

THEAM QUANT

PROSPECTUS

February 2017

IMPORTANT INFORMATION

General

Shares in the Company are offered on the basis of the information and the representations contained in the current Prospectus accompanied by the KIID(s), the latest annual report and semi-annual report, if published after the latest annual report, as well as the documents mentioned herein which may be inspected by the public at the offices of the Company, the Management Company and Administrative Agent.

In addition to the General Section, investors must refer to the relevant Special Section(s) attached at the end of the Prospectus. Each Special Section sets out the specific objectives, policy and other features of the relevant Sub-fund to which the Special Section relates as well as risk factors and other information specific to the relevant Sub-fund.

No person has been authorised to issue any advertisement or to give any information, or to make any representations in connection with the offering, placing, subscription, sale, conversion or redemption of Shares other than those contained in this Prospectus and the KIID(s) and, if issued, given or made, such advertisement, information or representations must not be relied upon as having been authorised by the Company. Neither the delivery of this Prospectus or of the KIID(s) nor the offer, placement, subscription or issue of any of the Shares will under any circumstances create any implication or constitute a representation that the information given in this Prospectus and in the KIID(s) is correct as of any time subsequent to the date hereof.

The members of the Board, whose names appear under the Section "General Information", accept joint responsibility for the information and statements contained in this Prospectus and in the KIID issued for each Sub-fund. They have taken all reasonable care to ensure that the information contained in this Prospectus and in the KIID(s) is, to the best of their knowledge and belief, true and accurate in all material respects and that there are no other material facts the omission of which makes misleading any statement herein, whether of fact or opinion at the date indicated on this Prospectus.

Investors may, subject to applicable law, invest in any Sub-fund offered by the Company. Investors should choose the Sub-fund that best suits their specific risk and return expectations as well as their diversification needs and are encouraged to seek independent advice in that regard. A separate pool of assets will be maintained for each Sub-fund and will be invested in accordance with the Investment Policy applicable to the relevant Sub-fund in seeking to achieve its Investment Objective. The Net Asset Value and the performance of the Shares of the different Sub-funds and Classes thereof are expected to differ. It should be remembered that the price of Shares and the income (if any) from them may fall as well as rise and there is no guarantee or assurance that the stated Investment Objective of a Sub-fund will be achieved.

An investment in the Company involves investment risks including those set out herein under Section 19 of the General Section. In addition, investors should refer to the Section "Specific Risk Factors" of the Special Section of the relevant Sub-fund (if any) in order to assess – and inform themselves on – the specific risks associated with an investment in such Sub-fund.

The Company is allowed to invest in financial derivative instruments. While the prudent use of derivatives can be beneficial, derivatives also involve risks different from, and, in certain cases, greater than, the risks presented by more traditional investments. A more detailed description of the risks relating to the use of derivatives may be found under Section 19 of the General Section. The Special Section relating to each Sub-fund will give more precise information on the types of derivatives, if any, which may be used by a Sub-fund for investment purposes.

All Shareholders are entitled to the benefit of, are bound by and are deemed to have notice of, the provisions of the Prospectus, the Special Sections and the Articles.

Definitions

Unless the context otherwise requires, or as otherwise provided in this Prospectus, capitalised words and expressions will bear the respective meanings ascribed thereto under the Section "Definitions".

Selling Restrictions

The distribution of this Prospectus and the offering or purchase of Shares is restricted in certain jurisdictions. This Prospectus and the KIID(s) do not constitute an offer of or invitation or solicitation to subscribe for or acquire any Shares in any jurisdiction in which such offer or solicitation is not permitted, authorised or would be unlawful. Persons receiving a copy of this Prospectus or of the KIID(s) in any jurisdiction may not treat this Prospectus or KIID(s) as constituting an offer, invitation or solicitation to them to subscribe for or acquire Shares notwithstanding that, in the relevant jurisdiction, such an offer, invitation or solicitation could lawfully be made to them without compliance with any registration or other legal requirement. It is the responsibility of any persons in possession of this Prospectus or of the KIID(s) and any persons wishing to apply for or acquire Shares to inform themselves of, and to observe, all applicable laws and regulations of any relevant jurisdiction. Prospective applicants for or purchasers of Shares should inform themselves as to the legal requirements of so applying or purchasing, and any applicable exchange control regulations and taxes in the countries of their respective citizenship, residence or domicile.

Luxembourg – The Company is registered pursuant to Part I of the 2010 Act. However, such registration does not require any Luxembourg authority to approve or disapprove either the adequacy or accuracy of this Prospectus or the assets held in the various Sub-funds of the Company. Any representations to the contrary are unauthorised and unlawful.

European Union – The Company qualifies as a UCITS and may apply for recognition under the UCITS Directive, for marketing to the public in certain EEA Member States.

USA – This Prospectus does not constitute an offer or solicitation in respect of any US Person, as defined herein. The Shares may not be offered, sold, transferred or delivered, directly or indirectly, in the United States of America, its territories or possessions or to US Persons. Neither the Shares nor any interest therein may be beneficially owned by any other US Person. Any re-offer or resale of any of the Shares in the United States or to US Persons is prohibited.

The Shares have not been registered under the US Securities Act of 1933, as amended (the **US Securities Act**) or the securities laws of any state or political subdivision of the United States, and may not be offered, sold, transferred or delivered, directly or indirectly, in the United States or to, or for the account or benefit of, any US Person. The Company has not registered and does not intend to register: (a) under the United States Investment Company Act of 1940, as amended (the **Investment Company Act**) in reliance on the exemption from such registration pursuant to Section 3(c)(7) thereunder; or (b) with the United States Commodity Futures Trading Commission (the **CFTC**) as a commodity pool operator, in reliance on the exemption from such registration pursuant to CFTC Rule 4.13(a)(4). Accordingly, the Shares are being offered and sold only outside the United States to persons other than US Persons in offshore transactions that meet the requirements of Regulation S under the US Securities Act.

Each applicant for the Shares must certify that it is not a US person as defined in Regulation S under the US Securities Act and CFTC Rule 4.7 and not a US resident within the meaning of the Investment Company Act.

The Company will not accept any subscriptions from investors that are employee benefit plans or entities whose assets constitute employee benefit plan assets whether or not subject to the United States Employee Retirement Income Securities Act of 1974, as amended (collectively, **Benefit Plans**), if, after such subscription, the Shares held by Benefit Plans would be 25% or more of any class of Shares. If the Company

determines that it has inadvertently accepted any such subscription, it reserves the right to unilaterally redeem such subscription.

Prevailing language

The distribution of this Prospectus and the KIID(s) in certain countries may require that these documents be translated into the official languages of those countries. Should any inconsistency arise between the translated versions of this Prospectus, the English version will always prevail.

Data protection

Certain personal data of Shareholders (including, but not limited to, the name, address and invested amount of each Shareholder) may be collected, recorded, stored, adapted, transferred or otherwise processed and used by the Company and the Management Company as data controllers in the meaning of applicable data protection law. In particular, such data may be processed for the purposes of account and distribution fee administration, anti money laundering and terrorism financing identification, tax identification and, as the case may be, reporting, under the EU Savings Directive, FATCA, Council Directive 2011/16/EU on Administrative Cooperation in the field of Taxation (as amended by Council Directive 2014/107/EU), the OECD's standard for automatic exchange of financial account information (commonly referred to as the "Common Reporting Standard") or any other exchange of tax information regimes to which the Company may be subject to from time to time, maintaining the register of Shareholders, processing subscription, redemption and conversion orders and payments of dividends to Shareholders, to provide client-related services for fraud prevention purposes, to manage litigation, for accounting and marketing purposes and to the extent required to comply with applicable laws. Such information will not be passed on to any unauthorised third persons. Personal data may however be disclosed to third parties where necessary for legitimate business interests. This may include disclosure to third parties such as financial intermediaries, distributors and/or placing agents, Service Providers, Affiliates of the Management Company, auditors and the regulators or agents of the aforementioned entities who process the personal data for carrying out their services and complying with legal obligations including legal obligations under applicable company law and anti-money laundering legislation. Certain of the aforementioned entities and third parties may be situated in countries outside of the European Union which may not have data protection requirements deemed equivalent to those prevailing in the European Union.

The Management Company may sub-contract to another entity (the **Processor**) (such as the Administrative Agent) the processing of personal data. When subscribing Shares in the Shareholders consent to the aforementioned processing of their personal data and in particular the disclosure of their personal data as described in the preceding paragraph including the transfer of their personal data to parties situated in countries outside of the European Union which may not have the same personal data protection laws as in Luxembourg. Reasonable measures will be taken by the Company and the Management Company to ensure confidentiality of the personal data transferred abroad. However, due to the fact that the personal data is transferred electronically and made available outside of Luxembourg, the same level of confidentiality and the same level of protection in relation to data protection regulation as currently in force in Luxembourg may not be guaranteed while the personal data is kept abroad. Each individual (related to a) Shareholder whose personal data has been processed has a right of access to his/her/its personal data and may ask for a rectification thereof in case where such data is inaccurate or incomplete. These rights may be executed by the individual by sending a letter/e-mail to the registered office of the Company to the attention of the Administrative Agent or to lux.ta.bp2sclientservices@bnpparibas.com.

To the extent a Shareholder is not an individual but a legal entity, such Shareholder undertakes to adequately inform the individuals concerned of the acts of processing of personal data described herein (including their access rights), and to procure the necessary consents from individuals or representatives related to such Shareholder by subscribing to, or committing to subscribe for, Shares, to the processing of such personal data.

