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# PROSPECTUS

**INTERFUND  
SICAV**



# INTERFUND

Société d'Investissement à Capital Variable  
under Luxembourg Law with multiple Sub-funds and full Income Capitalization  
RC LUXEMBOURG B 8.074

## PROSPECTUS

Sales Prospectus October 1, 2014

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

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

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

contract. The KIID may be obtained free of charge at the registered office of the SICAV, the Management Company and the Sales Agent.

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

Shares of the SICAV shall be listed on the Luxembourg Stock Exchange.

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

**October 1, 2014**



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## IMPORTANT ADDRESSES

<b>Registered Office of the Company:</b>	INTERFUND, SICAV 9-11, Rue Goethe L - 1637 LUXEMBOURG
<b>Management Company:</b>	FIDEURAM ASSET MANAGEMENT (IRELAND) LIMITED George's Court 54-62, Townsend Street DUBLIN 2 IRELAND
<b>Custodian, Paying Agent and Domiciliary Agent</b>	FIDEURAM BANK (LUXEMBOURG) S.A. 9-11, Rue Goethe L - 1637 LUXEMBOURG
<b>Administrative, Registrar And Transfer Agent</b>	FIDEURAM GESTIONS S.A. 9-11, Rue Goethe L - 1637 LUXEMBOURG
<b>Investment Managers:</b>	
<b>For INTERFUND EQUITY ITALY (I08), INTERFUND SYSTEM EVOLUTION (I34) and INTERFUND SYSTEM 100 (I35)</b>	FIDEURAM INVESTIMENTI SGR S.p.A. 9, Piazza Erculea I - 20122 MILANO
<b>For INTERFUND EQUITY USA (I10), and INTERFUND GLOBAL CONVERTIBLES (I11):</b>	GLG Partners LP One Curzon Street LONDON W1J 5HB
<b>For INTERFUND BOND GLOBAL HIGH YIELD (I02):</b>	FIL Pensions Management Oakhill House, 130 Tonbridge Road Hildenborough, Tonbridge KENT TN11 9DZ
<b>For INTERFUND EQUITY USA ADVANTAGE (I15):</b>	Morgan Stanley Investment Management Ltd 25 Cabot Square, Canary Wharf, Floor 07 London, E14 4QA
<b>For INTERFUND BOND US PLUS (I06) and INTERFUND EMERGING MARKETS LOCAL CURRENCY BOND (I19):</b>	PIMCO Europe Ltd Nations House 103 Wigmore Street LONDON W1U 1QS
<b>Sub-Investment Manager</b>	
<b>For INTERFUND EQUITY USA (I10):</b>	GLG Inc. 390 Park Avenue, 20th Floor NY - 10022 NEW YORK
<b>Master Ucits</b>	
<b>For INTERFUND CRESCITA PROTETTA 80 (I38): Fundlogic Alternatives plc - MS Fideuram Equity Smart Beta Dynamic Protection 80 Fund</b>	70 Sir John Rogerson's Quay Dublin 2 Ireland
<b>Sales Agent</b>	BANCA FIDEURAM S.p.A. Piazzale Giulio Douhet, 31 I - 00143 ROMA
<b>Auditor:</b>	KPMG Luxembourg S.à r.l. 9, Allée Scheffer L-2520 LUXEMBOURG
<b>Legal Advisers:</b>	
<b>For the Company and Luxembourg matters:</b>	BONN & SCHMITT 22-24, rives de Clausen L - 2165 LUXEMBOURG
<b>For the Management Company and Irish matters:</b>	A&L Goodbody IFSC, North Wall Quay Dublin 1 Ireland

## HOW TO READ THE PROSPECTUS

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

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

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

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

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

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

**Sales Agent:** Banca Fideuram S.p.A..

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

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

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

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

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

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

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

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

## 1. WHAT IS THE COMPANY

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

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

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

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

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

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

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

The Company has an unlimited duration.

The fiscal year begins on January 1 and finishes on December 31 of each year.

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

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

Its Board of Directors is composed as follows:

1. Mr. Claudio SOZZINI  
Chairman  
FIDEURAM INVESTIMENTI SGR S.p.A.  
Milano  
Chairman
2. Ms. Franca CIRRI FIGNAGNANI  
Companies' Director  
residing in Bologna  
Vice Chairman
3. Dr. Raffaele  
ARTIGLIERE IANNICIELLO  
Chairman  
FIDEURAM FIDUCIARIA  
Roma  
Director
4. Me Alex SCHMITT  
Attorney-at-law  
Bonn & Schmitt  
Luxembourg  
Director

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

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



## 2. HOW IS THE COMPANY MANAGED

### 2.1. Purpose of the Company

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

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

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

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

- INTERFUND EURO CURRENCY (I01);
- INTERFUND BOND GLOBAL HIGH YIELD (I02);
- INTERFUND EURO BOND MEDIUM TERM (I03);
- INTERFUND EURO BOND SHORT TERM 1 – 3 (I04);
- INTERFUND EURO BOND LONG TERM (I05);
- INTERFUND BOND US PLUS (I06);
- INTERFUND BOND JAPAN (I07);
- INTERFUND EQUITY ITALY (I08);
- INTERFUND EURO CORPORATE BOND (I09);
- INTERFUND EQUITY USA (I10);
- INTERFUND GLOBAL CONVERTIBLES (I11);
- INTERFUND EQUITY JAPAN (I12);
- INTERFUND EQUITY EUROPE (I13);
- INTERFUND EQUITY PACIFIC EX JAPAN (I14);
- INTERFUND EQUITY USA ADVANTAGE (I15);
- INTERFUND BOND GLOBAL EMERGING MARKETS (I16);
- INTERFUND EQUITY GLOBAL EMERGING MARKETS (I17);

- INTERFUND INTERNATIONAL SECURITIES NEW ECONOMY (I18);
- INTERFUND EMERGING MARKETS LOCAL CURRENCY BOND (I19);
- INTERFUND INFLATION LINKED (I22);
- INTERFUND SYSTEM EVOLUTION (I34);
- INTERFUND SYSTEM 100 (I35);
- INTERFUND EURO BOND SHORT TERM 3 – 5 (I36);
- INTERFUND EURO LIQUIDITY (I37);
- INTERFUND CRESCITA PROTETTA 80 (I38).

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

### 2.2. Investment Policy

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

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

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

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

#### I- Investment policies of the sub-funds.

The sub-funds and the related investment policies are:

**1. INTERFUND EURO CURRENCY**, expressed in EURO, consisting of activities with low risks and of fast liquidity, such as government securities, ordinary bonds issued by a non governmental entity and, in accordance with the investment limits specified in paragraph 2.3., money market instruments. These securities shall be denominated in EURO.

The residual duration of each security or instrument does not exceed 18 months, except for the indexed bonds for which there is no limit of residual duration.

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

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

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

**Risk transparency:**

Global Exposure Determination  
Methodology: commitment approach

**Risk profile of typical investor:**

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

**2. INTERFUND BOND GLOBAL HIGH YIELD**, expressed in EURO, has as an investment objective to maximize total return through investment in fixed income transferable securities, but principally in sub-investment grade securities with a credit quality equal to BB+ or less from Standard & Poor's or equivalent rating from an internationally recognized rating agency. The sub-fund will invest globally mainly in high yield fixed income transferable securities with no geographical restriction. The currency exposure of the sub-fund will normally be hedged back into EURO.

Moreover, the sub-fund may use financial derivative instruments not only for the purpose of risk

hedging and efficient management but also for investment purposes.

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

**Risk transparency:**

Global Exposure Determination  
Methodology: commitment approach

**Risk profile of typical investor:**

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

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

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

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

The benchmark of the sub-fund consists of the index "Citigroup (ex-Salomon Smith Barney) EMU Government Bond Index 5 - 10 years".

**Risk transparency:**

Global Exposure Determination  
Methodology: commitment approach

**Risk profile of typical investor:**

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

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

The criteria of selection are characterized by a particular interest for securities having an average

residual life ranging between 1 and 3 years with a moderate sensitivity to interest rate fluctuations.

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

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

**Risk transparency:**

Global Exposure Determination

Methodology: commitment approach

**Risk profile of typical investor:**

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

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

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

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

The benchmark of the sub-fund consists of the index "Citigroup (ex-Salomon Smith Barney) EMU Government Bond Index beyond 10 years".

**Risk transparency:**

Global Exposure Determination

Methodology: commitment approach

**Risk profile of typical investor:**

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

**6. INTERFUND BOND US PLUS**, expressed in EURO, seeks to maximize total return, consistent with preservation of capital and prudent investment management. The sub-fund will be predomi-

nantly invested in a diversified portfolio of Fixed Income Instruments of varying maturities. The sub-fund will be primarily invested in investment grade Fixed Income Instruments, but may invest up to 10% of its assets in Fixed Income Instruments that are rated lower. The sub-fund may invest in USD denominated securities of non-U.S. issuers, may hold non-USD denominated Fixed Income Instruments and non-USD denominated currency positions. The sub-fund may invest in securities that are convertible into equity securities. The sub-fund may residually invest in equity securities, in units or shares of other collective investment schemes, in illiquid securities and in loan participations and loan assignments which constitute money market instruments. Currency hedging activities and currency positions will be implemented using spot and forward foreign exchange contracts and currency futures, options and swaps.

The sub-fund may invest in emerging markets securities.

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

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

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

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

MBS are securities whose source of repayment is

a mortgage or pool of mortgages, or whose repayments are collateralized by a mortgage or pool of mortgages. Mortgage-backed securities include, but are not limited to, agency and non-agency pass thrus and collateralized mortgage obligations (CMOs and REMICs). A majority of the MBS sector is comprised of Agency pass thrus (issued by FNMA, GNMA or FHLMC) – pass thrus are AAA rated, extremely liquid and is among the largest sectors of the US bond market.

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

of a sub-fund because the sub-fund will have to reinvest that money at the lower prevailing interest rates.

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

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

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

The benchmark of the sub-fund consists of the index "Barclays Capital US Aggregate Index".

#### **Risk transparency:**

Global Exposure Determination

Methodology: relative VaR approach

The sub-fund will regularly monitor its leverage and the average level of leverage is expected to be approximately 700%. The sub-fund's leverage may increase to higher levels, for example, at times when the Investment Manager deems it most appropriate to use financial derivative instruments to alter the sub-fund's interest rate sensitivity. The leverage figure is calculated as the sum of the notionals of the derivatives used as is required by the Regulations. The notional value of the investments varies significantly from their

market value which is why the leverage limits are high. These leverage limits do not take into account any netting and hedging arrangements that the sub-fund has in place at any time even though these netting and hedging arrangements are used for risk reduction purposes.

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

The reference portfolio is Barclays Capital US Aggregate Index.

**Risk profile of typical investor:**

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

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

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

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

The benchmark of the sub-fund consists of the index "Citigroup (ex-Salomon Smith Barney) Japan Government Bond Index", valued in EURO.

**Risk transparency:**

Global Exposure Determination  
Methodology: commitment approach

**Risk profile of typical investor:**

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

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

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

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

**Risk transparency:**

Global Exposure Determination  
Methodology: commitment approach

**Risk profile of typical investor:**

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

**9. INTERFUND EURO CORPORATE BOND**, expressed in EURO, consists essentially of debt transferable securities, denominated in EURO and issued by non governmental issuers, characterized by a limited insolvency risk i.e. by a rating higher than, or equal to, the investment grade rating (this identifies on the basis of classifications carried out by two of the principal independent international agencies - Moody's and Standard & Poor's - the securities issued by issuers characterized by an adequate capacity to respect their own financial commitments). A residual portion of the sub-fund shall consist of debt transferable securities at a fixed and variable rate, denominated in EURO and issued by governmental issuers, essentially characterized by a residual life ranging between three and five years.

