get back the amount he has invested particularly if Shares are redeemed soon after they are issued. No guarantee as to future performance or future return can be given by the Company, any Director thereto.

Investing in NBG INTERNATIONAL FUNDS SICAV/ GLOBAL EQUITY SUB-FUND involves a certain level of risk linked to the volatility of the equity markets and more particularly to Eastern markets and the financial techniques used and therefore this investment is only convenient for well informed investors.

LEVERAGE

There is no leverage foreseen for this Sub-Fund.

GLOBAL EXPOSURE DETERMINATION METHODOLOGY

Global Exposure will be calculated using the Commitment Approach as described in the ESMA guidelines on Risk Management for UCITS paragraph 2.

"NBG INTERNATIONAL FUNDS SICAV/ EUROPEAN ALLSTARS SUB-FUND"
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The reference currency of the Sub-Fund is the EURO (EUR).

OBJECTIVE AND INVESTMENT POLICY

This Sub-Fund seeks long-term capital growth through investments in shares of companies with varying market capitalisation domiciled in the EU, Switzerland, Norway and Iceland and listed on any Regulated Market of an OECD country. The Sub-Fund will invest primarily in common stocks, preferred shares and bonds convertible into common stocks, of companies across a range of industries. The Sub-Fund may also invest in cash and money market instruments for investment purposes.

The Sub-Fund can have up to 20% of its net assets in ancillary liquid assets (i.e. cash deposits at sight). Under exceptionally unfavourable market conditions and if justified in the interest of the investors, the Sub-Fund may temporarily invest up to 100% of its net assets in ancillary liquid assets and other liquid instruments (i.e. cash and cash deposits at sight, such as cash held in current accounts).

In addition and subject to any limitations set out in the "Techniques and Instruments relating to Transferable Securities" as more fully described in the Prospectus, the Sub-Fund may use the following techniques and instruments to achieve its investment objective and for the purpose of efficient portfolio management and for the purpose of providing protection against market and exchange risks: transactions relating to financial futures, warrants and options. The Sub-Fund may also enter into interest rate transactions.

The investments of the Sub-Fund do not take into account the EU criteria for environmentally sustainable economic activities in the meaning of SFDR.

Benchmark

The Sub-Fund is actively managed, meaning the Sub-Fund is not managed in reference to a benchmark.

RISKS CONSIDERATION

In addition to any applicable risks identified in the sub-section headed "Special risk considerations and risk factors", the principal risks of investing in the Sub-fund and the circumstances reasonably likely to adversely affect an investment are described below.

Market risk

Equity risk: the Sub-Fund will invest primarily its assets in common stocks and other equity securities and therefore is subject to market risk that historically has resulted in greater price volatility than experienced by bonds and other fixed income securities.

Value Investing: A Sub-Fund that employs a value style depends largely on Investment Manager's skill in identifying securities of companies that are in fact undervalued, but have good longer-term business prospects. A security may not achieve its expected value in case the circumstances causing it to be under-priced worsen (causing the security's price to decline further). The other case when a security might not achieve its expected value is when the Investment Manager proves to be incorrect in its determinations. In addition, value stocks may under-perform certain investments (growth stocks, for example) during periods when value stocks are out of favor.

Growth Securities: The Sub-Fund invests in a growth style and is subject to the risk of growth securities being typically quite sensitive to market movements because of their market prices tendency to reflect future expectations. When it appears that those expectations will not be met, the prices of growth securities typically fall. An investment in growth securities may under-perform certain other stock investments during periods when growth stocks are out of favor.

Sustainability risks of investments

Investment decisions of the Sub-Fund are made taking into account sustainability risks to manage the risk-adjusted returns. Sustainability risks can arise from environmental and social impacts on a potential investment object as well as from the corporate governance of a company associated with

an investment object. Sustainability risks can either represent a risk of its own or have an impact on other portfolio risks and contribute significantly to the overall risk, such as market risks, liquidity risks, credit risks, counterparty risks or operational risks. Upon occurrence of those, they can have a significant impact on the value and/or return of the investment object, up to a total loss. Negative effects on an investment object can also negatively impact the return of the Sub-Fund.

The aim of including sustainability risks in the investment decision is to identify the occurrence of these risks as early as possible and to take appropriate measures to minimise the impact on the investments or the overall portfolio of the Sub-Fund. The events or conditions that may be responsible for a negative impact on the return of the Sub-Fund are split into environmental, social and corporate governance aspects. While environmental aspects include climate mitigation, for example, social aspects include compliance with employment safety and labor rights. Corporate governance aspects include, for example, the consideration of employee's rights and data protection. The Company also considers the aspects of climate change, including physical climate events or conditions such as heat waves, storms, rising sea levels and global warming.