GENERAL INFORMATION

Registered office

60, avenue J.F. Kennedy
L-1855 Luxembourg
Grand Duchy of Luxembourg

Members of the board of directors

- Benoît Picard, head of structuring, THEAM
- Stéphane Brunet, CEO, BNP Paribas Investment Partners Luxembourg
- Sébastien Robillot, head of legal, THEAM
- Diane Terver, head of strategy and communication, THEAM
- Laurent Bugeaud, deputy COO Global Equities & Commodity Derivatives, BNP Paribas
- François-Xavier Foucault, head of strategy & risk for flow & commodity, BNP Paribas

Management Company

THEAM
1, Boulevard Haussmann
75009 - Paris
France

Directors and Conducting Persons of the Management Company

- Dominique Hoenn, Chairman
- Laurent Gaude, Chief Operating Officer
- Denis Panel, Chief Executive Officer

Depository

BNP Paribas Securities Services, Luxembourg Branch
60, avenue J.F. Kennedy
L-1855 Luxembourg
Grand Duchy of Luxembourg

Administrative Agent

BNP Paribas Securities Services, Luxembourg Branch
60, avenue J.F. Kennedy
L-1855 Luxembourg
Grand Duchy of Luxembourg

Auditor

PricewaterhouseCoopers, Société coopérative
2 rue Gerhard Mercator
L-2182 Luxembourg
Grand Duchy of Luxembourg

Legal and tax adviser

Allen & Overy, Société en commandite simple
33, Avenue J.F. Kennedy
L-1855 Luxembourg
Grand Duchy of Luxembourg

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DEFINITIONS

In this Prospectus, the following terms have the following meanings.

1915 Act means the Luxembourg act of 10 August 1915 on commercial companies, as amended.

2005 Savings Acts means the Luxembourg acts dated 21 June 2005, which have implemented in Luxembourg the EU Savings Directive and ratified the treaties entered into by Luxembourg and certain dependent and associated territories of EU Member States.

2010 Act means the act dated 17 December 2010 on undertakings for collective investment.

Accumulation Class means a Class for which it is not intended to make distributions, as set out in the relevant Special Section.

Administration Agreement means the agreement between the Company, the Management Company and the Administrative Agent as amended, supplemented or otherwise modified from time to time.

Administrative Agent means BNP Paribas Securities Services, Luxembourg Branch, in its capacity as central administration and registrar and transfer agent of the Company.

Affiliate means in relation to any person, any entity Controlled by or Controlling such person or under common Control.

AMF means the *Autorité des marchés financiers*, the French supervisory authority of the financial sector.

Articles means the articles of incorporation of the Company as the same may be amended, supplemented or otherwise modified from time to time.

Auditor means PricewaterhouseCoopers, Société cooperative.

Authorised Payment Currency means the currencies in which, in addition to the Reference Currency, subscriptions and redemptions for Shares in a particular Class may be made. Unless otherwise specified in respect of a Sub-fund in the relevant Special Section, the Authorised Payment Currency will be the EUR.

Authorised Investors means any Affiliates part of BNP Paribas Investment Partners, any account, fund, portfolio managed by the Management Company or any of its Affiliates part of BNP Paribas Investment Partners or BNP Paribas Arbitrage SNC or BNP Paribas S.A. acting as seeder of a Sub-fund.

Board means the board of directors of the Company.

BRL means the Brazilian real, the currency of Brazil.

Business Day means, unless otherwise defined in respect of a specific Sub-fund in the relevant Special Section, a day on which banks are generally open for business in Luxembourg and France during the whole day (excluding Saturdays and Sundays and public holidays).

CFTC means the United States Commodity Futures Trading Commission.

CHF means Swiss Francs, the currency of Switzerland

Circular 04/146 means the CSSF circular 04/146 on the protection of UCIs and their investors against Late Trading and Market Timing practices.

Class means a class of Shares issued in any Sub-fund.

Class H means class of Shares in any Sub-fund distinguished by hedging their currency exchange risks against the Reference Currency of the Sub-fund.

Class Launch Date means the date, as determined by the Board or the Management Company, on which the Company opens a Class for subscription.

CLP means the Chilean Peso, the currency of Chile.

Clearstream means Clearstream Banking, *société anonyme*.

Company means THEAM Quant, a public limited liability company incorporated as an investment company with variable capital under the laws of Luxembourg and registered pursuant to part I of the 2010 Act.

Control means, in relation to an entity: (a) the holding, directly or indirectly, of the majority votes which may be cast at that entity's ordinary shareholders', partners' or members' meetings or the votes necessary to direct or cause the direction of that entity's ordinary shareholders', partners' or members' meetings and (b) any contractual relationship by virtue of which a person can direct the business activities of a company or other entity and "controlled" or "to control" will be construed accordingly.

Conversion Fee means the fee that may be paid by Shareholders in the event of a conversion of Shares as described under Section 7 of the General Section.

COP means the Colombian Peso, the currency of Colombia.

CSSF means the *Commission de Surveillance du Secteur Financier*, the Luxembourg supervisory authority of the financial sector.

Depository means BNP Paribas Securities Services, Luxembourg Branch, in its capacity as depository of the Company.

Depository Agreement means the agreement between the Company and the Depository as amended, supplemented or otherwise modified from time to time.

Directive 78/660/EEC means Council Directive 78/660/EEC of 25 July 1978 based on Article 54 (3) (g) of the Treaty on the annual accounts of certain types of companies, as amended from time to time.

Directive 83/349/EEC means Council Directive 83/349/EEC of 13 June 1983 based on the Article 54 (3) (g) of the Treaty on consolidated accounts, as amended from time to time.

Directive 2014/91/EU means Directive of the European Parliament and of the Council of 23 July 2014 amending the UCITS Directive on the coordination of laws, regulations and administrative provisions relating to UCITS as regards depository functions, remuneration policies and sanctions.

Directors means the directors of the Company, whose details are set out in this Prospectus and/or the annual and semi-annual reports.

Distribution Class means a Class for which it is intended to make distributions, as set out in the relevant Special Section.

Distributors means any person from time to time appointed or authorised by the Company and the Management Company to distribute the Shares of one or more Sub-funds or Classes.

Domiciliation Agency Agreement means the domiciliation agency agreement entered into between the Company and BNP Paribas Securities Services, Luxembourg Branch as amended, supplemented or otherwise modified from time to time.

EEA means the European Economic Area.

Eligible Investments means eligible investments for UCITS within the meaning of Article 41 (1) of the 2010 Act.

EPM Techniques means (reverse) repurchase transactions or securities lending transactions as more fully described in Section 4.8 of the General Section.

ESMA Guidelines 2014/937 means ESMA Guidelines 2014/937 of 1 August 2014 on ETFs and other UCITS issues.

EU means the European Union whose member States at the date of this Prospectus include Austria, Belgium, Bulgaria, Cyprus, Croatia, Czech Republic, Denmark, Estonia, Finland, France, Germany, Greece, Hungary, Ireland, Italy, Latvia, Lithuania, Luxembourg, Malta, The Netherlands, Poland, Portugal, Romania, Slovakia, Slovenia, Spain, Sweden and the United Kingdom.

EU Member State means a member State of the EU.

EU Savings Directive means the Council Directive 2003/48/EC of 3 June 2003 on the taxation of savings income in the form of interest payments.

EUR or **€** means the Euro, the single currency of the EU Member States that have adopted the Euro as their lawful currency.

Euroclear means Euroclear Bank S.A./N.V. as the operator of the Euroclear System.

Financing Assets has the meaning ascribed to this term in Section 3.1 of the General Section.

First Class Institutions means first class financial institutions selected by the Company, subject to prudential supervision and belonging to the categories approved by the CSSF for the purposes of the OTC Derivative transactions and specialised in this type of transactions.

Fiscal Year means the twelve (12) month period ending on 31 December in each year, except for the first fiscal year which started on the date of incorporation of the Company and will end on 31 December 2014.

GBP or **£** means British Pounds, the currency of the United Kingdom.

General Section means the general section of the Prospectus that sets out the general terms and conditions applicable to all Sub-funds of the Company, unless otherwise provided in any of the Special Sections.

Guarantee means in respect of certain Sub-funds, the protection or guarantee issued by the Guarantor in favour of those Sub-funds as further described in the General Section and the relevant Special Section.

Guarantor means BNP PARIBAS.

High Water Mark has the meaning set out in the relevant Special Section.

HKD means the Hong Kong Dollar, the currency of Hong Kong.

Hurdle Rate means, in respect of Sub-fund applying Performance Fee, the performance of a reference index as set out in the Special Section.

Initial Sub-fund means THEAM Quant - Convertible Europe Investment Grade.

Initial Subscription Period or **Initial Subscription Date** means, with respect to each Sub-fund, the first offering of Shares in a Sub-fund made pursuant to the terms of the Prospectus and the relevant Special Section.

Initial Subscription Price means the price at which Shares are issued in respect of subscriptions received during the Initial Subscription Period or on the Initial Subscription Date or on the Class Launch Date, as determined for each Sub-fund and Class in the relevant Special Section.

INR means the Indian Rupee, the currency of the Republic of India.

Institutional Investors means investors who qualify as institutional investors according to Luxembourg Law (including, for the avoidance of doubt, UCIs).

Investing Sub-fund has the meaning ascribed to this term in Section 3.27 of the General Section.

Investment Adviser means such person from time to time appointed by the Management Company, with the approval of the Company, as the investment adviser to a particular Sub-fund and disclosed (if and to the extent required) in the relevant Special Section.

Investment Advisory Agreement means the investment advisory agreement entered into with a particular Investment Adviser of a Sub-fund as further set out in the relevant Special Section.

Investment Company Act means the United States Investment Company Act of 1940, as amended.

Investment Manager means such person from time to time appointed by the Management Company, with the consent of the Company, as the investment manager to a particular Sub-fund and disclosed (if and to the extent required) in the relevant Special Section.

Investment Objective means the predefined investment objective of a Sub-fund as specified in the relevant Special Section.

Investment Policy means the predefined investment policy of a Sub-fund as specified in the relevant Special Section.

Investment Restrictions means the investment restrictions applicable to the Sub-funds. The investment restrictions applicable to all Sub-funds are set out under Section 3 of the General Section. Additional investment restrictions may be applicable to each Sub-fund as set out in the relevant Special Section.

KIID means the key investor information document in respect of each Sub-fund.

KRW means the Korean Republic Won, the currency of the Republic of Korea.

Late Trading means the acceptance of a subscription, conversion or redemption order after the time limit fixed for accepting orders (*cut-off time*) on the relevant day and the execution of such order at the price based on the net asset value applicable to such same day.

Launch Date means the date on which the Company issues Shares relating to a Sub-fund in respect of subscriptions received during the Initial Subscription Period or on the Initial Subscription Date or on the Class Launch Date as set out in respect of each Sub-fund in the relevant Special Section.

Luxembourg means the Grand Duchy of Luxembourg.

Luxembourg Law means the applicable laws of the Grand Duchy of Luxembourg.