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

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

**Risk transparency:**

Global Exposure Determination  
Methodology: commitment approach

**Risk profile of typical investor:**

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

**10. INTERFUND EQUITY USA**, expressed in EURO, will be focused on achieving a positive return over the reference benchmark index (the

"Index") (see below) through investment in equities which will be mainly issued by companies listed or traded on stock exchanges or any other regulated markets of the countries comprising the Index and in derivative financial instruments, including but not limited to, futures, options, swaps and contracts for difference on all the types of financial instruments and may also invest in other investment funds, including Exchange Traded Funds.

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

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

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

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

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

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

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

**Risk transparency:**

Global Exposure Determination Methodology: relative VaR approach

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

**Risk Profile of typical investor:**

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

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

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



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

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

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

**Risk transparency:**

Global Exposure Determination

Methodology: relative VaR approach

The leverage calculated using the sum of the gross notional values of all financial derivative contracts will not exceed 400% of NAV. Attention should be drawn to the fact that one derivative contract may partially or perfectly offset the market risk of another derivative contract. Derivative contracts may also reduce the risks associated with holdings in non-derivative products e.g., on shares and bonds. Disclosure of the gross notional value of derivatives is a requirement under UCITS, and as this measure does not allow for the netting just described, it does not necessarily represent the market risk incurred through the use of derivatives.

**Risk profile of typical investor:**

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

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

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

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

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

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

**Risk transparency:**

Global Exposure Determination

Methodology: commitment approach

**Risk Profile of typical investor:**

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

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

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

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

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

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

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

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

**Risk transparency:**

Global Exposure Determination  
Methodology: commitment approach

**Risk profile of typical investor:**

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

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

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

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

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

**Risk transparency:**

Global Exposure Determination  
Methodology: commitment approach

**Risk profile of typical investor:**

This sub-fund is suitable for investors who search long-term investments. The investor must be able

to accept a certain volatility and the possibility of losing a portion of the invested amount.

**15. INTERFUND EQUITY USA ADVANTAGE,** expressed in EURO, seeks long-term capital appreciation, measured in Euro, by investing primarily in securities issued by US companies and on an ancillary basis in securities issued by companies that are not from the US. An issuer may be considered to be from a particular country (including the US) or geographic region if (i) its principal securities trading market is in that country or geographic region; (ii) alone or on a consolidated basis it derives 50% or more of its annual revenue from goods produced, sales made or services performed in that country or geographic region; or (iii) it is organised under the laws of, or has a principal office in, that country or geographic region. By applying these tests, it is possible that a particular issuer could be deemed to be from more than one country or geographic region. Under normal market conditions, the sub-fund's investment objective will be pursued by investing primarily in equity securities of established large-capitalisation companies. The investment process emphasises a bottom-up stock selection process, seeking attractive investments on an individual company basis. The selection of securities for investment is driven by a search for large-capitalisation franchises with strong name recognition and sustainable competitive advantages, typically favouring companies with rising returns on invested capital, above average business visibility, strong current period free cash flow generation and attractive risk/reward. Fundamental research drives the investment process. Company developments, including business strategy and financial results, are studied on an ongoing basis. Portfolio holdings are generally considered for divestment when it is determined that the holding no longer satisfies the sub-fund's investment criteria.

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

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



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

**Risk transparency:**

Global Exposure Determination  
Methodology: commitment approach

**Risk profile of typical investor:**

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

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

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

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

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

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

**Risk transparency:**

Global Exposure Determination  
Methodology: commitment approach

**Risk profile of typical investor:**

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

**17. INTERFUND EQUITY GLOBAL EMERGING MARKETS**, expressed in EURO, will be focused on achieving a positive return over the reference benchmark index (the "Index") (see below) through investment in equities which will be mainly issued by companies listed or traded on stock exchanges or any other regulated markets of

emerging market countries, (being those countries comprising the Index), and in derivative financial instruments, including but not limited to, futures, options, swaps and contracts for difference on all the types of financial instruments and may also invest in other investment funds, including Exchange Traded Funds.

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

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

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

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

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

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

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

**Risk transparency:**

Global Exposure Determination  
Methodology: commitment approach

**Risk profile of typical investor:**

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

**18. INTERFUND INTERNATIONAL SECURITIES NEW ECONOMY**, expressed in EURO, consists for at least 60% of its net assets of stocks or other similar transferable securities of companies being able to profit from technological progress and innovation, namely those which predominantly make use of technology in the development of new products and manufacturing processes or in their improvement, or are able to obtain highly growth rates, due to innovative methods and products.

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

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

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

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

**Risk transparency:**

Global Exposure Determination  
Methodology: commitment approach

**Risk profile of typical investor:**

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

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

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

The sub-fund may invest without limitation in Fixed Income Instruments that are economically tied to emerging market countries. The sub-fund's country and currency composition will be selected based on evaluation of relative interest rates, inflation rates, exchange rates, monetary and fiscal policies, trade and current account balances, and other relevant specific factors.

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

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

The sub-fund may invest all of its net assets in high yield securities ("junk bonds") subject to a

maximum of 15% of its total net assets in securities rated below B by Moody's, or equivalently rated by S&P or Fitch.

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

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

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

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

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

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

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

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

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

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

##### **Risk transparency:**

Global Exposure Determination

Methodology: relative VaR approach

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

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

##### **Risk profile of typical investor:**

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

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

The investments will be carried out mainly in transferable securities denominated in United States, Canadian, Australian and New Zealand Dollars, in Swedish Crowns, in Pounds Sterling, Yen or EURO and will be carried out independently of the duration of the transferable secu-

rities. The investment will be generally covered against the exchange rate risk.

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

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

The investment in this sub-fund the own specification of which consists for the issuers of transferable securities in covering the investment results of the investors against the risks deriving from inflation does not present any particular risk for the investor.

**Risk transparency:**

Global Exposure Determination  
Methodology: commitment approach

**Risk profile of typical investor:**

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

**34. INTERFUND SYSTEM EVOLUTION**, has as investment objective to reach a positive return in absolute terms, by varying, in a dynamic way, the exposure in:

- low risk and of fast liquidity activities (governmental securities, ordinary bonds issued by non governmental entities, money market instruments and deposits with credit institutions);
- debt securities of governmental or non governmental issuers (without limit of duration, currency or rating);
- stocks at a worldwide level listed on a stock exchange or dealt in on another regulated market in Europe, Asia, America, Africa, Oceania and in developing countries;
- derivative instruments (including, for example – the list not being exhaustive – swaps, "contracts for difference", futures, forwards, options, certificates) on rates, indexes, credits, securities or currencies;

- convertible bonds, structured bonds at a worldwide level;

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

- any other authorized instruments.

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

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

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

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

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

The sub-fund does not have a benchmark.

**Although the sub-fund has as objective a positive return in absolute terms, neither the market evolution nor the management strategies make it possible to guarantee a positive return and can involve a risk for the invested capital. The management strategy aims to contain and optimize the market risk exposure, however, the sub-fund**

maintains a sensitivity to the unfavorable evolution of the interest rates, rates of exchange, of the credit and the prices of the stock markets.

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

**Risk transparency:**

Global Exposure Determination  
Methodology: commitment approach

**Risk profile of typical investor:**

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

**35. INTERFUND SYSTEM 100**, expressed in EURO, has as investment objective to reach a positive return in absolute terms, by varying, in a dynamic way, the exposure in:

- low risk and of fast liquidity activities (governmental securities, ordinary bonds issued by non governmental entities, money market instruments and deposits with credit institutions);
- debt securities of governmental or non governmental issuers (without limit of duration, currency or rating);
- stocks at a worldwide level listed on a stock exchange or dealt in on another regulated market in Europe, Asia, America, Africa, Oceania and in developing countries;
- derivative instruments (including, for example – the list not being exhaustive – swaps, "contracts for difference", futures, forwards, options, certificates) on rates, indexes, credits, securities or currencies;
- convertible bonds, structured bonds at a worldwide level;
- units and/or shares of any UCITS and/or other undertakings for collective investment, including the Exchange Traded Funds in accordance with the limits defined in paragraph 2.3 below;
- any other authorized instruments.

The sub-fund may also invest, in compliance with article 41(2) of the Law, in units and/or shares of hedge funds or of funds of hedge funds or of funds

specialized in investments in "commodities" or in "real estate funds" provided that all such funds are closed-ended funds duly regulated. Investments in other financial instruments turned onto investment in real estate markets at a worldwide level or in derivative instruments on "commodities indices" shall be also allowed within the limits authorized by the regulation in force.

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

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

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

The sub-fund does not have a benchmark.

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

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

**Risk transparency:**

Global Exposure Determination  
Methodology: commitment approach

**Risk profile of typical investor:**

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



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

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

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

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

**Risk transparency:**

Global Exposure Determination

Methodology: commitment approach

**Risk profile of typical investor:**

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

**(37) INTERFUND EURO LIQUIDITY**, expressed in EURO, aims at the preservation of the capital by investing in high quality securities, as defined by the Guidelines of the Committee of European Securities Regulators (CESR) of 19 May 2010 on a common definition of European money market funds, highly liquid government bonds, ordinary bonds, money market instruments and financial instruments, with the exclusion of direct or indirect exposure to equities or commodities or derivatives thereon; the sub-fund may only use derivatives in line with its money market investment strategy.

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

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

Indeed, the sub-fund may, as an exception to the requirement that the money market instruments have been awarded one of the two highest available short-term credit ratings by each recognized credit rating agencies which has rated these instruments, or if these instruments are not rated, they are of an equivalent quality as determined by the Management Company's internal process, hold sovereign issuance of at least investment grade quality (money market instruments issued or guaranteed by a central, regional or local authority or central bank of a Member State of the European Union, the European Central Bank, the European Union or the European Investment Bank).

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

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

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

In compliance with relevant regulations and CSSF's Circular 13/559, the sub-fund can also carry out repurchase agreements on financial instruments having the characteristics described above.

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

When using financial derivatives, the sub-fund will ensure that they are in line with its money market investment policy. In particular, deriva-



tives which give exposure to foreign exchange may only be used for hedging purposes. Investment in non-base currency securities is allowed provided the currency exposure is fully hedged.

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

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

**Risk transparency:**

Global Exposure Determination  
Methodology: commitment approach

**Risk Profile of typical investor:**

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

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

The investment objective of the Feeder Fund is to provide its shareholders with medium to long-term exposure to the performance of the portfolio strategy of the Master Fund meanwhile offering a

protection with a minimum net asset value equal to 80% of the highest NAV from the launch of the Sub-Fund. For the sake of clarity this is not a full capital protection. Additionally, if the counterparties of the Master Fund become insolvent, the capital protection obtained as described in the Master Fund investment policy might failed.