Issuer specific risk in connection with sustainability

The risks from environmental, social or corporate governance aspects can impact the market price of the investments. Financial instruments issued by companies not complying with ESG standards or not transitioning towards more ESG compliant standards can suffer sustainability risk impacts. Such market value impacts can arise from reputational issues, sanctions, physical as well as transition risks caused by e.g. climate change.

THE SHARES

Two Classes of Shares will be issued for this Sub-Fund:

- Class A Shares are reserved to retail clients and,
- Class B Shares are reserved to international institutional investors within the meaning of article 174 of the 2010 Law as amended from time to time.

Class A Shares will be issued in registered form and only in uncertificated form. Class B shares will only be issued in registered form and in uncertificated form. It is the Sub-Fund's policy to reinvest all its profits and not to pay dividends for any of both Classes of Shares.

A sales charge of up to 4 %, payable to the Distributor as defined here above, may be deducted from the cleared subscription payment.

ISSUE OF SHARES

During the initial subscription period which has started on March 17, 2003 and has ended on March 31, 2003, Class A and Class B Shares have been offered at the price of EUR 1,000 and a minimum of one share had to be purchased. Payment for Shares had to be received on April 1st, 2003. Subsequent investments may be made only in excess of EUR 3,000.

Investors have the choice to subscribe in USD; therefore, they must be aware that the currency exchange will be effected with the Depositary or the Nominee at the investor's cost and risks.

After the initial subscription period, application for subscription for all Shares must be received by the Registrar Agent on any Dealing Day (as defined hereunder) before the Company Subscription Deadline.

Payment for shares must be received by the Company within five (5) calendar days after and including the applicable Valuation Day. Shareholders will receive a written confirmation of their holding in the Sub-Fund only after receipt of the subscription payment.

REDEMPTION OF SHARES

Application for redemption from all Classes of Shares must be received by the Registrar Agent any Dealing Day before the Company Redemption Deadline. No redemption fee may be levied.

Payment for Shares redeemed will be effected as soon as possible but not later than five (5) working days after the relevant Valuation Day (as defined hereunder) for both Classes.

CONVERSION OF SHARES

Application for conversion from all Sub-Funds must be received by the Registrar Agent on any Dealing Day before the Company Conversion Deadline.

NAV

"Luxembourg Business Day":	any full working day in Luxembourg when the banks are opened for business
"Valuation Day":	a Luxembourg Business Day
"Dealing Day":	the Luxembourg Business Day preceding the Valuation Day

MANAGEMENT COMPANY

Following a Main Delegation Agreement, NBG ASSET MANAGEMENT LUXEMBOURG was appointed as management company of the Company of the Sub-Fund.

The Management Company is entitled, in accordance with the aforementioned agreement, to a fee for his respective services rendered to the Sub-Fund. Such management company fee is payable quarterly in arrears and calculated on the average daily net assets of each Class of Shares (before deduction of the management company fee) at the annual rate of 2% for both Class of Shares A & B.

INVESTMENT MANAGER

Following an addendum to Investment Management Agreement, NBG Asset Management M.F.M.C. (previously DIETHNIKI Mutual Fund Management Company S.A.) was appointed by the Management Company as investment manager of the Sub-Fund.

The Investment Manager is entitled, in accordance with the aforementioned agreement, to a fee for his respective services rendered to the Sub-Fund. Such investment management fee is payable, by the Management Company, quarterly in arrears and calculated on the average daily net assets of each Class of Shares (before deduction of the investment management fee) at the annual rate of maximum 1%.

LIQUIDATION & MERGER

If for a period of more than thirty (30) consecutive calendar days the aggregate NAV of the Sub-Fund shall be less than EURO 5,000,000, the Board of Directors may, by notice to all the shareholders, decide to liquidate or to merge this Sub-Fund with one or several sub-fund(s) or one Luxembourg undertaking for collective investment, as more described in the Prospectus.

TARGETED INVESTORS

This Sub-Fund is dedicated to retail and institutional investors seeking long-term capital growth through investments in shares of companies with varying market capitalisation domiciled in the EU, Switzerland, Norway and Iceland and listed on any Regulated Market of an OECD country. Any investor should remember that the NAV per Share can go down as well as up. He may not get back the amount he has invested particularly if Shares are redeemed soon after they are issued. No guarantee as to future performance or future return can be given by the Company, any Director thereto.

Investing in NBG INTERNATIONAL FUNDS SICAV/ EUROPEAN ALLSTARS SUB-FUND involves a certain level of risk linked to the volatility of the equity markets and the financial techniques used and therefore this investment is only convenient for well informed investors.

LEVERAGE

There is no leverage foreseen for this Sub-Fund.

GLOBAL EXPOSURE DETERMINATION METHODOLOGY

Global Exposure will be calculated using the Commitment Approach as described in the ESMA guidelines on Risk Management for UCITS paragraph 2.