Luxembourg Official Gazette means the *Mémorial C, Recueil des Sociétés et Associations* or the *Recueil électronique des sociétés et associations* (RESA), as applicable.

Management Company means THEAM.

Management Company Agreement means the agreement between the Company and the Management Company as amended, supplemented or otherwise modified from time to time.

Management Company Fee means the fee to which the Management Company is entitled out of the assets of the Company as set out in respect of each Class in each Sub-fund in the Special Sections, serving to cover financial management services and also Distributors in connection with the marketing of the Shares.

Market Timing means any market timing practice within the meaning of Circular 04/146 or as that term may be amended or revised by the CSSF in any subsequent circular, *i.e.*, an arbitrage method through which an investor systematically subscribes and redeems or converts units or shares of the same Luxembourg undertaking for collective investment within a short time period, by taking advantage of time differences and/or imperfections or deficiencies in the methods of determination of the net asset value of the UCI.

Maturity Date means the date indicated in the relevant Special Section on which the outstanding Shares will be redeemed, the Sub-fund being thereafter liquidated. Unless a Maturity Date is indicated in the relevant Special Section, Sub-funds will have no Maturity Date.

Minimum Holding Amount means the minimum number of Shares or amount which a Shareholder must hold at any time in a particular Class in a particular Sub-fund.

Minimum Net Asset Value means the minimum Net Asset Value for a Sub-fund to be operated in an economically efficient manner. Unless otherwise specified in respect of a Sub-fund in the relevant Special Section, the Minimum Net Asset Value per Sub-fund will be EUR 5 million (or the equivalent in the Reference Currency of the relevant Sub-fund).

Minimum Subscription Amount means the minimum number of Shares or amount which a Shareholder or subscriber must subscribe for in a particular Class in a particular Sub-fund in which the Shareholder or subscriber does not hold Share(s) prior to such subscription. Unless otherwise specified in respect of a specific Class in a Sub-fund in the relevant Special Section, no Minimum Subscription Amount will apply.

Minimum Subsequent Subscription Amount means the minimum number of Shares or amount which a Shareholder must subscribe for in a particular Class in a particular Sub-fund when subscribing for additional Shares of the relevant Class. Unless otherwise specified in respect of a specific Class in a Sub-fund in the relevant Special Section, no Minimum Subsequent Subscription Amount will apply.

Money Market Instruments means instruments normally dealt in on a money market which are liquid and have a value which can be accurately determined at any time.

NAV Calculation Day means the Business Day on which the Net Asset Value is calculated in respect of a specific Valuation Day. Unless otherwise provided for in respect of a specific Sub-fund in the relevant Special Section and provided that the subscription, conversion or redemption request be received on the Valuation Day before the applicable Subscription Cut-Off Time or Redemption Cut-Off Time, the NAV Calculation Day will be the first Business Day following the relevant Valuation Day.

Net Asset Value or **NAV** means the net asset value of each Sub-fund.

Net Asset Value per Share/Class/Protected Class or **NAV per Share/Class/Protected Class** means the net asset value of each Class, Protected Class and each Share as determined in accordance with Section 12 of the General Section.

NOK means Norwegian Krone, the currency of Norway.

OECD means the Organisation for Economic Co-operation and Development.

OECD Member State means any of the member States of the OECD.

OTC means over-the-counter.

OTC Derivatives means financial derivative instruments dealt in over-the-counter.

Other Fees has the meaning set out in Section 15.8 of the General Section.

Performance Fee means, in respect of a Sub-fund if mentioned in the Special Section, the positive difference between the annual performance of the Sub-fund and the Hurdle Rate set out in the Special Section. This fee is payable to the Management Company and is calculated according to a high water mark methodology.

PHP means the Philippine Peso, the currency of the Republic of the Philippines.

Portfolio Manager means any portfolio manager subscribing within the scope of discretionary individual portfolios management mandates.

Prospectus means this prospectus, as amended or supplemented from time to time.

Protected Class means a Class of certain Sub-funds for which a Guarantee is issued by the Guarantor as further described in the General Section and the relevant Special Section.

Redemption Cut-Off Time means the deadline for the submission of redemption requests as set out in Section 8.1 of the General Section, unless otherwise specified in respect of a specific Sub-fund in the relevant Special Sections.

Redemption Fee means the fee that may be levied in case of redemption of Shares of any Class in any Sub-fund, details of which are set out in the relevant Special Section.

Reference Currency means, in relation to each Sub-fund and Class, the currency in which the Net Asset Value of such Sub-fund or Class is calculated, as stipulated in the relevant Special Section.

Regulated Market means a regulated market as defined in the Council Directive 2004/39/EEC dated 21 April 2004 on markets in financial instruments or any other market established in the EEA which is regulated, operates regularly and is recognised and open to the public.

Restricted Person means any US Person and any person, determined in the sole discretion of the Board as being not entitled to subscribe or hold Shares in the Company or any Sub-fund or Class (a) if in the opinion of the Board such holding may be detrimental to the Company, (b) if it may result in a breach of any law of regulation, whether under Luxembourg law or other law, or (c) if as a result thereof the Company may become exposed to tax or other financial disadvantages that it would not have otherwise incurred.

Retail Investor means any investor not qualifying as an Institutional Investor.

Section means a section of the General Section or of a Special Section as appropriate.

SEK means Swedish Crown, the currency of Sweden.

Service Agreements means the Depositary Agreement, the Administration Agreement, the Management Company Agreement and any other agreement between the Company on account of one or more Sub-fund(s) and any other Service Provider.

Service Providers means the Management Company, the Investment Manager (if any), the Investment Adviser (if any), the Depositary, the Administrative Agent or any of their Affiliates and any other person who provides services to the Company from time to time (including, for the avoidance of doubt, any Investment Adviser or Investment Manager).

SGD means Singapore Dollar, the currency of the Republic of Singapore.

Shareholder means any registered holder of Shares.

Shares means all shares issued by the Company from time to time, representing the total outstanding shares.

Special Section means each and every supplement to this Prospectus describing the specific features of a Sub-fund. Each such supplement is to be regarded as an integral part of the Prospectus.

Sub-fund means a separate portfolio of assets established for one or more Classes of the Company which is invested in accordance with a specific Investment Objective. The specifications of each Sub-fund will be described in the relevant Special Section.

Subscription Cut-Off Time means the deadline for the submission of subscription requests as set out in Section 6.7(a) of the General Section, unless otherwise specified in respect of a specific Sub-fund in the relevant Special Section.

Subscription Fee means the fee that may be levied in case of subscription of Shares of any Class in any Sub-fund, details of which are set out in the relevant Special Section.

Supermajority Resolution means a resolution of the Shareholders' meeting in accordance with the quorum and majority requirements set out in the 1915 Act for amendments to the Articles, i.e., a resolution passed by the vote (cast in person or by way of proxy) of holders representing half of the issued share capital passed by not less than two-thirds of the votes cast in relation to such resolution provided that if the quorum requirement is not fulfilled at the occasion of the first general meeting, a second meeting may be convened at which meeting resolutions are passed at a two third majority of the votes cast without any quorum requirement.

Synthetic Replication Policy has the meaning ascribed to this term in Section 3.1 of the General Section.

Target Sub-fund has the meaning ascribed to this term in Section 3.27 of the General Section.

Territories means the Netherlands Antilles, Aruba, Jersey, Guernsey, Isle of Man, Montserrat and the British Virgin Islands.

Transferable Securities means:

- shares and other securities equivalent to shares;
- bonds and other debt instruments;
- any other negotiable securities which carry the right to acquire any such transferable securities by subscription or to exchanges, with the exclusion of techniques and instruments.

TWD means the Taiwan Dollar, the currency of Taiwan.

UCI means an undertaking for collective investment within the meaning of article 1, paragraph (2), points a) and b) UCITS Directive, whether situated in a EU Member State or not, provided that:

- such UCI is authorised under laws which provide that it is subject to supervision that is considered by the CSSF to be equivalent to that laid down in EU law, and that cooperation between authorities is sufficiently ensured;
- the level of protection for Shareholders in such UCI is equivalent to that provided for Shareholders in a UCITS, and in particular that the rules on asset segregation, borrowing, lending, and uncovered sales of Transferable Securities and Money Market Instruments are equivalent to the requirements of the UCITS Directive;
- the business of such UCI is reported in half-yearly and annual reports to enable an assessment to be made of the assets and liabilities, income and operations over the reporting period.

UCITS means an undertaking for collective investment in transferable securities under the UCITS Directive.

UCITS-CDR means the Commission Delegated Regulation of 17 December 2015 supplementing Directive 2009/65/EC with regard to obligations of depositaries.

UCITS Directive means Directive 2009/65/EC of the European Parliament and of the Council of 13 July 2009 on the coordination of laws, regulations and administrative provisions relating to undertakings for collective investment in transferable securities (UCITS) as amended by the Directive 2014/91/EU.

Underlying Assets has the meaning ascribed to this term in Section 3.1 of the General Section.

US Person means a person that is a US person for purposes of Regulation S under the US Securities Act and CFTC Rule 4.7 or a US resident within the meaning of the Investment Company Act, which includes any natural person who is a resident of the United States, any partnership or corporation organised or incorporated under the laws of the United States, any estate of which any executor or administrator is a US person and the income of such estate is subject to United States income tax regardless of source, any trust of which any trustee is a US person and the income of such trust is subject to United States income tax regardless of source and any other US person that is a US person or US resident for purposes of Regulation S under the US Securities Act, the Investment Company Act and CFTC Rule 4.7.

US Securities Act means the US Securities Act of 1933, as amended.

USD means the currency of the United States of America.

Valuation Day means (unless otherwise defined in respect of a specific Sub-fund in the relevant Special Section) a Business Day on which subscriptions for, conversions from and redemptions of Shares can be made in order to be dealt with by the Administrative Agent on the basis of the Net Asset Value that will be calculated on the relevant NAV Calculation Day, based upon the price as of the relevant Valuation Day.

VaR means value-at-risk, the specific risk valuation methodology of a Sub-fund, as indicated if any, in the relevant Special Section.

GENERAL SECTION

The General Section applies to all Sub-funds. The specific features of each Sub-fund and Class are set forth in the Special Sections.