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

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

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

**Risk transparency:**

Global Exposure Determination  
Methodology: absolute VaR approach

As the Feeder Fund will invest at least 85% of its assets in the Master Fund, the VaR of the Feeder Fund will depend on the Master Fund's VaR, which is subject to a 20% VaR limit. The Feeder Fund will regularly monitor its leverage and the

average level of leverage is expected to be approximately 300% and never to exceed 400%, in line with the limits set for the Master Fund

#### **Risk Profile of typical investor:**

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

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

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

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

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

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

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

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

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

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

In accordance with the requirements of the Central Bank of Ireland, the absolute VaR of the sub-fund may not exceed 20% of the net asset value of the sub-fund using a one-tailed confidence interval of 99% and a holding period of one month and a historical observation period of 4 years. The ratio of long and short investments may vary through time. The maximum net short exposure of the sub-fund will be -50% and the maximum net long exposure will be 100%. The sub-fund's gross leverage calculated using the sum of the notional exposure of its derivatives positions (including leverage inherent in the Portfolio Strategy) is expected to be between 300% and 350% of the net asset value of the sub-fund and will never exceed 400% of the net asset value of the sub-fund.

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



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

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

#### **Volatility Control Mechanism**

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

#### **Unfunded Total Return Swaps and Reverse Repurchase Transaction**

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

a floating rate of return to the approved counterparty.

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

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

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

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

#### **Minimum Target Payoff**

The sub-fund will offer an element of capital protection equal to 80% of the highest net asset value per Share achieved from the launch of the sub-fund onwards (ie, commencing with the initial offer price). This capital protection will be achieved through the Put Option linked to the Portfolio Strategy and net asset value of the sub-fund which the sub-fund will purchase directly or will receive an indirect exposure through a total return swap (as described above) from the appro-

ved counterparty (paying an amount equal to the Minimum Target Payoff less the value of Portfolio Strategy (if positive). The Put Option will deliver the Minimum Target Payoff as, when exercised, the approved counterparty will make a payment to the sub-fund equal to that amount less the value of the Portfolio Strategy (if positive).

The initial term of the Put Option is three years, but the sub-fund will endeavour to extend the Put Option and the Portfolio Total Return Swap at least every year. The sub-fund will reserve part of the proceeds received from the Portfolio Total Return Swap for paying the premium in relation to the extension of the Put Option and the Portfolio Total Return Swap and / or for increasing the allocation to the Reference Strategy within the Portfolio Strategy.

#### **Termination Date**

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

#### **Dealing days of the Master Fund ("Dealing Day of the Master Fund")**

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

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

#### **NAV of the Master Fund:**

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

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

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

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

#### **Reliance on the Master Fund**

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

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

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

As the Feeder Fund invests into the Master Fund, the Feeder Fund will also be subject to specific risks associated with its investment into the Master Fund as well as specific risks incurred at

the level of the Master Fund and its investment. Therefore, before investing in shares, prospective investors should carefully read the description of the risks factors relating to an investment in the Master Fund as disclosed in the prospectus of the Master Fund.

***Coordination between the Feeder Fund and the Master Fund***

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

- A. The Master Fund has entered into an agreement with the Company in respect of the Feeder Fund pursuant to which the Master Fund will provide the Company with all documents and information necessary for the latter to meet the requirements laid down in the UCITS Directive. The Master Fund and the Company have further agreed appropriate measures to coordinate the timing of their net asset value determination and publication to avoid market timing in their shares and preventing arbitrage opportunities. Further, appropriate measures have been agreed between the Master Fund and the Company to address the following: mitigate conflicts of interest that may arise between the Master Fund and the Company, the basis of investment and divestment by the Company, standard dealing arrangements, events affecting dealing arrangements and standard arrangements for the audit report.
- B. The Custodian and the custodian bank of the Master Fund have entered into an agreement in order to share information regarding the Master Fund. This agreement sets out the documents and categories of information to be provided between the custodians on a regular basis or upon request, the method and timing of transmission of information, the coordination duties of each custodian in operational matters, the coordination of accounting year-end procedures, reportable breaches committed by the Master Fund, the procedure for ad hoc requests for assistance, and specific contingent events reportable on an ad hoc basis.

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

***Tax Implication***

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

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

***Additional Information on the Master Fund***

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

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

***II- General provisions.***

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

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

The Company cannot, however, ensure any performance result.

The Company may invest in transferable securities and money market instruments admitted to the official listing of a stock exchange or dealt in on another regulated market, that operates regularly, is recognized and open to the public in a State of Europe, America, Asia, Africa or Oceania.

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

The Company is authorized to use techniques and instruments relating to transferable securities, money market instruments or other types of underlying assets according to the requirements and limits fixed by the regulations in force. When these transactions relate to the use of derivative instruments, these requirements and limits must comply with those listed in point 2.3. hereafter.

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

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

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

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

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

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

#### **a) Limits**

Investments in derivative instruments may be carried out provided the global risk relating to the financial instruments does not exceed the total net assets of a sub-fund.

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

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

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

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

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

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

The Company may carry out transactions on credit derivatives:

- under an ISDA master agreement with first class counterparties specialised in that transaction,

evaluated by the Management Company's internal Counterparty Risk Committee and approved by the Board of Directors of the Management Company,

- whose underlying assets comply with the investment objectives and policy of the sub-fund,
- that may be liquidated at any time at their valuation value,
- whose valuation must be periodically reliable and verifiable,
- for hedging purposes or not.

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

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

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

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

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

The Company may conclude equity swaps and swaps on market index, in accordance with the

investment restrictions in item 2.3. hereafter:

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

#### **d) Conclusion of "Contracts for Difference" ("CFD")**

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

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

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

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

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

Moreover, for all sub-funds that follow a benchmark, the Company may also purchase, respectively sell, forward contracts on currencies within an efficient management of its portfolio in order to maintain the same exposure on currencies as the one of the benchmark of each sub-fund. These forward contracts on currencies may be in principle within the limits of the benchmark of the sub-fund in such a way that an exposure in a currency other than the reference currency of the sub-fund may not, in principle, be higher than the portion of this currency being part of the benchmark. The use of these forward contracts on currencies shall be made in the best interest of unitholders.

In addition, for all sub-funds that follow a benchmark, the Company may also purchase, respectively sell, forward contracts on currencies in order to protect itself against the risk of exchange rate fluctuation with the view to acquire future investments. The hedging purpose of these transactions presupposes the existence of a direct relationship between them and the future commitments to be covered taking into account the benchmark of the sub-funds; consequently, the transactions made in one currency may in principle not exceed the valuation of the aggregate future commitments in that currency nor exceed the presumed period during which such future commitments will be held.

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

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

Each sub-fund may, acting as buyer, agree to purchase securities with a repurchase option (consisting of the purchase of securities with a clause reserving for the seller the right to repurchase the securities sold from the sub-fund at a price and time agreed between the two parties at the time when the contract is entered into) or, acting as seller, agree to sell securities with a repurchase option (consisting of the sale of securities with a clause reserving for the sub-fund the right to repurchase the securities from the purchaser at a price and at a time agreed between the two parties at the time when the contract is entered into) ; each sub-fund may also enter into reverse repurchase agreement

transactions (which consist of a forward transaction at the maturity of which the seller -counterparty - has the obligation to repurchase the asset sold and the sub-fund the obligation to return the asset received under the transaction) and into repurchase agreement transactions (which consist of a forward transaction at the maturity of which the sub-fund has the obligation to repurchase the asset sold and the buyer - the counterparty - the obligation to return the asset received under the transaction).

The involvement of each sub-fund in such transactions is however subject to the regulations set forth in CSSF Circular 08/356, CSSF Circular 13/559 and ESMA Guidelines 2012/832 concerning the rules applicable to undertakings for collective investment when they use certain techniques and instruments relating to transferable securities and money market instruments, as amended from time to time.

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

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

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

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

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

- (i) short term bank certificates or money market instruments such as defined within Directive 2007/16/EC of 19 March 2007 implementing Council Directive 85/611/EEC on the coordination of laws, regulations and administrative provisions relating to certain UCITS as regards the clarification of certain definitions ;



- (ii) bonds issued or guaranteed by a Member State of the OECD or by their local public authorities or by supranational institutions and undertakings with EU, regional or world-wide scope ;
- (iii) shares or units issued by money market UCIs calculating a daily net asset value and being assigned a rating of AAA or its equivalent ;
- (iv) bonds issued by non-governmental issuers offering an adequate liquidity ;
- (v) shares quoted or negotiated on a regulated market of a European Union Member State or on a stock exchange of a Member State of the OECD, on the condition that these shares are included in a main index.

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

#### • Securities lending transactions

Each sub-fund in order to achieve a positive return in absolute terms may enter into securities lending transactions provided that they comply with the regulations set forth in CSSF's Circular 08/356, CSSF's Circular 13/559 and ESMA Guidelines 2012/832 concerning the rules applicable to undertakings for collective investment when they use certain techniques and instruments relating to transferable securities and money market instruments, as amended from time to time.

Each sub-fund may lend the securities included in its portfolio to a borrower either directly or through a standardized lending system organized by a recognized clearing institution or through a lending system organized by a financial institution subject to prudential supervision rules considered by the CSSF as equivalent to those prescribed by Community law and must be evaluated by the Management Company's internal Counterparty Risk Committee and approved by the Board of Directors of the Management Company. In all cases, the counterparty to the securities lending agreement (i.e. the borrower) must be subject to prudential supervision rules considered by the CSSF as equivalent to those prescribed by Com-

munity law. In case the aforementioned financial institution acts on its own account, it is to be considered as counterparty in the securities lending agreement.

Each sub-fund must ensure that the volume of the securities lending transactions is kept at an appropriate level or that it is entitled to request the return of the securities lent in a manner that enables it, at all times, to meet its redemption obligations and that these transactions do not jeopardize the management of the sub-fund's assets in accordance with its investment policy.

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

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

#### • Common provisions to EMT

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

The Company's annual report will contain information on income from efficient portfolio-management techniques for the sub-funds' entire reporting period, together with details of the sub-funds' direct (e.g. transaction fees for securities, etc.) and indirect (e.g. general costs incurred for legal advice) operational costs and fees, insofar as they are associated with the management of the corresponding Company/sub-fund.

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

All income arising from the use of techniques and instruments for efficient portfolio management, a less direct and indirect operational costs, profit to the Company in order to be reinvested in line with the Company's investment policy and conse-

quently will positively impact on the performance of the sub-fund. The counterparties to the agreements on the use of techniques and instruments for efficient portfolio management and OTC will be selected according to the Management Company's principles for executing orders for financial instruments (the "best execution policy"). The costs and fees to be paid to the respective counterparty or other third party will be negotiated according to market practice.

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

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

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

- (a) Liquidity: Collateral must be sufficiently liquid in order that it can be sold quickly at a robust price that is close to its pre-sale valuation.
- (b) Valuation: Collateral must be capable of being valued on at least a daily basis and must be marked to market daily.
- (c) Issuer credit quality: The Company will ordinarily only accept very high quality collateral.
- (d) Safe-keeping: Collateral must be transferred to the Custodian or its agent.
- (e) Enforceable: Collateral must be immediately available to the Company without recourse to the counterparty, in the event of a default by that entity.
- (f) Non-Cash collateral
  - cannot be sold, pledged or re-invested;
  - must be issued by an entity independent of the counterparty; and
  - must be diversified to avoid concentration risk in one issue, sector or country.
- (g) Cash Collateral can only be:
  - placed on deposit with entities prescribed in Article 41(f) of the Law;
  - invested in high-quality government bonds;

- used for the purpose of reverse repurchase transactions provided the transactions are with credit institutions subject to prudential supervision and the Company is able to recall at any time the full amount of cash on accrued basis;
- invested in short-term money market funds as defined in ESMA's Guidelines on a Common Definition of European Money Market Funds.