1. THE COMPANY

Form – Legal regime

- 1.1 The Company is an open-ended investment company organised under the laws of Luxembourg as a *société d'investissement à capital variable (SICAV)*, incorporated under the form of a public limited liability company (*société anonyme*) on 31 December 2013 and authorised under part I of the 2010 Act. The Company is registered with the Luxembourg trade and companies register under number B 183490. Its original Articles were published in the Luxembourg Official Gazette on 24 January 2014. The Company is subject to the provisions of the 2010 Act and of the 1915 Act insofar as the 2010 Act does not derogate therefrom.
- 1.2 The registration of the Company pursuant to the 2010 Act constitutes neither approval nor disapproval by any Luxembourg authority as to the adequacy or accuracy of this Prospectus or as to the assets held in the various Sub-funds.
- 1.3 The Shares are not currently listed on the Luxembourg Stock Exchange but the Board may decide that one or more Classes of a Sub-fund be listed or admitted to trading on the Luxembourg or any other stock exchange, regulated or alternative market.
- 1.4 There is no limit to the number of Shares which may be issued. Shares will be issued to subscribers in registered form or dematerialised form.
- 1.5 Shares will have the same voting rights and will have no pre-emptive subscription rights. In the event of the liquidation of the Company, each Share is entitled to its proportionate share of the Company's assets after payment of the Company's debts and expenses, taking into account the Company's rules for the allocation of assets and liabilities.
- 1.6 The initial subscribed capital of the Company was of an amount of EUR 31,000. The minimum share capital of the Company must at all times be an amount of EUR 1,250,000 which amount has to be attained within six months of the Company's authorisation to operate as a UCI, being provided that Shares of a Target Sub-fund held by an Investing Sub-fund will not be taken into account for the purpose of the calculation of the EUR 1,250,000 minimum capital requirement. The Company's share capital is at all times equal to its Net Asset Value. The Company's share capital is automatically adjusted when additional Shares are issued or outstanding Shares are redeemed, and no special announcements or publicity are necessary in relation thereto.

Umbrella structure – Sub-funds and Classes

- 1.7 The Company has an umbrella structure consisting of one or several Sub-funds. A separate portfolio of assets is maintained for each Sub-fund and is invested in accordance with the Investment Objective and Investment Policy applicable to that Sub-fund. The Investment Objective, Investment Policy, as well as the other specific features of each Sub-fund (such as risk profile and duration (including limited duration)) are set forth in the relevant Special Section.
- 1.8 The rights of the Shareholders and creditors relating to a Sub-fund or arising from the setting-up, operation and liquidation of a Sub-fund are limited to the assets of that Sub-fund. The assets of a Sub-fund are exclusively dedicated to the satisfaction of the rights of the Shareholders relating to

that Sub-fund and the rights of those creditors whose claims have arisen in connection with the setting-up, operation and liquidation of that Sub-fund.

- 1.9 Each Sub-fund is treated as a separate entity and operates independently, each portfolio of assets being invested for the exclusive benefit of the relevant Sub-fund. A purchase of Shares relating to one particular Sub-fund does not give the holder of such Shares any rights with respect to any other Sub-fund.
- 1.10 Within a Sub-fund, the Board may decide to issue one or more Classes the assets of which will be commonly invested but subject to different fee structures, distribution, marketing targets, currency or other specific features. A separate Net Asset Value per Share, which may differ as a consequence of these variable factors, will be calculated for each Class.
- 1.11 The Board may, at any time, create additional Classes whose features may differ from the existing Classes and additional Sub-funds whose Investment Objectives may differ from those of the Sub-funds then existing. Upon creation of new Sub-funds or Classes, the Prospectus will be updated, if necessary, or supplemented by a new Special Section.
- 1.12 Sub-funds are described in more detail in the relevant Special Section.
- 1.13 Investors should note however that some Sub-funds or Classes may not be available to all investors. The Company retains the right to offer only one or more Classes for purchase by investors in any particular jurisdiction in order to conform to local law, customs or business practice or for fiscal or any other reason. The Company may further reserve one or more Sub-funds or Classes to Institutional Investors only.

Term of the Company – Term of the Sub-funds

- 1.14 The Company will exist for an indefinite period. However, the Company will be automatically put into liquidation upon the termination of a Sub-fund if no further Sub-fund is active at that time.
- 1.15 The Sub-funds may be created with a limited duration in which case Shares for which no redemption request has been submitted in respect of the Maturity Date as set out in the relevant Special Section, will be compulsory redeemed at the Net Asset Value per Share calculated as at such Maturity Date. The Sub-fund will be liquidated on or around the Maturity Date.

2. MANAGEMENT, ADMINISTRATION AND DISTRIBUTION

The Board

- 2.1 The Company will be managed by the Board. The Board is vested with the broadest powers to perform all acts of administration and disposition in the Company's interests. All powers not expressly reserved by law to the general meeting of Shareholders fall within the competence of the Board.
- 2.2 The Board must be composed at all times of at least 3 Directors (including the chairman of the Board). Any Director may be removed with or without cause or be replaced at any time by resolution adopted by the general meeting of Shareholders.
- 2.3 The Company may indemnify any Director or officer, and his/her/its heirs, executors and administrators against expenses reasonably incurred by him/her/it in connection with any action, suit proceeding to which he/she/it may be made a party by reason of him/her/it her being or having been a director or officer of the Company or, at its request, of any other company of which the Company is a shareholder or creditor and from which he/she/it is not entitled to be indemnified, except in

relation to matters as which he/she/it will be finally adjudged in such action, suit or proceeding to be liable for gross negligence or wilful misconduct; in the event of a settlement, indemnification will be provided only in connection with such matters covered by the settlement as to which the Company is advised by counsel that the person to be indemnified did not commit such a breach of duty. The foregoing right of indemnification will not exclude other rights to which he/she/it may be entitled.

Composition of the Board

2.4 The Board is currently composed as follows:

- Benoît Picard, head of structuring, THEAM
- Stéphane Brunet, CEO, BNP Paribas Investment Partners Luxembourg
- Sébastien Robillot, head of legal, THEAM
- Diane Terver, head of business development services, THEAM
- Laurent Bugeaud, deputy COO Global Equities & Commodity Derivatives, BNP Paribas
- François-Xavier Foucault, head of strategy & risk for flow & commodity, BNP Paribas

2.5 The Board will appoint a chairman. The chairman will have a casting vote in case of a tied vote.

Management Company

Corporate information

2.6 The Board has appointed THEAM (the **Management Company**) as the management company of the Company to serve as its designated management company within the meaning of Part I of the 2010 Act pursuant to a management company agreement dated 31 December 2013 with effect as of 31 December 2013 (the **Management Company Agreement**).

2.7 The Management Company is a *société par actions simplifiée à associé unique* under French law incorporated on 27 December 1999 for an unlimited period of time and is subject to the laws of France. Its registered office is at 1, Boulevard Haussmann, F-75009 Paris, France. It is registered with the *Registre du Commerce et des Sociétés* under number 428 753 214 and is approved as a management company under article L532-1 of the French Monetary and Financial Code.

2.8 The Management Company is authorised to act as a management company of UCITS in the Grand Duchy of Luxembourg under the freedom to provide services in accordance with Chapter 15, II of the 2010 Act.

2.9 The Management Company is managed by its Chairman, Executive and Managing directors which have the broadest powers to act in the Management Company's name, and to perform and authorise all operations and all acts of administration and of disposition in the course of carrying out the Management Company's purpose, subject to the provisions of the French Monetary and Financial Code, the 2010 Act in relation to the activities of the Company, the Prospectus and the Articles. The Management Company's directors are the following:

- Dominique Hoenn, Chairman
- Laurent Gaude, Managing Director

- Denis Panel, Chief Executive Officer

Duties

- 2.10 The Management Company will provide, subject to the overall control of the Board and without limitation, (a) investment management services, (b) administrative services and (c) marketing, distribution and sales services to the Company. The rights and duties of the Management Company are further laid down in the *Règlement Général de l'Autorité des Marchés Financiers*. The Management Company must at all times act honestly and fairly in conducting its activities in the best interest of the Shareholders and in conformity with the *Règlement Général de l'Autorité des Marchés Financiers* and the 2010 Act in relation to the activities of the Company, the Prospectus and the Articles.
- 2.11 The Management Company is vested with the day-to-day administration of the Company. In fulfilling its duties as set forth by the *Règlement Général de l'Autorité des Marchés Financiers* and the Management Company Agreement, the Management Company is authorised, for the purpose of more efficient conduct of its business, to delegate, under its responsibility and control, and with the prior consent of the Company and subject to the approval of the AMF and, where legally required, the CSSF, part or all of its functions and duties to any third party, which, having regard to the nature of the functions and duties to be delegated, must be qualified and capable of undertaking the duties in question. The Management Company will remain liable to the Company in respect of all matters so delegated.
- 2.12 The Management Company will require any such agent to which it intends to delegate its duties to comply with the provisions of the Prospectus, the Articles and the relevant provisions of the Management Company Agreement.
- 2.13 In relation to any delegated duty, the Management Company will implement appropriate control mechanisms and procedures, including risk management controls, and regular reporting processes in order to ensure an effective supervision of the third parties to whom functions and duties have been delegated and that the services provided by such third party service providers are in compliance with the Articles, the Prospectus and the agreement entered into with the relevant third party service provider.
- 2.14 The Management Company will be careful and diligent in the selection and monitoring of the third parties to whom functions and duties may be delegated and ensure that the relevant third parties have sufficient experience and knowledge as well as the necessary authorisations required to carry out the functions delegated to them.
- 2.15 The Management Company may, on a case by case basis, delegate to third parties: administration, marketing and distribution as further set forth in this Prospectus and in the Special Sections.
- 2.16 The Management Company Agreement has been entered into for an undetermined period of time and may be terminated by either party upon serving to the other a three months' prior written notice.

Remuneration policy of the Management Company

- 2.17 The Management Company applies a sound, effective and sustainable remuneration policy in line with the strategy, risk tolerance, goals and values of the Company.
- 2.18 The Remuneration policy is in line with and contributes to sound and effective risk management and does not encourage taking more risk than appropriate within the investment policy and terms and conditions of the Company.

- 2.19 The key principles of the remuneration policy of the Management Company are:
- Deliver a market-competitive remuneration policy and practice to attract, motivate and retain best performing employees;
 - Avoid conflicts of interest;
 - Achieve sound and effective remuneration policy & practice, avoiding excessive risk-taking;
 - Ensure long-term risk alignment, and reward of long-term goals;
 - Design and implement a sustainable and responsible remuneration strategy, with pay levels and structure which make economic sense for the business.
- 2.20 All the details of up-to-date remuneration policy of the Management Company, including the persons in charge of awarding the remuneration and benefits an overview of how remuneration is determined, are described on the following website: <http://www.bnpparibas-ip.com/en/remuneration-disclosure> and a paper copy will also be made available free of charge by the Management Company upon request.

Investment Manager

- 2.21 The Management Company may, with the consent of the Company and subject to compliance with the Prospectus, determine that an Investment Manager be appointed to carry out investment management services and to be responsible for a Sub-fund's investment activities within the parameters and restrictions set out in this Prospectus and the relevant Special Section.
- 2.22 The Investment Manager will provide or procure each such Sub-fund investment advisory and investment management services, pursuant to the provisions of the Investment Management Agreement and in accordance with the investment policy, objective and restrictions of the relevant Sub-fund as set out in the Articles and Prospectus and with the aim to achieve the Sub-fund's investment objective.
- 2.23 Any such Investment Manager may be assisted by one or more Investment Advisers or delegate its functions, the Management Company and the Board, to one or more sub-managers. In case sub-managers/advisers are appointed, the relevant Special Section will be updated.
- 2.24 Unless otherwise stated in the relevant Special Section, the Investment Manager is responsible for, among other matters, identifying and acquiring the investments of the Company. The Investment Manager is granted full power and authority and all rights necessary to enable it to manage the investments of the relevant Sub-funds and provide other investment management services to assist the Company to achieve the investment objectives and policy set out in this Prospectus and any specific investment objective and policy set out in the relevant Special Section. Consequently, the responsibility for making decisions to buy, sell or hold a particular security or asset rests with the Management Company, the Investment Manager and, as the case may be, the relevant sub-investment manager appointed by them, subject always to the overall policies, direction, control and responsibility of the Board and the Management Company.
- 2.25 If an Investment Manager is entitled to receive a remuneration out of the assets of the relevant Sub-fund, then such remuneration will be disclosed in the relevant Special Section.

Investment Adviser(s)

- 2.26 The Management Company or an Investment Manager may appoint one or more Investment Advisers to provide advisory services in respect of a Sub-fund as stipulated in the relevant Special Section.
- 2.27 If an Investment Adviser is entitled to receive a remuneration directly out of the assets of the relevant Sub-fund, then such remuneration will be disclosed in the relevant Special Section.

Depository

- 2.28 Pursuant to a depositary agreement dated 31 December 2013 with effect as of 31 December 2013 (the **Depositary Agreement**), BNP Paribas Securities Services, Luxembourg Branch (the **Depositary**) has been appointed as depositary of the assets, including the securities and cash and all other assets of the Company to be entrusted to it and the supervision, in accordance with applicable laws, of all assets of the Company that are not or cannot be technically "entrusted to" or "kept in safe custody by" the Depositary.
- 2.29 The Depositary is a bank organised under the form of a partnership limited by shares under French law and is a wholly owned subsidiary of BNP Paribas. As of 31 December 2012, its tangible equity amounts to over EUR 165,279,835. BNP Paribas Securities Services, Luxembourg Branch was created on 22 April 2002 and its office address is at 60, avenue J.F. Kennedy, L-1855 Luxembourg, Grand Duchy of Luxembourg.
- 2.30 The Depositary 's general duty of supervision is a two-fold duty:
- (a) the Depositary must know at all times how the assets of the Company have been invested and where they are maintained;
 - (b) the Depositary must supervise any third parties with which the assets of the Company have been deposited.
- 2.31 The Depositary's liability in relation to its supervisory functions will not be affected by the fact that it has entrusted all or some of the assets in its custody to a third party.
- 2.32 The Depositary will, in compliance with Luxembourg laws and pursuant to the Depositary Agreement, be liable to the Company and the Shareholders for any loss suffered by them as a result of its failure to perform its obligations or its wrongful or improper performance thereof.
- 2.33 In performing its obligations under the Depositary Agreement, the Depositary will observe and comply with (a) 2010 Act, the UCITS-CDR and the Luxembourg Law and any other applicable laws and regulations for the time being in force, (b) the Depositary Agreement (including any operating procedures agreed to from time to time between the Depositary and the Company), and (c) the terms of this Prospectus and the Articles. Furthermore, in carrying out its role as depositary, the Depositary must act solely in the interest of the Shareholders.
- 2.34 In addition to the usual duties regarding custody, cash and securities deposits, upon instructions from the Company, the Depositary will execute or supervise the execution of all financial transactions and provide all banking facilities in accordance with the Depositary Agreement. The Depositary will further, in accordance with the 2010 Act:
- (a) ensure that the sale, issue, redemption, exchange and cancellation of all Shares of each Sub-fund effected by the Company are carried out in accordance with Luxembourg law and the provisions of the Articles;

- (b) ensure that the NAV per Share of each Sub-fund is calculated in accordance with Luxembourg law and the provisions of the Articles;
- (c) carry out the instructions of the Management Company, unless they conflict with Luxembourg law or the Articles;
- (d) ensure that in transactions involving the assets of each Sub-fund, consideration is remitted to it within the customary time limits;
- (e) ensure that the income of each Sub-fund is applied in accordance with Luxembourg law and the Articles.

2.35 The Depositary shall not carry out activities with regard to the Company or the Management Company on behalf of the Company that may create conflicts of interest between the Company, the investors in the Company, the Management Company and itself, unless the Depositary has functionally and hierarchically separated the performance of its depositary tasks from its other potentially conflicting tasks.

2.36 Conflicts of interest may arise if and when the Management Company or the Company maintains other business relationships with BNP Paribas Securities Services, Luxembourg Branch in parallel with an appointment of BNP Paribas Securities Services, Luxembourg Branch acting as Depositary. For example, in the case where BNP Paribas Securities Services, Luxembourg Branch would provide the Company and the Management Company with fund administration services, including the net asset value calculation. In order to address any situations of conflicts of interest, the Depositary has implemented and maintains a management of conflicts of interest policy, aiming namely at:

- (a) identifying and analysing potential situations of conflicts of interest;
- (b) recording, managing and monitoring the conflict of interest situations either in:
 - (i) relying on the permanent measures in place to address conflicts of interest such as segregation of duties, separation of reporting lines, insider lists for staff members; or
 - (ii) implementing a case-by-case management to (i) take the appropriate preventive measures such as drawing up a new watch list, implementing a new Chinese wall (i.e., by separating functionally and hierarchically the performance of its Depositary duties from other activities), making sure that operations are carried out at arm's length and/or informing the concerned Shareholders, or (ii) refuse to carry out the activity giving rise to the conflict of interest.
- (c) implementing a deontological policy;
- (d) recording of a cartography of conflict of interests permitting to create an inventory of the permanent measures put in place to protect the Company's interests; or
- (e) setting up internal procedures in relation to, for instance (i) the appointment of service providers which may generate conflicts of interests, (ii) new products/activities of the Depositary in order to assess any situation entailing a conflict of interest.

2.37 In order to provide custody services in a large number of countries allowing the Company to meet its investment objectives, the Depositary has appointed entities as delegates for sub-custody functions. A list of these delegates is available on the website <http://securities.bnpparibas.com/solutions/asset-fund-services/depositary-bank-and-trustee-serv.html>. Such list may be updated from time to time. The complete list of all delegates may be obtained, free of charge and upon request, from the

Depository. The process of appointing such delegates and their continuing oversight follows the highest quality standards, including the management of any potential conflict of interest that should arise from such an appointment in accordance with the principles set out in the Section 2.36 above.

- 2.38 There is currently no conflict of interest arising from any delegation of sub-custody. However in the event that conflicts of interest do arise, the Depository will undertake to use its reasonable endeavours to resolve any such conflicts of interest fairly (having regard to its respective obligations and duties) and to ensure that the Company and the shareholders are fairly treated.
- 2.39 The Depository has been selected by the Company on robust, objective and pre-defined criteria and warrants the sole interest of the Company and its investors. Details about this selection process can be provided to investors upon request with the Management Company.
- 2.40 Under the Depository Agreement, the Company has also appointed BNP Paribas Securities Services, Luxembourg Branch as its paying agent. In its capacity as paying agent of the Company, BNP Paribas Securities Services, Luxembourg Branch is in charge of the payment of the dividends to the Shareholders of the Company or of the payment of the dividends to the various paying agents that can be appointed from time to time by the Company with the prior approval of the principal paying agent.
- 2.41 The relationship between the Company and the Depository is subject to the terms of the Depository Agreement. The Company and the Depository may terminate this agreement upon 90 days' prior written notice by registered letter given by one party to the other. The Depository will continue to act as Depository pending its replacement (which must be effected within two months) and until all assets of the Company have been transferred to the successor depository.
- 2.42 The fees and costs of the Depository for the above functions are met by the Management Company out of the Management Company Fee or out the Other Fees as mentioned in the Special Section.

Administrative Agent

- 2.43 BNP Paribas Securities Services, Luxembourg Branch is the administrative agent, registrar and transfer agent, domiciliary and corporate agent (the **Administrative Agent**) of the Company.
- 2.44 In its capacity as:
- (a) domiciliary agent, the Administrative Agent will be responsible for the domiciliation of the Company and will, in particular, allow the Company to establish its registered office at the registered office of the Administrative Agent and provide facilities necessary for the meetings of the General Meetings;
 - (b) administration agent, the Administrative Agent will have as its principal function among other things the calculation of the NAV of the Company and each Class, the maintenance of the Company's accounting records and the preparation of the financial reports required by this Prospectus and Luxembourg Law;
 - (c) transfer agent, the Administrative Agent will be responsible for the safekeeping and maintaining of the register of Shareholders and for processing issues, repurchases and Transfers of Shares in accordance with the Articles and this Prospectus.
- 2.45 The relationship between the Company and the Administrative Agent is subject to the terms of an administration agreement and a domiciliation agency agreement entered into between the Administrative Agent and the Company for an unlimited period of time (respectively, the **Administration Agreement** and the **Domiciliation Agency Agreement**). The Company and the Administrative Agent may terminate at any time these agreements upon ninety (90) days' prior written notice addressed by one party to the other or under other circumstances set out in such agreements.
- 2.46 The fees and costs of the Administrative Agent for the above functions are met by the Management Company out of the Management Company Fee or out of the Other Fees as mentioned in the Special Section.