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

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

Each sub-fund must make sure that it is able to claim its rights on the guarantee in case of the occurrence of an event requiring the execution thereof. Therefore, the guarantee must be available at all times, either directly or through the intermediary of a first class financial institution or a wholly-owned subsidiary of this institution, in such a manner that the sub-fund is able to appropriate or realize the assets given as guarantee, without delay, if the counterparty does not comply with its obligation to return the securities.

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

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

- Government bonds with maturity up to 1 year; Haircut between 0% and 2%
- Government bonds with maturity of more than 1 year; Minimum haircut 2%
- Corporate bonds; Minimum haircut 6%
- Cash; Haircut :0%

When entering into repurchase or reverse repurchase transactions, each sub-fund will obtain the



following collateral covering at least the market value of the financial instrument object of the transaction:

- Cash;  
Haircut: 0%
- Government Bonds;  
Haircut: 0%

The absence of haircut is mainly due to the very short term of the transactions.

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

- Cash;  
Haircut: 0%
- Government bonds with maturity up to 1 year;  
Haircut between 0% and 2%
- Government bonds with maturity of more than 1 year;  
Minimum haircut 2%

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

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

### 2.3. Investment limits

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

#### 1. The Company may invest in:

- a) transferable securities and money market instruments admitted to or dealt in on a regulated market;
- b) transferable securities and money market instruments dealt in on another market in a Member State, which is regulated, operates regularly and is open to the public;

c) transferable securities and money market instruments admitted to an official listing on a stock exchange in a non-Member State of the European Union or dealt in on another regulated market of a non-Member State of the European Union which operates regularly, is recognized and open to the public: namely a stock exchange or another regulated market in any country of America, Europe, Africa, Asia and Oceania;

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

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

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

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

- assessment of the assets and liabilities, income and operations over the reporting period;
- no more than 10% of the assets of the UCITS or of the other UCIs, whose acquisition is contemplated by each sub-fund, according to their constitutional documents, can be in aggregate invested in units of other UCITS or other UCIs; this restriction does not apply in case of Master/Feeder UCITS structures.
- f) deposits with credit institutions which are repayable on demand or have the right to be withdrawn and maturing in no more than 12 months, provided that the credit institution has its registered office in a Member State, or, if the registered office of the credit institution is located in a third country, provided that it is subject to prudential rules considered by the CSSF as equivalent to those laid down in Community law;
- g) financial derivative instruments, including equivalent cash-settled instruments, dealt in on a regulated market referred to in subparagraphs a), b) and c) above, and/or financial derivative instruments dealt in over-the-counter ("OTC derivatives"), provided that :
- the underlying consists of instruments covered in the paragraph 1, items a) to f) above, financial indexes, interest rates, foreign exchange rate or currencies, in which each sub-fund may invest according to its investment objectives;
  - the counterparties to OTC derivative transactions are institutions subject to prudential supervision and belonging to the categories approved by the CSSF, and;
  - the OTC derivative instruments are subject to reliable and verifiable valuation on a daily basis and may, at the initiative of the Management Company, be purchased, liquidated or closed by an offsetting transaction at any time and at their fair value;
- h) money market instruments other than those dealt in on a regulated market and which fall under Article 1 of the Law, provided the issue or the issuer of such instruments are themselves subject to a regulation for the purpose of protecting investors and savings, and provided that such instruments are :
- issued or guaranteed by a central bank of a Member State, or by the European Central Bank, by the European Union or by the European Investment Bank, by a non-Member State or, in case of a Federal State, by one of the members making up the federation, or by a public international body to which one or more Member States of the European Union belong, or
  - issued by a company the securities of which are dealt in on regulated markets referred to in the above items a), b) or c), or
  - issued or guaranteed by an institution subject to a prudential supervision in accordance with the criteria defined by Community law, or by an institution which is subject to and complies with prudential rules considered by the CSSF to be at least as stringent as those laid down by Community law, or
  - issued by other bodies belonging to the categories approved by the CSSF provided that investments in such instruments are subject to investor protection equivalent to that laid down in the first, second and third indents, and provided that the issuer is a company whose capital and reserves amount to at least 10,000,000 Euro (ten million Euros) and which presents and publishes its annual accounts in accordance with the fourth Directive 78/660/EEC, and is an entity, which, within a group of companies including one or several listed companies, is dedicated to the financing of the group or is an entity which is dedicated to the financing of securitisation vehicles which benefit from a banking liquidity line.
2. However, the Company may invest no more than 10% of the net assets of each sub-funds in transferable securities and money market instruments other than those referred to in paragraph 1).
3. The Company may acquire movable and immovable property which is essential for the direct pursuit of its business.
4. The Company may acquire neither precious metals nor certificates representing them for any sub-fund.
5. Each sub-fund of the Company may hold, on an ancillary basis, liquid assets.

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

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

Notwithstanding the individual limits referred to in the above paragraph 6. a), a sub-fund shall not combine where this would lead to investment of more than 20% of its assets in a single body, any of the following:

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

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

d) The limit of 10% laid down in the first sentence of the paragraph 6. a) may be of a maximum of 25% for certain bonds when they are issued by a credit institution having its registered office in a

Member State and is subject, by law, to special public supervision designated to protect bondholders. In particular, sums deriving from the issue of these bonds must be invested in conformity with the law, in assets which, during the whole period of validity of the bonds, are capable of covering claims attaching to the bonds and which, in case of bankruptcy of the issuer, would be used on a priority basis for the reimbursement of the principal and payment of the accrued interest. When the Company invests more than 5% of the net assets of each sub-fund in the bonds referred to in the present paragraph and issued by a single issuer, the total value of such investments may not exceed 80% of the net asset value of each sub-fund of the Company.

e) The transferable securities and the money market instruments referred to in the above items c) and d) are not included in the calculation of the limit of 40% referred to under b). The limits referred to under a), b), c) and d) may not be combined and, consequently, the investments in transferable securities or money market instruments issued by the same body or in deposits or in derivative instruments made with this body, carried out in accordance with a), b), c) and d) may not, in any case, exceed 35% of the net assets of each sub-fund of the Company.

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

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

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

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

THIS LIMIT OF 20% MAY BE RAISED TO 35% WHERE THAT PROVES TO BE JUSTIFIED BY EXCEPTIONAL MARKET CONDITIONS IN PARTICULAR IN REGULATED MARKETS WHERE CERTAIN TRANSFERABLE SECURITIES OR CERTAIN MONEY MARKET INSTRUMENTS ARE HIGHLY DOMINANT. THE INVESTMENT UP TO THIS LIMIT IS ONLY PERMITTED FOR A SINGLE ISSUER.

MOREOVER, ACCORDING TO ARTICLE 45 OF THE LAW, THE COMPANY IS AUTHORIZED TO INVEST IN ACCORDANCE WITH THE PRINCIPLE OF RISK DIVERSIFICATION UP TO 100% OF THE NET ASSETS OF EACH SUB-FUND IN DIFFERENT TRANSFERABLE SECURITIES AND MONEY MARKET INSTRUMENTS ISSUED OR GUARANTEED BY A MEMBER STATE, ONE OR MORE OF ITS LOCAL AUTHORITIES, A NON-MEMBER STATE OF THE EUROPEAN UNION OR PUBLIC INTERNATIONAL BODY TO WHICH ONE OR SEVERAL MEMBER STATES OF THE EUROPEAN UNION BELONG, PROVIDED THAT EACH SUB-FUND HOLDS SECURITIES FROM AT LEAST SIX DIFFERENT ISSUES AND THAT THE SECURITIES FROM ANY ONE ISSUE DO NOT EXCEED 30% OF THE TOTAL NET ASSET VALUE OF THE CONCERNED SUB-FUND.

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

For the purpose of the application of such investment limit, each sub-fund of a UCI with multiple sub-funds is to be considered as a separate issuer, provided that the principle of segregation of the

obligations of the various sub-funds vis-à-vis third parties is ensured.

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

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

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

With respect to investments of a sub-fund in other UCITS and/or other UCIs linked to the Company, as referred to in the above paragraph c), the maximum level of management fees that may be charged both to each sub-fund of the Company and to the other UCITS and/or other UCIs in which it intends to invest, may not exceed 5% of the net assets of each sub-fund.

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

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

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

- (i) 10% of the non-voting shares of the same issuer;
- (ii) 10% of the debt securities of the same issuer;
- (iii) 25% of the units of the same UCITS and/or UCI within the meaning of Article 2, paragraph (2) of the Law;

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

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

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

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

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

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

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

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

9. The Company does not have to comply with:

a) the previous limits in case of exercise of subscription rights related to transferable securi-

ties or money market instruments which form part of its assets;

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

c) investment limits referred to in paragraphs 5, 6 and 7 shall apply at the time of the purchase of the transferable securities or money market instruments; if the limits referred to in the present paragraph are exceeded for reasons beyond the control of the Company or as a result of the exercise of subscription rights, the Company must adopt as a priority objective, in its sale transactions, the remedying of that situation, taking into consideration the interests of the shareholders.

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

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

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

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

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

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

13. The Company shall employ a risk-management process which enables it to monitor and

measure at any time the risk of the positions and their contribution to the overall risk profile of the portfolio of each sub-fund and it shall employ a process for accurate and independent assessment of the value of OTC derivative instruments, and must communicate to the CSSF regularly, in accordance with the detailed rules the latter shall define, in regards to the types of derivative instruments, the underlying risks, the quantitative limits as well as the methods which are chosen in order to estimate the risks associated with transactions in derivative instruments.

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

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

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

- the target sub-fund does not, in turn, invest in the sub-fund invested in the target sub-fund; and
- no more than 10% of the assets of the target sub-fund whose acquisition is contemplated may be invested, pursuant to its constitutive documents, in units of other UCIs; and
- voting rights, if any, attaching to the relevant securities are suspended for as long as they are held by the sub-fund concerned and without

prejudice to the appropriate processing in the accounts and the periodic reports; and

- in any event, for as long as these securities are held by the sub-fund, their value will not be taken into consideration for the calculation of the net assets of the sub-fund for the purposes of verifying the minimum threshold of the net assets imposed by the Law; and
- there is no duplication of management/subscription or repurchase fees between those at the level of the sub-fund and the target sub-fund.

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

- a Feeder sub-fund is a sub-fund of the Company, which has been approved to invest, by way of derogation from article 2, paragraph (2), first indent of the Law, at least 85% of its assets in units of another UCITS or sub-fund thereof (hereafter referred to as the "**Master UCITS**").
- A Feeder sub-fund may hold up to 15% of its assets in one or more of the following:
  - a. ancillary liquid;
  - b. financial derivative instruments, which may be used only for hedging purposes, in accordance with article 42, paragraphs (2) and (3) of the Law;
  - c. movable and immovable property which is essential for the direct pursuit of its business.
- For the purposes of compliance with article 42, paragraph (3) of the Law, the Feeder sub-fund shall calculate its global exposure related to financial derivative instruments by combining its own direct exposure with:
  - a. either the Master UCITS's actual exposure to financial derivative instruments in proportion to the Feeder sub-funds' investment into the Master UCITS;
  - b. or the Master UCITS's potential maximum global exposure to financial derivative instruments provided for in the Master UCITS management regulations or instruments of incorporation in proportion to the Feeder sub-funds' investment into the Master UCITS;
- a Master UCITS is a UCITS, or a sub-fund thereof, which:



- a. has, among its shareholders, at least one Feeder UCITS;
  - b. is not itself a Feeder UCITS; and
  - c. does not hold units of a Feeder UCITS.
- if a Master UCITS has at least two Feeder UCITS as shareholders, article 2, paragraph (2), first indent and article 3, second indent of the Law shall not apply.