Distributors and nominees

- 2.47 The Company and the Management Company may enter into distribution agreement(s) to appoint Distributor(s) to distribute Shares of different Sub-funds from time to time.
- 2.48 The Company and the Management Company expect that in relation to Shares to be offered to investors the relevant Distributor(s) will offer to enter into arrangements with the relevant investors to provide nominee services to those investors in relation to the Shares or arrange for third party nominee service providers to provide such nominee services to the underlying investors.
- 2.49 All Distributors that are entitled to receive subscription monies and/or subscription, redemption or conversion orders on behalf of the Company and nominee service providers must be (a) professionals of the financial sector of a FATF member country which are subject under their local regulations to anti money laundering rules equivalent to those required by Luxembourg law or (b) professionals established in a non-FATF member State provided they are a subsidiary of a professional of the financial sector of a FATF member State and they are obliged to follow anti money laundering and terrorism financing rules equivalent to those required by Luxembourg law because of internal group policies. Whilst and to the extent that such arrangements subsist, such underlying investors will not appear in the register of Shareholders of the Company and will have no direct right of recourse against the Company.

- 2.50 Any Distributor or nominee service providers holding their Shares through Euroclear or Clearstream or any other relevant clearing system as an accountholder also will not be recognised as the registered Shareholder in the register of Shareholders. The relevant nominee of Euroclear or Clearstream or the other relevant clearing system will be recognised as the registered Shareholder in the register of Shareholders in such event, and in turn would hold the Shares for the benefit of the relevant accountholders in accordance with the relevant arrangements.
- 2.51 The terms and conditions of the distribution agreement(s) with arrangements to provide nominee services will have to allow that an underlying investor who (a) has invested in the Company through a nominee and (b) is not a Restricted Person, may at any time, require the transfer in his/her/its name of the Shares subscribed through the nominee. After this transfer, the investor will receive evidence of his shareholding at the confirmation of the transfer from the nominee.
- 2.52 The Management Company and any Investment Manager or Investment Adviser may enter into retrocession fee arrangements with any Distributor or sub-distributor in relation to their distribution services. Any such retrocession fee will be paid by the Management Company, Investment Manager or Investment Adviser out of its own remuneration.
- 2.53 Distributors, with regard to the distribution of certain Classes' may be entitled to a distribution fee payable by the Company. This fee is accrued daily and paid periodically in arrears. Distributors may have the right to reallocate such fee, in whole or in part, to sub-distributors.

Auditor

- 2.54 PricewaterhouseCoopers, Société coopérative has been appointed as the Company's auditor and will fulfil all duties prescribed by the 2010 Act.

Guarantor

- 2.55 The Guarantor is BNP Paribas S.A. a credit institution duly established and authorised under the laws of France, and whose registered office is located at 16, boulevard des Italiens, 75009 Paris, France.

3. INVESTMENT OBJECTIVE, POLICY AND RESTRICTIONS

3.1 Investment Objective

- (a) The Board determines the specific Investment Policy and Investment Objective of each Sub-fund, which are described in more detail in the respective Special Section to this Prospectus. Some Sub-funds may use a Synthetic Replication Policy as described below. The Investment Objectives of the Sub-funds will be carried out in compliance with the limits and restrictions set forth under Investment Restrictions below. Each Sub-fund will adhere to the general investment strategy as described hereunder, which in the absence of any unforeseen circumstances or other events may not change.
- (b) The Investment Objective of each Sub-fund is as set out in respect of that Sub-fund in the relevant Special Section.
- (c) There can be no guarantee that the Investment Objective of any Sub-fund will be met.

Sub-funds using a Synthetic Replication Policy

- (d) The Investment Objective of Sub-funds using a synthetic replication policy (a **Synthetic Replication Policy**) is to provide the investors with a return (either on such payout date(s) and/or at the Maturity Date, as determined in the relevant Special Section, or on a daily basis) linked to one or several underlying assets (the **Underlying Assets**). However, those Sub-funds will generally not invest directly (and/or fully) in the Underlying Assets. Instead, the exposure to the performance of the Underlying Assets will be achieved by way of the conclusion of OTC Derivative, negotiated at arm's length basis with one or several swap counterparties. The return that the Shareholders will receive will be dependent on the performance of the Underlying Assets. The Sub-funds may also at any time (i) invest part or all of the net proceeds of any issue of Shares in the Financing Asset in accordance with the Investment Restrictions and will exchange all or part of the performance and/or income of such Financing Asset to gain exposure to the Underlying Assets or (ii) enter into OTC Derivatives with a full or partial initial exchange of the net proceeds of any issue of Shares.
- (e) The Sub-funds may also invest all or part of the net proceeds of the issue of Shares in Transferable Securities or Money Market Instruments issued by (a) financial institutions or corporates, (b) sovereign states that are OECD Member States and/or supranational organisations/entities, (c) special purpose vehicles that are rated (or invested in rated bonds), and/or potentially some cash deposits with financial institutions, in each case with investment grade ratings by a recognised rating agency or equivalent long-term credit ratings at the time of the investment, all in accordance with the Investment Restrictions. The Sub-fund will exchange the performance and/or the income of such Transferable Securities or Money Market Instruments against a payoff linked to the Underlying Assets. Such Transferable Securities, or Money Market Instruments or other eligible assets (such as deposits) will then constitute the **Financing Asset**.
- (f) The Sub-funds may also enter into EPM Techniques in accordance with the restrictions set out under Section 4 of the General Section.
- (g) The return that Shareholders will receive will be dependent on the performance of the Financing Asset, the performance of the Underlying Assets and the performance of any techniques used to link the Financing Asset to the Underlying Assets. The Underlying Assets will be based on a passive strategy (typically a financial index or a rules-based strategy) or an active strategy according to which the real or notional basket comprising the Underlying Assets is actively managed in accordance with the Investment Restrictions.
- (h) There is no assurance that the Investment Objective of any Sub-fund using a synthetic replication will actually be achieved. The Financing Asset and any techniques used to link the Financing Asset to the Underlying Assets or the financial derivative instrument(s) used to link the net proceeds of any issue of Shares to the Underlying Assets will be managed by the Management Company. The management of the Financing Asset will generally not involve the active buying and selling of securities on the basis of investment judgement and economic, financial and market analysis.

Other investment policy

- (i) Other Sub-funds may follow other investment policy different from a Synthetic Replication Policy, in such case, the investment policy will be fully described in the relevant Special Section.

Use of financial derivative instruments

- (j) The Sub-funds are authorised to use financial derivative instruments either for hedging or efficient portfolio management purposes or as part of their investment strategies as described in the relevant Special Sections. Unless stated otherwise in a Special Section, a Sub-fund which uses financial derivative instruments derivatives will do so for hedging and/or efficient portfolio management

purposes only. Sub-funds using derivatives will do so within the limits specified in Section 4 of the General Section. **Investors should refer to the risk factors in Sections 19.21 to 19.36 of the General Section for special risk considerations applicable to financial derivative instruments. The Sub-funds will only enter into OTC transactions with first class financial institutions specialised in those transactions.**

Use of EPM Techniques

- (k) The Sub-funds are authorised to employ EPM Techniques within the limits specified in Section 4 of the General Section. Investors should refer to the risk factors under Sections 19.37 to 19.39 of the General Section for special risk considerations applicable to EPM Techniques.

Guarantee in respect of Protected Classes

- (l) In respect of the Protected Classes as further described in the relevant Special Section of a Sub-fund, the Guarantor will guarantee or grant a protection, up to a certain level as further described in the Special Section. The Guarantee will be granted to the Sub-fund for such period as set out in the Special Section.
- (m) The Guarantee may however be reduced by any amount outstanding or paid by the relevant Sub-fund or having an impact on the relevant financial derivative instrument, as may be determined by the Guarantor in accordance with the Management Company, including any direct or indirect financial liability, deriving of tax constraints or others, resulting from the creation of new obligations for the Sub-fund, or affecting the financial derivative instrument entered into by the Sub-fund, due to a change of the applicable laws and regulations effective upon the launch of the Sub-fund or with respect to any given Protected Class, due to any other event as further described in the Special Section relating to the Sub-fund to which such Protected Class relates. With respect to any given Protected Class, the Guarantee shall be limited to the number of outstanding Shares of such Protected Class or Sub-fund itself limited to the maximum number of Shares as further described in the Special Section relating to such Protected Classes.
- (n) The Guarantee may be terminated by the Guarantor in its discretion in the following cases:
 - (i) amalgamation, split, transformation or liquidation of the relevant given Sub-fund or the Company;
 - (ii) change of the Depositary or of the Management Company, or modification in the control of the Management Company without the prior consent of the Guarantor;
 - (iii) modification of the content of the General Section or the Special Section relating to the Protected Class, without the prior consent of the Guarantor;
 - (iv) termination of the specific financial instruments entered into between the Sub-fund in respect of a Protected Class and the Guarantor; and
 - (v) with respect to any given Protected Class, any other case described in the Special Section relating to the Sub-fund to which such Protected Class relates.

3.2 Investment Policy

The Investment Policy of each Sub-fund is as set out in respect of that Sub-fund in the relevant Special Section.

3.3 Investment Restrictions

The Company and the Sub-funds are subject to the Investment Restrictions set forth below.