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

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

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

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

Investment in emerging markets involves a higher risk than the one usually associated with investment in transferable securities of developed

countries. The risk is due to the fact that the performance of the emerging countries and their markets tends to fluctuate more sensibly, the volatility degree of the markets being higher. This higher volatility is due to a certain number of political, monetary and economical factors, notably a less stable political and economical system and less reliable financial data relating to assets of companies traded on these markets.

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

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

#### **Counterparty Risk**

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

Furthermore the relevant sub-funds may be exposed to finance sector companies in their role as service providers and in times of extreme market volatility such companies might be adversely affected which in turn could have a harmful effect on the activities of the relevant sub-fund.

#### **Liquidity Risk**

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

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

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

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

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

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

The main operational and legal risks associated with any Feeder UCITS' investment in the Master UCITS include, without being limited to, the Feeder UCITS' access to information on the Master UCITS, coordination of dealing arrangements between the Feeder UCITS and the Master

UCITS, the occurrence of events affecting such dealing arrangements, the communication of documents from and to the Master UCITS to and from the Feeder UCITS, the coordination of the involvement of the respective custodian and auditor of the Feeder UCITS and the Master UCITS and the identification and reporting of investment breaches and irregularities by the Master UCITS.

Such operational and legal risks are managed by the Management Company, the Custodian and the Auditor, as applicable, in coordination with the custodian, the administrator and the auditor of the Master UCITS. A number of documents and/or agreements are in place to that effect, including (1) agreement between the master and the Feeder UCITS, (2) an information sharing agreement between the Custodian and the custodian of the Master UCITS, and (3) an information exchange agreement between the Auditor and the auditor(s) of the Master UCITS.

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

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

All these risks are correctly identified and monitored according to CSSF's Circular 11/512 and 13/559 and ESMA Guidelines 2012/832. The use of efficient portfolio management techniques will not result in a change to the investment policy of a sub-fund and should not add substantial supplementary risk to the original risk policy of the relevant sub-fund.

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

There shall be no dividend distribution and all income, which is produced by the investment policy followed for each sub-fund shall be automatically reinvested in the concerned sub-fund.



### 3. HOW TO INVEST IN THE COMPANY

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

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

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

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

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

Shares of the Company may be exclusively subscribed through investment agreements that provide for single payments (thereafter "UNI") with an initial minimum payment of 50,000.- EURO; each possible subsequent payment shall not be below 25,000.- EURO.

Investment in each sub-fund INTERFUND SYSTEM EVOLUTION and INTERFUND SYSTEM 100 may not exceed 25,000.- EURO taking into account the initial payment and possible subsequent payments; this maximum limit does not apply to subscriptions carried out by companies belonging to Intesa Sanpaolo Banking Group.

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

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

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

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

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

In the event of default of the final payment, the Sales Agent is authorized to request the liquidation of shares and to refinance with the income, save its right to claim indemnities for potential subsequent damages. In case of a partial liquidation, it shall be made proportionally to the counter-value held by the investor in each sub-fund on the basis of the latest known net asset value.

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

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

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



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

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

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

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

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

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

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

or to Fideuram Gestions S.A. the subscription form provided that it is forwarded to Management Company and/or to Fideuram Gestions S.A. before 2:00 p.m..

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

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

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

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

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

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

### **3.3. Shares**

Currently, the Company only issues registered shares. Therefore, the quality of shareholder of a Company's sub-fund shall be established by the nominative registration entered in the shareholders' register. The investor may ask to receive a written confirmation of such registration in the shareholders' register. There shall be no material issue of registered share certificates, unless the Board of Directors decides otherwise.

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

The Company does not, at this time, envisage to issue bearer shares. If the Company decides to do

so, the present Prospectus and the KIID will be amended in order to provide investors with all useful information related thereto.

The shares are required to be negotiable and transferable on the Luxembourg Stock Exchange upon their admission to trading thereon and trades registered thereon are not able to be cancelled. Investment contracts remain owned by the shareholder and are not transferable on the secondary market operated by the Luxembourg Stock Exchange. Shares transferred to excluded shareholders in a secondary trading on the Luxembourg Stock may result in the compulsory redemption of such units by the Company.

In the sub-funds INTERFUND EQUITY USA, INTERFUND EQUITY JAPAN, INTERFUND EQUITY PACIFIC EX JAPAN, INTERFUND

EMERGING MARKETS LOCAL CURRENCY BOND and INTERFUND BOND US PLUS, two classes of shares are issued: class A shares (shares not covered against the risk relating to the fluctuations of exchange rates) and class H shares (shares with coverage of risks related to the fluctuations of exchange rates).

All shares of the sub-funds INTERFUND EQUITY USA, INTERFUND EQUITY JAPAN, INTERFUND EQUITY PACIFIC EX JAPAN, INTERFUND EMERGING MARKETS LOCAL CURRENCY BOND and INTERFUND BOND US PLUS were, at the date of the introduction of the two classes of shares, class A shares.

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

## 4. INVESTOR'S RIGHTS

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

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

- a) the right to participate in the income at the allocation of the net asset in case of liquidation of the Company;
- b) each share has a voting right at the shareholders' meetings. Fractions of shares have no voting rights. The annual general meeting shall be held according to Luxembourg law at the registered office of the Company in Luxembourg or at such other place in Luxembourg to be specified in the convening notice, the last Tuesday of March at 10:00 a.m.. If such day is a legal holiday in Luxembourg, the general meeting will be held on the next following bank business day. Other general shareholders' meetings may be held at such time and place to be specified in the convening notices.

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

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

- c) the right to redeem, at any time, the Company's shares (Chapter 6).
- d) the right to convert shares held in a share class into another share class within the same or another sub-fund as well as to convert shares held in a sub-fund in shares of another sub-fund (Chapter 5).
- e) the right to transfer the ownership of the shares (see item 3.3.). When such transfer will be made

abroad, this latter shall be carried out by the authorized Sales Agent; in particular, in Italy, by BANCA FIDEURAM S.p.A..

f) the right to have access to information regarding the investment activities published in periodic reports (Chapter 12).

The Company draws the investors' attention to the fact that any investor will only be able to fully exercise his investor rights directly against the Company, notably the right to participate in gene-

ral shareholders' meetings if the investor is registered himself and in his own name in the shareholders' register of the Company. In cases where an investor invests in the Company through an intermediary investing into the Company in his own name but on behalf of the investor, it may not always be possible for the investor to exercise certain shareholder rights directly against the Company. Investors are advised to take advice on their rights.

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

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

The switch request may be made for a minimum amount of EUR 25,000.-. The switch request shall be made in writing to the Sales Agent in charge or to Fideuram Gestions S.A. or directly to the Management Company with the mandatory indication of the sub-fund(s) to be liquidated and the sub-fund(s) to be subscribed as well as of the amount to be converted in case where this is not a full switch.

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

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

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

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

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

where:

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

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

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

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

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

Investors may also request at the same time the switch of shares held in several sub-funds into shares of one or several other sub-funds. The method of switch to be used shall be based on the same criteria than above adapted accordingly.

For each switch made, the Management Company or Fideuram Gestions S.A. shall forward to the investor a letter with the data relating to the converted shares at their respective value.

## 6. HOW TO REDEEM

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

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

In Italy, the redemption requests are addressed to Banca Fideuram S.p.A. which shall forward them to Fideuram Gestions S.A. the day of receipt.

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

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

There are no redemption fees. Possible taxes, stamp duties and other charges in relation to the

redemption of the shares are exclusively borne by the investor and shall be deducted from the redemption proceed.

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

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

The obligation of redemption ends at the sending of the payment means to the investor.

Special reasons, such as restrictions of exchange or circumstances outside the control of the Custodian, may render the transfer of the redemption proceed impossible in accordance with the modalities described above, in the country where the redemption is requested.

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

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

## 7. NET ASSET VALUE

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

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

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

- a) all cash at hand or receivable or on deposit, including accrued interests;
- b) all bills and demand notes and accounts receivable (including the profits from the sale of delivered securities for which the price has not yet been received);
- c) all transferable securities, shares, bonds, options or subscription rights, warrants and other investments of the Company;
- d) all dividends and distributions to be received by the Company in cash or in securities;
- e) all interest accrued produced by the securities owned by the Company, except if such interests are included in the principal amount of these securities;
- f) formation expenses of the sub-funds of the Company insofar as the same have not been written off; and
- g) all other assets of any kind and nature including expenses paid in advance.

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

- a) transferable securities and money market instruments admitted to the official listing on a stock exchange or dealt in on another regulated market, which is regulated and operates regularly and is open to the public in a State of Europe, America, Asia, Africa or Oceania are valued on the basis of the last known quoted price. If the same transferable securities or money market instrument is dealt in on several markets, the quotation of the main market shall be used;

b) for non listed transferable securities and money market instruments and the other transferable securities or money market instruments admitted to an official listing on a stock exchange or dealt in on another regulated market but for which the last quotation is not appropriate, the valuation shall be based on the last known market value or, in the absence thereof, on the basis of the probable realisation value which must be estimated with care and in good faith;

c) liquid assets are valued at their nominal value plus the accrued interests;

d) forward contracts and options are valued on the basis of the closing price of the preceding day on the relevant market. The used quotations are the delivery settlement price on the forward markets;

e) units of Undertakings for Collective Investment are valued on the basis of their last available net asset value; Feeder UCITS investments into Master UCITS will be valued at the latest available net asset value per share as published by the Master UCITS;

f) swaps shall be valued at their fair value on the basis of the last known closing quotation of the underlying asset.

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

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

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

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

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



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

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

The cut-off time for accepting orders for subscription or redemption in the Feeder Fund and the

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

## **8. SUSPENSIONS**

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

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

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

- e) in any event of force majeure, as for example, but not exclusively, in case of strike, technical difficulties, total or partial bugs in computer or communication systems, or war or natural disaster.

The cases of suspension aforementioned are announced by any appropriate means and notably in newspapers in which the net asset value is usually published as referred to in Chapter 12.

In case of master-feeder structure adopted by the Company, if the Master UCITS temporarily suspends the repurchase, redemption or subscription of its shares, whether at its own initiative or at the request of its supervisory authority, each of its Feeder UCITS will be entitled to suspend the repurchase, redemption or subscription of its shares within the same period of time as the Master UCITS.

## 9. EXPENSES BORNE BY THE INVESTOR

A) When dealing with a UNI subscription of shares and possible subsequent payments, the Sales Agent may withhold on the gross amount paid by the investor:

- a subscription fee calculated with a maximum rate of 6.5%;
- taxes and stamp duties possibly due on the subscription of the shares of the Company;
- administrative expenses relating to confirmation letters of investments.

B) When dealing with a switch transaction between sub-funds and/or classes of shares, the Sales Agent has the right to withhold:

- a fee calculated by applying a maximum rate of 5% of the switch amount;
- administrative expenses relating to the confirmation.