The management of the assets of the Sub-funds will be undertaken within the following Investment Restrictions. **A Sub-fund may be subject to additional Investment Restrictions set out in the relevant Special Section. In the case of any conflict, the provisions of the relevant Special Section will prevail.**

Investment instruments

3.4 The Company's investments may consist solely of:

- (a) Transferable Securities and Money Market Instruments admitted to official listing on a stock exchange in an EU Member State;
- (b) Transferable Securities and Money Market Instruments dealt on another Regulated Market;
- (c) Transferable Securities and Money Market Instruments admitted to official listing on a stock exchange or dealt in on another regulated market in any country of Western or Eastern Europe, Asia, Oceania, the American continents or Africa;
- (d) new issues of Transferable Securities and Money Market Instruments, provided that:
 - (i) the terms of issue include an undertaking that application will be made for admission to official listing on any stock exchange or other Regulated Market referred to in Section 3.4(a), (b) and 3.4(c) of the General Section;
 - (ii) such admission is secured within a year of issue;
- (e) units of UCITS and/or other UCIs within the meaning of article 1, paragraph (2), points a) and b) UCITS Directive, whether situated in an EU Member State or not, provided that:
 - (i) such other UCIs are authorised under laws which provide that they are subject to supervision that is considered by the Luxembourg supervisory authority to be equivalent to that laid down in EU law, and that cooperation between authorities is sufficiently ensured;
 - (ii) the level of protection for unitholders in such other UCIs is equivalent to that provided for unitholders in a UCITS, and in particular that the rules on asset segregation, borrowing, lending, and uncovered sales of Transferable Securities and Money Market Instruments are equivalent to the requirements of the UCITS Directive;
 - (iii) the business of such other UCIs is reported in half-yearly and annual reports to enable an assessment to be made of the assets and liabilities, income and operations over the reporting period;
 - (iv) no more than 10% of the net assets of the UCITS or other UCI whose acquisition is contemplated, can, according to their fund rules or constitutional documents, be invested in aggregate in units of other UCITS or other UCIs;
- (f) deposits with credit institutions which are repayable on demand or have the right to be withdrawn, and maturing in no more than 12 months, provided that the credit institution has

its registered office in an EU Member State or, if the registered office of the credit institution is situated in a non-EU Member State, provided that it is subject to prudential rules considered by the CSSF as equivalent to those laid down in EU law;

- (g) financial derivative instruments, including equivalent cash-settled instruments, dealt in on a Regulated Market referred to in Section 3.4(a), (b) and (c) of the General Section; and/or OTC Derivatives, provided that:
 - (i) the underlying consists of instruments covered by this Section 3.4, financial indices, interest rates, foreign exchange rates or currencies, in which a Sub-fund may invest according to its Investment Objectives as stated in the relevant Special Section;
 - (ii) the counterparties to OTC Derivative transactions are First Class Institutions; and
 - (iii) the OTC Derivatives are subject to reliable and verifiable valuation on a daily basis and can be sold, liquidated or closed by an offsetting transaction at any time at their fair value at the Company's initiative;
- (h) Money Market Instruments other than those dealt in on a Regulated Market if the issue or issuer of such instruments is itself regulated for the purpose of protecting investors and savings, and provided that they are:
 - (i) issued or guaranteed by a central, regional or local authority or central bank of an EU Member State, the European Central Bank, the EU or the European Investment Bank, a non-EU Member State or, in the case of a federal State, by one of the members making up the federation, or by a public international body to which one or more EU Member States belong; or
 - (ii) issued by an undertaking, any securities of which are listed on a stock exchange or dealt in on Regulated Markets referred to in Section 3.4(a), 3.4(b) or 3.4(c) of the General Section; or
 - (iii) issued or guaranteed by an establishment subject to prudential supervision, in accordance with criteria defined by EU law, or by an establishment which is subject to and complies with prudential rules considered by the CSSF to be at least as stringent as those laid down by EU law; or
 - (iv) issued by other bodies belonging to the categories approved by the CSSF provided that investments in such instruments are subject to investor protection rules equivalent to that laid down in the first, the second or the third indent and provided that the issuer is a company whose capital and reserves amount to at least €10 million and which (A) represents and publishes its annual accounts in accordance with Directive 78/660/EEC, (B) is an entity which, within a group of companies which includes one or several listed companies, is dedicated to the financing of the group or (C) is an entity which is dedicated to the financing of securitisation vehicles which benefit from a banking liquidity line.

3.5 However, each Sub-fund may:

- (a) invest up to 10% of its net assets in Transferable Securities and Money Market Instruments other than those referred to under Section 3.4 of the General Section; and
- (b) hold liquid assets on an ancillary basis.

Risk diversification

- 3.6 In accordance with the principle of risk diversification, the Company is not permitted to invest more than 10% of the net assets of a Sub-fund in Transferable Securities or Money Market Instruments of one and the same issuer. The total value of the Transferable Securities and Money Market Instruments in each issuer in which more than 5% of the net assets are invested, must not exceed 40% of the value of the net assets of the respective Sub-fund. This limitation does not apply to deposits and OTC Derivative transactions made with financial institutions subject to prudential supervision.
- 3.7 The Company is not permitted to invest more than 20% of the net assets of a Sub-fund in deposits made with the same body.
- 3.8 Notwithstanding the individual limits laid down in Sections 3.6, and 3.7 of the General Section, a Sub-fund may not combine:
- (a) investments in Transferable Securities or Money Market Instruments issued by,
 - (b) deposits made with, and/or
 - (c) exposures arising from OTC Derivative transactions undertaken with,
- a single body in excess of 20% of its net assets.
- 3.9 The 10% limit set forth in Section 3.6 of the General Section can be raised to a maximum of 25% in case of certain bonds issued by credit institutions which have their registered office in an EU Member State and are subject by law, in that particular country, to specific public supervision designed to ensure the protection of bondholders. In particular the funds which originate from the issue of these bonds are to be invested, in accordance with the law, in assets which sufficiently cover the financial obligations resulting from the issue throughout the entire life of the bonds and which are allocated preferentially to the payment of principal and interest in the event of the issuer's failure. Furthermore, if investments by a Sub-fund in such bonds with one and the same issuer represent more than 5% of the net assets, the total value of these investments may not exceed 80% of the net assets of the corresponding Sub-fund.
- 3.10 The 10% limit set forth in Section 3.6 of the General Section can be raised to a maximum of 35% for Transferable Securities and Money Market Instruments that are issued or guaranteed by an EU Member State or its local authorities, by another OECD Member State, or by public international organisations of which one or more EU Member States are members.
- 3.11 Transferable Securities and Money Market Instruments which fall under the special ruling given in Sections 3.9 and 3.10 of the General Section are not counted when calculating the 40% risk diversification ceiling mentioned in Section 3.6 of the General Section.
- 3.12 The limits provided for in Sections 3.6 to 3.10 of the General Section may not be combined, and thus investments in Transferable Securities or Money Market Instruments issued by the same body or in deposits or derivative instruments with this body will under no circumstances exceed in total 35% of the net assets of a Sub-fund.
- 3.13 Companies which are included in the same group for the purposes of consolidated accounts, as defined in accordance with Directive 83/349/EEC or in accordance with recognised international accounting rules, are regarded as a single body for the purpose of calculating the limits contained in Sections 3.6 to 3.14 of the General Section.

- 3.14 A Sub-fund may invest, on a cumulative basis, up to 20% of its net assets in Transferable Securities and Money Market Instruments of the same group.

Exceptions which can be made

- 3.15 Without prejudice to the limits laid down in Section 3.26 of the General Section, the limits laid down in Sections 3.6 to 3.14 of the General Section are raised to a maximum of 20% for investment in shares and/or bonds issued by the same body if, according to the relevant Special Section, the Investment Objective and Investment Policy of that Sub-fund is to replicate the composition of a certain stock or debt securities index which is recognised by the CSSF, on the following basis:

- (a) its composition is sufficiently diversified;
- (b) the index represents an adequate benchmark for the market to which it refers;
- (c) it is published in an appropriate manner.

The above 20% limit may be raised to a maximum of 35%, but only in respect of a single body, where that proves to be justified by exceptional market conditions in particular in Regulated Markets where certain Transferable Securities or Money Market Instruments are highly dominant.

- 3.16 **The Company is authorised, in accordance with the principle of risk diversification, to invest up to 100% of the net assets of a Sub-fund in Transferable Securities and Money Market Instruments from various offerings that are issued or guaranteed by an EU Member State or its local authorities, by another OECD Member State, by certain non-OECD Member State (currently Brazil, Indonesia, Russia and South Africa) or by public international organisations in which one or more EU Member States are members. These securities must be divided into at least six different issues, with securities from one and the same issue not exceeding 30% of the total net assets of a Sub-fund.**

Investment in UCITS and/or other UCIs

- 3.17 A Sub-fund may acquire the units of UCITS and/or other UCIs referred to in Section 3.4(e) of the General Section, provided that no more than 20% of its net assets are invested in units of a single UCITS or other UCI. If a UCITS or other UCI has multiple compartments (within the meaning of article 181 of the 2010 Act) and the assets of a compartment may only be used to satisfy the rights of the investors relating to that compartment and the rights of those creditors whose claims have arisen in connection with the setting-up, operation and liquidation of that compartment, each compartment is considered as a separate issuer for the purposes of applying the above limit.
- 3.18 Investments made in units of UCIs other than UCITS may not exceed, in aggregate, 30% of the net assets of the Sub-fund.
- 3.19 When a Sub-fund has acquired units of UCITS and/or other UCIs, the assets of the respective UCITS or other UCIs do not have to be combined for the purposes of the limits laid down in Sections 3.6 to 3.14 of the General Section.
- 3.20 When a Sub-fund invests in the units of UCITS and/or other UCIs that are managed, directly or by delegation, by the same management company or by any other company with which the management company is linked by common management or control, or by a substantial direct or indirect holding, (regarded as more than 10% of the voting rights or share capital), that management company or other company may (a) neither charge subscription, conversion or redemption fees on account of the Sub-fund's investment in the units of such UCITS and/or other UCIs (b) nor any management fees

exceeding 0.25% of the proportion of the Sub-fund's net assets invested in the units of such UCITS and/or other UCIs.

- 3.21 If a Sub-fund invests a substantial proportion of its assets in other UCITS and/or other UCIs that are not managed, directly or by delegation, by the same management company or by any other company with which the management company is linked by common management or control, or by a substantial direct or indirect holding (regarded as more than 10% of the voting rights or share capital), the maximum level of the management fees that may be charged both to the Sub-fund itself and to the other UCITS and/or other UCIs in which it intends to invest, will be disclosed in the relevant Special Section.
- 3.22 In the annual report of the Company it will be indicated for each Sub-fund the maximum proportion of management fees charged both to the Sub-fund and to the UCITS and/or other UCIs in which the Sub-fund invests.