## 10. COMPANY'S FEES AND EXPENSES

Expenses borne by the Company, and therefore indirectly charged to the investors, include:

A) Fees due to the Management Company:

(i)

- 1/12 monthly of 0.40% for the sub-fund INTERFUND EURO LIQUIDITY;
- 1/12 monthly of 0.50% for the sub-fund INTERFUND EURO CURRENCY;
- 1/12 monthly of 0.55% for the sub-fund INTERFUND EURO BOND SHORT TERM 1-3;
- 1/12 monthly of 0.65% for the sub-funds INTERFUND SYSTEM EVOLUTION and INTERFUND EURO BOND SHORT TERM 3-5;
- 1/12 monthly of 0.70% for the sub-funds INTERFUND EURO BOND MEDIUM TERM, INTERFUND EURO BOND LONG TERM, INTERFUND BOND JAPAN and INTERFUND INFLATION LINKED;
- 1/12 monthly of 0.80% for the sub-funds INTERFUND EURO CORPORATE BOND, INTERFUND SYSTEM 100 and INTERFUND EMERGING MARKETS LOCAL CURRENCY BOND;
- 1/12 monthly of 0.85% for the sub-fund INTERFUND GLOBAL CONVERTIBLES;

- 1/12 monthly of 0.90% for the sub-funds INTERFUND BOND GLOBAL HIGH YIELD and INTERFUND BOND GLOBAL EMERGING MARKETS;
- 1/12 monthly of 0.95% for the sub-fund INTERFUND BOND US PLUS;
- 1/12 monthly of 1.10% for the sub-fund INTERFUND CRESCITA PROTETTA 80;
- 1/12 monthly of 1.25% for the sub-funds INTERFUND EQUITY ITALY, INTERFUND EQUITY JAPAN, INTERFUND EQUITY PACIFIC EX JAPAN, INTERFUND EQUITY EUROPE CONSUMER DISCRETIONARY, INTERFUND EQUITY GLOBAL EMERGING MARKETS and INTERFUND EQUITY EUROPE;
- 1/12 monthly of 1.55% for the sub-funds INTERFUND EQUITY USA and INTERFUND EQUITY USA ADVANTAGE;
- 1/12 monthly of 1.90% for the sub-fund INTERFUND INTERNATIONAL SECURITIES NEW ECONOMY.

The fee due to the Management Company shall be calculated daily on the global net value of each sub-fund and retained on the assets of each sub-fund at the beginning of the following month.

(ii)

A performance fee in INTERFUND EQUITY USA equal to 20% of the aggregate appreciation in value over the amount of the Benchmark Return. Performance fees are accrued at each valuation point and calculated at the last Business Day in the six month period ending on 30 June and the last Business Day in the six month period ending 31 December in each year (each a "Calculation Date"); payable ("Payment Date") immediately after the Calculation Date. The first performance period will run from October 15, 2008 and the first Calculation Date will be 31 December 2008.

For the purposes of calculating the performance fees, a performance period shall generally commence on the Business Day following the immediately preceding Calculation Date and end on the Calculation Date as at which the performance fee is to be calculated. If, however, shares were issued subsequent to the preceding Calculation Date, the performance period for those shares shall commence on the date of issue of those shares and end on the Calculation Date as at which the performance fee is to be calculated. Finally, if shares were redeemed between the immediately preceding Calculation Date and the Calculation Date as at which the performance fee is to be calculated, the performance period for those shares shall commence on the Business Day following the immediately preceding Calculation Date and end on the redemption date of those shares. In this case, if a performance fee is due, it will be crystallised at the date of redemption even if it will be paid only at the Payment Date.

The appreciation in value of any share shall be calculated as at each Calculation Date by deducting the "**Benchmark Return**" for that share from the "**Closing NAV**" of that share for that performance period.

The "**Closing NAV**" shall be the Net Asset Value per share at the Calculation Date as at which the calculation is being made before accrual of the performance fee and taxation, except that in respect of an investor who redeems shares during that performance period, the Closing NAV shall be the Net Asset Value per share at the date of redemption, before accrual of the performance fee and taxation.

The "**Benchmark Return**" applicable to each

share shall be calculated from the first day after the last performance fee Calculation Date at which a performance fee was payable, or if no performance fee has been paid, then from issue date. The Benchmark Return will be the notional return which would have accrued had either (i) a sum equal in value to the Net Asset Value corresponding to the share at the preceding Calculation Date at which the performance fee was payable, been invested in the applicable "Benchmark Index" from that Calculation Date to the current Calculation Date or (ii) if no performance fee has been paid, then a sum equal to the amount of the Net Asset Value on issue date, having been invested in the applicable "Benchmark Index" from issue date to the current Calculation Date.

In the event that the performance of a share does not exceed that of the Benchmark Return for a performance period, no performance fee shall be payable in respect of that flow until any underperformance in respect of the Benchmark Return has been recovered ("High Water Condition" relative to the Benchmark).

The foregoing performance fee methodology aims to reduce the potential inequalities of performance fees by calculating a fee that is based on any single share's returns rather than of the relevant sub-fund as a whole. This calculation involves the tracking of the relevant sub-fund's price movement with reference to all the shares. Whilst the performance fee methodology employed by the Company seeks to eliminate potential inequalities between investors arising from the calculation of performance fees there may be occasions where an investor pays performance fees for which the shareholder has gained no benefit.

A performance fee in INTERFUND EQUITY ITALY, INTERFUND EQUITY JAPAN and INTERFUND EQUITY PACIFIC EX JAPAN equal to 20% per year of the difference - if the difference is positive - between the total net asset value of the sub-fund (before calculation of the performance fee and taxes due) retained on the last day of the current fiscal year and the total net asset value retained on the last day of preceding fiscal year increased by the "Hurdle Rate" (hereafter HR) and corrected for sums received or paid in the sub-fund for subscriptions or redemptions of units of the current fiscal year, increased by HR applied

depending on the day of receipt of the said sums.

HR means for INTERFUND EQUITY ITALY the performance of the index "Comit Global R" of the Italian Stock Exchange; for INTERFUND EQUITY JAPAN the performance of the index "Morgan Stanley Capital International Japan"; for INTERFUND EQUITY PACIFIC EX JAPAN the performance of the index "Morgan Stanley Capital International Pacific ex Japan", retained at the last business day of the preceding fiscal year to which the performance fee is related and the one of the last day of the current fiscal year. The annual performance fee shall be calculated and made each day, on the basis of the total net asset value at the day of calculation.

This performance fee is calculated from February 1, 2010 and when it is due, the performance fee shall be paid annually to the Management Company and retained on the net assets of the sub-fund on the 10th business day following the end of the fiscal year which the performance refers to.

A performance fee in INTERFUND GLOBAL CONVERTIBLES equal to 20% of the aggregate appreciation in value over the amount of the Benchmark Return.

Performance fees are accrued at each valuation point and calculated at the last Business Day in the six month period ending on 30 June and the last Business Day in the six month period ending 31 December in each year (each a "Calculation Date"); payable ("Payment Date") immediately after the Calculation Date. The first performance period will run from October 28, 2010 and the first Calculation Date will be December 31, 2010.

For the purposes of calculating the performance fees, a performance period shall generally commence on the Business Day following the immediately preceding Calculation Date and end on the Calculation Date as at which the performance fee is to be calculated. If, however, shares were issued subsequent to the preceding Calculation Date, the performance period for those shares shall commence on the date of issue of those shares and end on the Calculation Date as at which the performance fee is to be calculated. Finally, if shares were redeemed between the immediately preceding Calculation Date and the Calculation Date as at which the performance

fee is to be calculated, the performance period for those shares shall commence on the Business Day following the immediately preceding Calculation Date and end on the redemption date of those shares. In this case, if a performance fee is due, it will be crystallised at the date of redemption even if it will be paid only at the Payment Date.

The appreciation in value of any share shall be calculated as at each Calculation Date by deducting the "Benchmark Return" for that share from the "Closing NAV" of that share for that performance period.

The "Closing NAV" shall be the Net Asset Value per share at the Calculation Date as at which the calculation is being made before accrual of the performance fee and taxation, except that in respect of an investor who redeems shares during that performance period, the Closing NAV shall be the Net Asset Value per share at the date of redemption, before accrual of the performance fee and taxation.

The "Benchmark Return" applicable to each share shall be calculated from the first day after the last performance fee calculation date at which a performance fee was payable, or if no performance fee has been paid then from issue date.

The Benchmark Return will be the notional return which would have accrued had either (i) a sum equal in value to the Net Asset Value corresponding to the share at the preceding Calculation Date at which the performance fee was payable, or (ii) if no performance fee has been paid then the Net Asset Value on issue date, been invested in the "Benchmark Index" from issue date to the current Calculation Date.

In the event that the performance of a share does not exceed that of the Benchmark Return for a performance period, no performance fee shall be payable in respect of that flow until any underperformance in respect of the Benchmark Return has been recovered ("High Water Condition" relative to the benchmark).

The foregoing performance fee methodology aims to reduce the potential inequalities of performance fees by calculating a fee that is based on any single share's returns rather than of the relevant sub-fund as a whole.

This calculation involves the tracking of the relevant sub-fund's price movement with reference to all the shares. Whilst the performance fee methodology employed by the Company seeks to eliminate potential inequalities between investors arising from the calculation of performance fees there may be occasions where an investor pays performance fees for which he/she has gained no benefit.

A performance fee in INTERFUND EQUITY GLOBAL EMERGING MARKETS equal to 20% per year of the difference - if the difference is positive - between the total net asset value of the sub-fund (before calculation of the performance fee) retained on the last day of the current fiscal year and the total net asset value retained on the last day of preceding fiscal year increased by the "Hurdle Rate"(thereafter HR) and corrected for sums received or paid in the sub-fund for subscriptions or redemptions of units of the current fiscal year, increased by HR applied depending on the day of receipt of the said sums.

For the first fiscal year, for the purpose of the calculation and the possible drawing of the performance fee, the total net asset value of reference is the one at September 30th 2011.

HR means the performance of the benchmark of the Sub Fund over the relevant period. The annual performance fee shall be calculated and made each day, on the basis of total net asset value at the day of calculation. Crystallization will happen yearly, at the last day of the year, and when it is due, the performance fee shall be paid to the Management Company and retained on the net assets of the sub-fund on the 10th business day following the end of the fiscal year which the performance refers to. In the event that the Investment Manager will change in a date different from a calculation date of the performance fee, the performance fee will be crystallized at the date of termination of the investment management agreement.

The performance fee to the Management Company for the sub-fund INTERFUND EQUITY EUROPE is equal to 20% per year of the difference - if the difference is positive - between the total gross net asset value of the sub-fund (before calculation of the performance fee) retained on the last day of the current fiscal year and the total net asset value retained on the last day of preceding fiscal year increased by the "Hurdle

Rate"(thereafter HR) and corrected for sums received or paid in the sub-fund for subscriptions or redemptions of units of the current fiscal year and eventual cashflows paid from the sub-fund to unitholders as dividend, increased by HR applied depending on the day of receipt/paid of the said sums. For the first fiscal year, for the purpose of the calculation and the possible drawing of the performance fee, the total net asset value of reference is the one at June 28, 2013. HR means the performance of the benchmark of the sub-fund over the relevant period. The annual performance fee shall be calculated and made each day, on the basis of total gross net asset value at the day of calculation. Crystallization will happen yearly, at the last day of the year, and when it is due, the performance fee shall be paid to the Management Company and retained on the net assets of the sub-fund on the 10th business day following the end of the fiscal year which the performance refers to.

The performance fee for the Management Company for the INTERFUND EQUITY USA ADVANTAGE is equal to 20% of the difference - if the difference is positive - between the total gross net asset value of the sub-fund (before calculation of the performance fee) retained on the last day of the current fiscal year and the total net asset value evaluated at the initial reference date increased by the HR and corrected for sums received or paid in the sub-fund for subscriptions or redemptions of units of the current fiscal year, increased by HR applied depending on the day of receipt of the said sums. The initial reference date is last date in which positive performance fees has been crystallized to the fund or, if no performance fee has been charged in the previous two years, is the last day of the previous year. For the first fiscal year, for the purpose of the calculation and the possible drawing of the performance fee, the total net asset value of reference is the one at January 31st, 2013. HR means the performance of the benchmark of the sub-fund over the relevant period. The annual performance fee shall be calculated and made each day, on the basis of total gross net asset value at the day of calculation. Crystallization will happen yearly, at the last day of the year, and when it is due, the performance fee shall be paid to the Management Company and retained on the net assets of the sub-fund on the 10th business day following the end of the fiscal year which the perfor-

mance refers to. In the event that the Investment Manager will change in a date different from a calculation date of the performance fee, the performance fee will be crystallized at the date of termination of the investment management agreement.

**B)** The fee of 0.135% per year, due the Management Company for the activity of Central Administration, calculated on the basis of the aggregate of the net assets of the Company on the last business day of each month and retained at the beginning of the following month. For the sub-fund INTERFUND CRESCITA PROTETTA 80, the fee of 0.135% per year shall be calculated daily on the global net value of the sub-fund and retained at the beginning of the following month.

**C)** Fees due to the Custodian and the Domiciliary Agent of 0.045% per year (excluding VAT) (calculated on the aggregate of net assets of the Company on the last business day of each month). For the sub-fund INTERFUND CRESCITA PROTETTA 80, the fee of 0.045% per year (excluding VAT) shall be calculated daily on the global net value of the sub-fund and retained at the beginning of the following month. The fee is not inclusive of the costs related to the transaction fees and any applicable value added tax undertaken by the Custodian in relation with custodian activities.

**D)** The subscription tax of 0.05% per year, payable quarterly and calculated on the net assets of each sub-fund of the Company at the end of each quarter. For the sub-fund INTERFUND EURO LIQUIDITY qualifying as Money Market Fund, the subscription tax is reduced to 0.01% per year.

The Company shall, moreover, bear the following fees and expenses:

- the formation expenses of the Company and its sub-funds and expenses for further amendments to the articles of incorporation;
- the remunerations and indemnities of the directors (such as determined by the general meeting of its shareholders);
- all taxes payable on the assets, income and expenses chargeable to the Company;
- the usual standard brokerage and bank fees originating from the Company's transactions;

- all fees due to the auditor and legal advisers of the Company;
- all registration fees;
- all drafting fees, marketing fees, printing and publication fees of the sales documents and periodic reports;
- all drafting fees, printing, publication and distribution fees for notices and other information to the shareholders;
- all expenses, including taxes and governmental fees and duties relating to the marketing authorisation of the Company and the sale of its shares in other jurisdictions and relating to the quotation on any stock exchange;
- all expenses incurred in connection with its operation and its management.

All periodic expenses shall be directly charged on the assets of the Company. The non periodic expenses may be amortised over a period of 5 years.

All expenses, which are not directly attributable to a specific sub-fund, will be charged proportionally to each sub-fund.

**E)** All the costs related to securities lending (agency fees and transaction costs).

#### **Aggregated Charges and Expenses for the Feeder Fund**

The sub-fund INTERFUND CRESCITA PROTETTA 80 is investing in the Master Fund MS Fideuram Equity Smart Beta Dynamic Protection 80 Fund.

The total cost of the Master Fund is up to 1,65% per year. The fees and expenses of the Feeder Fund are described in section from A to E of this article.

The Master Fund is entitled to receive additional charges and expenses specified in the section entitled **Ongoing Charges and Expenses** in the Master Fund Prospectus. In addition, no share dealing charges will be applicable at the Master Fund to investment made by the Feeder Fund.

The KIID issued for the Feeder Fund may also contain additional information on ongoing charges incurred by the Feeder Fund (aggregated with the charges incurred at the level of the Master Fund).



## 11. TAXATION

### A) For the Company

#### ▪ in the Grand Duchy of Luxembourg

the Company is subject in the Grand Duchy of Luxembourg to a subscription tax of 0.05% per year, payable quarterly and calculated on the aggregated net assets of the Company valued on the last day of each quarter; tax is settled quarterly; for the sub-fund INTERFUND EURO LIQUIDITY qualifying as Money Market Fund, the subscription tax is reduced to 0.01% per year.

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

#### ▪ in other countries:

the Company is subject to tax legislations relating to undertakings for collective investment in transferable securities applicable in countries in which it is authorized to distribute its shares.

Taxes in force are levied, particularly in Italy, proportionally to the shares placed on the Italian territory and paid to the Italian provincial tax office within the delays and according to the modalities provided for by the Italian legislation.

The Company collects amounts that shall be due to it from securities in the portfolio after deduction of possible withholding taxes in the country of origin.

### B) For the investor:

#### ▪ in the Grand Duchy of Luxembourg

The investor who is non resident in the Grand Duchy of Luxembourg is not subject to Luxembourg taxes.

However, any natural person who resides in another Member State of the European Union or associated territories and uses a Luxembourg paying agent is subject to the following provisions: on June 3, 2003, the Council of the European Union adopted directive 2003/48/EC (the "Savings Directive") which has been implemented in the Grand Duchy of Luxembourg with effect on July 1, 2005. Under the Savings Directive, the Grand Duchy of Luxembourg applies a withholding system on interest payments and other similar income. The withholding rate is of 15% until June 30, 2008. After this initial period, the rate will be increased to 20% for a three years period. The final rate will be 35%.

The Savings Directive may potentially have an impact on the tax treatment of the distributions made, and/or capital gains on the redemptions made, by certain sub-funds at the level of the taxation of the shareholders, depending on the assets percentage of such sub-funds, which is invested in debt securities.

Are concerned the sub-funds I01, I02, I03, I04, I05, I06, I07, I09, I11, I16, I19, I22, I32, I33, I34, I35, I36 and I37.

#### ▪ in the other countries

The investor shall inform of the tax status applicable in his country of origin.

In Italy, particularly, income coming from securities issued by undertakings for collective investment in transferable securities of foreign law whose distribution is authorized in Italy, are not subject to income tax for natural persons.

## 12. NOTICE

The Company shall publish twice a year a financial report on the transactions of each sub-fund and shall make it available to all investors.

The prospectus, the KIID, the articles of incorporation, the audited annual report published within four months following the end of the fiscal year, as well as all non-audited semi-annual reports, published within two months following the end of the concerned period, will be available to the investors at the registered office of the Company, the Management Company, Fideuram Gestions S.A. in its role as administrative agent, the Custodian and the Sales Agent.

The Company shall make books and accounting documents available to the investors at the registered office of Fideuram Gestions S.A. in its role as administrative agent in Luxembourg in order to be reviewed, including balance sheet, profit and loss accounts.

The Management Company shall ensure scrupulously that the daily net asset value of shares of each sub-fund as well as all information relating to the suspension of net asset values of the different sub-funds shall be published each business day in newspapers of more general circulation in countries where shares are offered for sale.

In Italy, such value shall be published with the indication of the date corresponding to the reference day, which is the one preceding the day of the settlement of corresponding amounts.

Any notice to investors is published in the aforementioned newspapers.

Data relating to the determination of the net asset value as well as of the issue, redemption and switch prices are available every business day in Luxembourg at the Company as well as at the office of Fideuram Gestions S.A. in its role as administrative agent.

For each payment, the Management Company or the authorised Sales Agent shall send a confirmation letter of the realised investment to the investors, indicating, among others, the date at which the Management Company or Fideuram Gestions S.A. has received the proper information concerning the subscription request, the date of receipt of mean of payment by the Company at the Custodian and the mean of payment used, the

gross amount paid, the net invested amount, the date of the settlement of corresponding amounts, the number of shares subscribed, the concerned sub-fund and the net asset value applied.

In Italy, confirmation letters of subscriptions, switches and redemptions are sent by BANCA FIDEURAM S.p.A..

The following documents may be consulted at the registered office of the Company, Fideuram Gestions S.A. in its role as administrative agent as well as at the Sales Agent:

- the coordinated articles of incorporation of the Company;
- the KIID;
- the agreement between the Company and the Management Company;
- the agreement between the Company and the Custodian and Paying Agent;
- the Information Agreement between the Management Company and the Custodian;
- the agreements between the Management Company and the Administrative, Registrar and Transfer Agent;
- the agreement between the Management Company and the Investment Managers;
- the agreements between the Management Company and each Sales Agent;
- the periodic financial reports.

A copy of the Prospectus, the KIID, the articles of incorporation and the periodic financial reports may be obtained, free of any charge, at the registered office of the Management Company, of the Company as well as at the office of Fideuram Gestions S.A. in its role as administrative agent and BANCA FIDEURAM S.p.A..

Finally the prospectus of the Master Fund as supplemented from time to time is available free of charge from the Company (i) at the registered office of the Management Company, of the Company as well as at the office of Fideuram Gestions S.A. and Banca Fideuram S.p.A. The relevant agreement between the Company and the Master Fund may be obtained free of charge at the same address.

### 13. LIQUIDATION OF THE COMPANY / LIQUIDATION AND MERGER OF SUB-FUNDS

Without prejudice to the legal provisions, Article 25 of the articles of incorporation determines the modalities for the liquidation of the Company in the case where the liquidation would be decided by the general meeting of shareholders, and in accordance with the Luxembourg law of 10 August 1915 concerning public limited companies.

The Company may also be put into liquidation by judicial decision according to the Law.

The notice concerning the liquidation of the Company shall be published by the Company in the Mémorial as well as in at least one newspaper in Luxembourg and at least two newspapers of each country in which the shares of the Company are sold, at the choice of the Company.

The issue, switch or redemption of shares shall not be authorised after the publication of the first convening notice of the extraordinary general meeting, which has to decide the dissolution of the Company. All existing shares at the time of the liquidation shall participate in the distribution of the net liquidation proceeds of the Company.

The net liquidation proceeds that are not distributed to the shareholders at the closing of the liquidation shall be deposited with the Caisse des Dépôts et Consignation in Luxembourg until the end of the legal prescription period.

Each sub-fund of the Company being a Feeder sub-fund shall be liquidated,

1-if its Master UCITS is liquidated, unless the CSSF approves:

a. The investment of at least 85% of the assets of the Feeder sub-fund in units of another Master UCITS; or

b. Its conversion into a sub-fund which is not a Feeder sub-fund.

2-If its Master UCITS is divided into two or more UCITS or merged with another UCITS, unless the CSSF approves:

a. That Feeder Sub-fund continue to be a feeder of the Master UCITS or another UCITS resulting from the merger or division of the Master UCITS

b. The investment of at least 85% of the assets of the Feeder sub-fund in units of another Master UCITS; or

c. Its conversion into a sub-fund which is not a Feeder sub-fund.

Without prejudice to specific provisions regarding compulsory liquidation, the liquidation of a sub-fund of the Company being a Master sub-fund shall take place no sooner than three months after the Master sub-fund has informed all of its shareholders and the CSSF of the binding decision to liquidate.

The Board of Directors may decide to liquidate a sub-fund in case of extraordinary events such as changes in the political, economical or monetary situation or when the net asset of a sub-fund is less than 50,000,000.- (fifty million) EURO. When the Company decides the liquidation of a sub-fund, no shares shall be issued in this sub-fund. In such case, a notice shall be published by the Company in the Mémorial as well as in at least one Luxembourg newspaper and at least two newspapers of each country in which shares of the Company are sold, at the choice of the Company. In waiting for the liquidation of the sub-fund, the Company shall continue to accept the redemption requests of shares of the concerned sub-fund. For this purpose, the Company shall use the Net Asset Value calculated taking into account the liquidation costs but without deduction of any redemption fee. The Company shall repay each shareholder proportionally to the number of shares held in the sub-fund. The net liquidation proceeds that have not been distributed will be deposited at the Caisse des Dépôts et Consignation in Luxembourg until the end of the legal prescription period.

The Board of Directors may decide to merge two or several sub-funds of the Company or to contribute one or several sub-funds of the Company to another Luxembourg or foreign UCITS in case of changes in the political, economical or monetary situation or because the net asset of a sub-fund is less than 50,000,000.- (fifty millions) EURO and such merger/contribution will be realized in accordance with Chapter 8 of the Law and pursuant to Article 73 (2) of the Law, the subscription, repurchase or redemption of shares may be temporarily suspended upon publication of the notice infor-

ming the shareholders of the decision of merger/contribution provided that such suspension is justified for the protection of the shareholders. The Board of Directors will decide on the effective date of any merger of a sub-fund with another UCITS pursuant to article 66 (4) of the Law.

Where a sub-fund of the Company has been established as a Master sub-fund, no merger or division of shall become effective, unless the Master sub-fund has provided all of its shareholders and the competent authorities of the home Member State of the European Union (the "Member

State") with the information required by law, by sixty days before the proposed effective date. Unless the CSSF or the competent authorities of the Member State of the Feeder UCITS, as the case may be, have granted the Feeder-UCITS approval to continue to be a Feeder-UCITS of the Master sub-fund resulting from the merger or division of such master Sub-Fund, the Master sub-fund shall enable the Feeder UCITS to repurchase or redeem all shares in the Master sub-fund before the merger or division becomes effective.

## 14. MANAGEMENT COMPANY

The Company has appointed FIDEURAM ASSET MANAGEMENT (IRELAND) LIMITED as Management Company pursuant to an agreement entered into on April 1, 2014. Such agreement is concluded for an indefinite period.

FIDEURAM ASSET MANAGEMENT (IRELAND) LIMITED is a management company duly authorized in accordance with the Directive 2009/65/CE ("UCITS IV Directive").

FIDEURAM ASSET MANAGEMENT (IRELAND) LIMITED is a private company limited by shares under Irish law, incorporated in Dublin, on October 18, 2001. Its capital is at 1,000,000.- EURO. The registered office is in Dublin, 2, George's Court, 54-62 Townsend Street.

FIDEURAM ASSET MANAGEMENT (IRELAND) LIMITED is responsible for the management, the administration of undertakings for collective investment and the distribution of those undertakings under its management, and carries out administrative services to undertakings for collective investment.

FIDEURAM ASSET MANAGEMENT (IRELAND) LIMITED is in charge of the management, the administration and the distribution of the Company.

FIDEURAM ASSET MANAGEMENT (IRELAND) LIMITED is responsible for the daily management of the investments of each sub-fund of the Company. The Management Company may at its own costs and under its own control and its own responsibility, appoint one or several advisers and/or investment managers.

FIDEURAM ASSET MANAGEMENT (IRELAND) LIMITED is also in charge of the marketing and the distribution of the shares of the Company but is entitled, at its own costs, to appoint representatives in the various countries of marketing.

In its role as Management Company of the Company, FIDEURAM ASSET MANAGEMENT (IRELAND) LIMITED has delegated at its own costs and under its own control and responsibility certain functions to duly authorized third service providers.

## 15. CUSTODIAN, PAYING AGENT AND DOMICILIARY AGENT

FIDEURAM BANK (LUXEMBOURG) S.A., a public limited company under Luxembourg law with registered office at 9-11, Rue Goethe, Luxembourg, Grand Duchy of Luxembourg, has been appointed as the Custodian.

FIDEURAM BANK (LUXEMBOURG) S.A. is a credit institution that carries out the investment and portfolio management function in the Grand Duchy of Luxembourg and it was incorporated on October 1, 1998.

The own funds of FIDEURAM BANK (LUXEMBOURG) S.A. were EURO 64,068,907 as of December 31, 2007.

The relationship between the Company and the Custodian are defined by an agreement entered into on December 1, 2005 and an Information Agreement has been entered into between the Management Company and the Custodian on April 1, 2014.

The functions and responsibilities of the Custodian are governed by the provisions of the Law concerning undertakings of collective investment.

The Custodian must, moreover :

a) ensure that the sale, issue, redemption, switch and cancellation of shares effected by or on behalf of the Company are carried out in accordance with the law and the articles of incorporation of the Company;

b) ensure that in transactions involving the assets of the Company, the consideration is delivered within the customary time limits ;

c) ensure that the profits of the Company are allocated in accordance with the articles of incorporation.

Pursuant to the agreement concluded, the Custodian provides also for domiciliary agent services to the Company.

## 16. ADMINISTRATIVE, REGISTRAR AND TRANSFER AGENT

The Management Company has appointed FIDEURAM GESTIONS S.A. pursuant to the terms of an agreement entered into on April 1, 2014 for the performance of certain administrative functions (the "Administrative Agent").

In its capacity as Administrative Agent, FIDEURAM GESTIONS S.A. is responsible for the general administrative functions required by law, is in charge of the calculation of the net asset value of each Sub-Fund and the maintenance of accounting records.

FIDEURAM GESTIONS S.A. is also entitled at its own costs and under its own control and responsibility, to delegate certain other functions of the central administration to another company authorized to carry out such functions.

Furthermore, the Management Company has appointed FIDEURAM GESTIONS S.A. pursuant to the terms of an agreement entered into on April 1, 2014 for the performance of registration and transfer services (the "Registrar and Transfer Agent") relating to the shares of the Company.

In its capacity as Registrar and Transfer Agent, FIDEURAM GESTIONS S.A. is responsible for processing the issue, redemption, conversion and transfer of shares of the Company, as well as for maintaining the register of shareholders.

The Registrar and Transfer Agent shall confirm the execution of orders as soon as possible and at the latest two working days after receiving the order.

## 17. INVESTMENT MANAGERS – SUB-INVESTMENT MANAGER

The Management Company has appointed several companies as investment managers (hereafter the "Investment Managers") for the performance of investment management activity in relation to specific Sub-Funds, as specified here below.

The Management Company has appointed pursuant to the terms of an investment management agreement entered into on April 1, 2014, Fideuram Investimenti SGR S.p.A as Investment Manager for an indefinite period for the sub-funds INTERFUND EQUITY ITALY, INTERFUND SYSTEM EVOLUTION and INTERFUND SYSTEM 100. Each party may terminate the agreement by providing a three months' written notice. The Investment Manager is controlled by Banca Fideuram, itself owned by Intesa Sanpaolo Group. Its registered office is located in Milano, 9 Piazza Erculea and its principal activities are portfolio management.

The Management Company has appointed pursuant to the terms of an investment management agreement entered into on October 15, 2008, as amended from time to time, GLG Partners LP as Investment Manager for an indefinite period of time for the sub-fund INTERFUND EQUITY USA. Each party may terminate the agreement by providing a minimum of three months' written notice. The Investment Manager was created in 1995 through a division of Lehman Brothers and restructured as an independent legal entity in 2000. Its registered office is at One Curzon Street, London W1J 5HB and its principal activity consists of investment management. GLG Partners LP has in its turn delegated some tasks (i.e.: analysis, research and part of the trading) related to the investment mandate of INTERFUND EQUITY USA to GLG Inc., 390 Park Avenue, 20th Floor, NY-10022 New York, with the approval of the Management Company and pursuant to a Supplemental Agreement to the Sub-Investment Management Agreement entered into on October 1, 2009, as amended from time to time, between Fideuram Asset Management (Ireland) Limited and GLG Partners LP. Finally, the Management Company has also appointed GLG Partners LP as Investment Manager for the sub-fund INTERFUND GLOBAL CONVERTIBLES pursuant to the terms of an investment management agreement entered into on October

15, 2010, as amended from time to time, for an indefinite period of time.

The Management Company has appointed pursuant to the terms of an investment management agreement entered into on October 15, 2010, as amended from time to time, PIMCO Europe Ltd as Investment Manager for an indefinite period for the sub-funds INTERFUND EMERGING MARKETS LOCAL CURRENCY BOND and INTERFUND BOND US PLUS. Each party may terminate the agreement by providing a three months' written notice. The Investment Manager was established in 1998 and belongs to Allianz Group since 2000. Its registered office is at Nations House, 103 Wigmore Street, London W1U 1QS and its principal activity consists of investment management.

The Management Company has appointed pursuant to the terms of an investment management agreement entered into on April 23, 2012, as amended from time to time, FIL Pensions Management as Investment Manager for an indefinite period for the sub-fund INTERFUND BOND GLOBAL HIGH YIELD. Each party may terminate the agreement by providing a three months' written notice. Its registered office is located at Oakhill House, 130 Tonbridge Road, Hildenborough, Tonbridge, Kent TN11 9DZ.

The Management Company has appointed pursuant to the terms of an investment management agreement entered into on January 14, 2013, as amended from time to time, Morgan Stanley Investment Management Ltd as Investment Manager for an indefinite period for the sub-fund INTERFUND EQUITY USA ADVANTAGE. Each party may terminate the agreement by providing a three months' written notice. Its registered office is located at Morgan Stanley Investment Management Ltd, 25 Cabot Square, Canary Wharf, Floor 07 London, E14 4QA.

Pursuant to these investment management agreements, each Investment Manager undertakes to manage the investment and the reinvestment of the assets of the relevant sub-fund under the control and responsibility of the Management Company.

In consideration for its services, each Investment Manager shall receive a fee paid by the Management Company.



## 18. SALES AGENT

Shares of the Company may be subscribed at the registered office of the Company or of the Management Company or Fideuram Gestions S.A. in Luxembourg or through the Sales Agent appointed by the Management Company in the countries where the shares of the Company are distributed.

In Italy, particularly, the duty of the Sales Agent is entrusted to BANCA FIDEURAM S.p.A., established and having its registered office in Roma, Piazzale Giulio Douhet, 31, and having its second registered office, with a permanent establishment in Milano, Corso di Porta Romana, No. 16.

BANCA FIDEURAM S.p.A is a credit institution in Italy.

The share capital of BANCA FIDEURAM S.p.A., fully paid up and subscribed, is as of December 31, 2002 at 254,875,546.64.- EURO. Shares are admitted at the Stock Exchange of Milan.

Its net assets raised at 804,103,819.- EURO on December 31, 2002.

BANCA FIDEURAM S.p.A shall act, within the meaning of Italian law, as agent with representa-

tion in the name and on behalf of the investors. BANCA FIDEURAM S.p.A., as representative, is registered in the register of the Company as holder of the shares on behalf of the investors.

BANCA FIDEURAM S.p.A. is in charge to receive names of investors, subscription, redemption and switch requests for shares of the Company and to forward them to Fideuram Gestions S.A. in Luxembourg.

However, the investor:

1. may, at any time, invest in the Company directly at the registered office of the Company or of the Management Company or Fideuram Gestions S.A. in Luxembourg;
2. has a direct right of claim to shares subscribed by the Sales Agent;
3. may terminate the mandate at any time by providing an eight days' written notice.

These conditions are not applicable to investors solicited in countries where such service is essential or mandatory for legal or regulatory reasons or for constraining practices.

## 19. DECLARATION OF RESPONSIBILITY

The responsibility of the full disclosure nature of data, notes and information contained in the pre-

sent prospectus belongs exclusively to the Board of Directors of the Company.