Tolerances, UCITS and other UCIs with multiple compartments

- 3.23 If, because of reasons beyond the control of the Company or the exercising of subscription rights, the limits mentioned in this Section 3 of the General Section are exceeded, the Company must have as a priority objective in its sale transactions to reduce these positions within the prescribed limits, taking into account the best interests of the Shareholders.
- 3.24 Provided that they continue to observe the principles of risk diversification, newly established Sub-funds may deviate from the limits mentioned under Sections 3.6 to 3.20 of the General Section for a period of six months following the date of their initial launch.
- 3.25 If a UCITS and other UCIs is comprised of multiple compartments and the assets of a compartment may only be used to satisfy the rights of the investors relating to that compartment and the rights of those creditors whose claims have arisen in connection with the setting-up, operation and liquidation of that compartment, each compartment is considered as a separate issuer for the purposes of applying the limits set forth under Sections 3.6 to 3.14, 3.15, 3.16 and 3.17 to 3.22 of the General Section.

Investment prohibitions

- 3.26 The Company is prohibited from:
- (a) acquiring equities with voting rights that would enable the Company to exert a significant influence on the management of the issuer in question;
 - (b) acquiring more than:
 - (i) 10% of the non-voting equities of one and the same issuer;
 - (ii) 10% of the debt securities issued by one and the same issuer;
 - (iii) 10% of the Money Market Instruments issued by one and the same issuer; or
 - (iv) 25% of the units of one and the same UCITS and/or other UCI.

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

Transferable Securities and Money Market Instruments which, in accordance with article 48, paragraph 3 of the 2010 Act are issued or guaranteed by an EU Member State or its local authorities, by another OECD Member State or which are issued by public international organisations of which one or more EU Member States are members are exempted from the above limits.

- (c) selling Transferable Securities, Money Market Instruments and other Eligible Investments mentioned under sub-paragraphs (e), (g) and (h) of Section 3.4 of the General Section short;
- (d) acquiring precious metals or related certificates;
- (e) investing in real estate and purchasing or selling commodities or commodities contracts;
- (f) borrowing on behalf of a particular Sub-fund, unless:
 - (i) the borrowing is in the form of a back-to-back loan for the purchase of foreign currency;
 - (ii) the loan is only temporary and does not exceed 10% of the net assets of the Sub-fund in question;
- (g) granting credits or acting as guarantor for third parties. This limitation does not refer to the purchase of Transferable Securities, Money Market Instruments and other Eligible Investments mentioned under sub-paragraphs (e), (g) and (h) of Section 3.4 of the General Section that are not fully paid up.

Investments between Sub-funds

3.27 A Sub-fund (the **Investing Sub-fund**) may invest in one or more other Sub-funds. Any acquisition of shares of another Sub-fund (the **Target Sub-fund**) by the Investing Sub-fund is subject to the following conditions:

- (a) the Target Sub-fund may not invest in the Investing Sub-fund;
- (b) the Target Sub-fund may not invest more than 10% of its net assets in UCITS (including other Sub-funds) or other UCIs referred to in Section 3.4(e) of the General Section;
- (c) the voting rights attached to the shares of the Target Sub-fund are suspended during the investment by the Investing Sub-fund; and
- (d) the value of the share of the Target Sub-fund held by the Investing Sub-fund are not taken into account for the purpose of assessing the compliance with the EUR 1,250,000 minimum capital requirement.

4. USE OF FINANCIAL DERIVATIVE INSTRUMENTS AND EFFICIENT PORTFOLIO MANAGEMENT TECHNIQUES

EPM Techniques

- 4.1 The Company must employ (i) 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 and (ii) a process for accurate and independent assessment of the value of OTC Derivatives.
- 4.2 Each Sub-fund will ensure that its global exposure relating to financial derivative instruments does not exceed the total net value of its portfolio.
- 4.3 The exposure is calculated taking into account the current value of the underlying assets, the counterparty risk, future market movements and the time available to liquidate the positions. This will also apply to the following subparagraphs.
- 4.4 A Sub-fund may invest, as a part of its investment policy, in financial derivative instruments provided that the exposure to the underlying does not exceed in aggregate the investment limits laid down under Sections 3.6 to 3.14 of the General Section. Under no circumstances will these operations cause a Sub-fund to diverge from its investment objectives as laid down in the Prospectus and the relevant Special Section. When a Sub-fund invests in index-based financial derivative instruments, these investments do not have to be combined to the limits laid down under Sections 3.6 to 3.14 of the General Section.
- 4.5 When a Transferable Security or Money Market Instrument embeds a derivative, the latter must be taken into account when complying with the requirements of this Section.
- 4.6 The Company's annual reports will contain, in respect of each Sub-fund that has entered into financial derivative instruments over the relevant reporting period, details of:
 - (a) the underlying exposure obtained through financial derivative instruments;
 - (b) the identity of the counterparty(ies) to these financial derivative instruments;
 - (c) the type and amount of collateral received to reduce counterparty risk exposure.
- 4.7 The Sub-funds are authorised to employ EPM Techniques subject to the following conditions:
 - (a) they are economically appropriate in that they are realised in a cost-effective way;
 - (b) they are entered into for one or more of the following specific aims:
 - (i) reduction of risk;
 - (ii) reduction of cost;
 - (iii) generation of additional capital or income for the Company with a level of risk which is consistent with the risk profile of the Company and the risk diversification rules described in Section 3 of the Prospectus;
 - (c) their risks are adequately captured by the risk management process of the Company.
- 4.8 The efficient portfolio management techniques (**EPM Techniques**) that may be employed by the Sub-funds in accordance with Section 4.7 include securities lending, repurchase agreements and reverse repurchase agreements. A repurchase agreement transaction is a forward transaction at the

maturity of which a Sub-fund has the obligation to repurchase the assets sold and the buyer (counterparty) the obligation to return the assets received under the transaction. A reverse repurchase agreement transaction is a forward transaction at the maturity of which the seller (counterparty) has the obligation to repurchase the assets sold and the relevant Sub-fund has the obligation to return the assets received under the transaction.

4.9 EPM Techniques will not:

- (a) result in a change of the investment objective of the concerned Sub-fund; or
- (b) add substantial supplementary risks in comparison to the original risk policy of the Sub-fund.

4.10 The use of EPM Techniques by the Sub-funds is subject to the following conditions:

- (a) When entering into a securities lending agreement, the Sub-fund should ensure that it is able at any time to recall any security that has been lent out or terminate the securities lending agreement.
- (b) When entering into a reverse repurchase agreement, the Sub-fund should ensure that it is able at any time to recall the full amount of cash or to terminate the reverse repurchase agreement on either an accrued basis or a mark-to-market basis. When the cash is recallable at any time on a mark-to-market basis, the mark-to-market value of the reverse repurchase agreement should be used for the calculation of the NAV of the relevant Sub-fund.
- (c) When entering into a repurchase agreement, the Sub-fund should ensure that it is able at any time to recall any securities subject to the repurchase agreement or to terminate the repurchase agreement into which it has entered.
- (d) The Management Company takes into account these EPM Techniques when developing its liquidity risk management process in order to ensure that the Company is able to comply at any time with its redemption obligations.

4.11 Fixed-term repurchase and reverse repurchase agreements that do not exceed seven days should be considered as arrangements on terms that allow the assets to be recalled at any time by the Sub-fund.

4.12 All the revenues arising from the use of EPM Techniques, net of direct and indirect operational costs, will be returned to the relevant Sub-fund. The fees of any agent involved in EPM Techniques may not exceed 20% of the total income generated by these EPM Techniques. The remaining income will accrue to the relevant Sub-fund.

4.13 The following information will be disclosed in the annual report of the Company:

- (a) the exposure of each Sub-fund obtained through EPM Techniques;
- (b) the identity of the counterparty(ies) to these EPM Techniques;
- (c) the type and amount of collateral received by the Sub-funds to reduce counterparty exposure;
- (d) the revenues arising from EPM Techniques for the entire reporting period together with the direct and indirect operational costs and fees incurred;

- (e) where collateral received from an issuer has exceeded 20% of the NAV of a Sub-fund, the identity of that issuer; and
 - (f) whether a Sub-fund has been fully collateralised in securities issued or guaranteed by a Member State.
- 4.14 The counterparty risk arising from OTC Derivatives and EPM Techniques may not exceed 10% of the assets of a Sub-fund when the counterparty is a credit institution domiciled in the European Union or in a country where the CSSF considers that supervisory regulations are equivalent to those prevailing in the European Union. This limit is set at 5% in any other case.
- 4.15 The counterparty risk of a Sub-fund vis-à-vis a counterparty is equal to the positive mark-to-market value of all OTC Derivatives and EPM Techniques transactions with that counterparty, provided that:
- (a) if there are legally enforceable netting arrangements in place, the risk exposure arising from OTC derivatives and EPM Techniques transactions with the same counterparty may be netted; and
 - (b) if collateral is posted in favour of a Sub-fund and such collateral complies at all times with the criteria set out in 4.17 et seq. below, the counterparty risk of such Sub-fund is reduced by the amount of such collateral.
- 4.16 Unless otherwise set out in a Special Section, none of the counterparties in OTC Derivative transactions will have discretion over the composition or management of the relevant Sub-fund's investment portfolio or over the assets underlying the relevant OTC Derivative.

Collateral policy for OTC derivatives transactions and EPM techniques in accordance with the ESMA Guidelines 2014/937

- 4.17 All collateral used to reduce counterparty risk exposure will comply with the following criteria at all times:
- (a) Liquidity – any collateral received other than cash will be highly liquid and traded on a regulated market or multilateral trading facility with transparent pricing in order that it can be sold quickly at a price that is close to pre-sale valuation. Collateral received will also comply with the provisions of Section 3.26(b) of the General Section.
 - (b) Valuation – collateral received will be valued on at least a daily basis and assets that exhibit high price volatility will not be accepted as collateral unless suitably conservative haircuts are in place.
 - (c) Issuer credit quality – collateral received should be of high quality.
 - (d) Correlation – the collateral received by the Sub-fund should be issued by an entity that is independent from the counterparty and is expected not to display a high correlation with the performance of the counterparty.
 - (e) Collateral diversification (asset concentration) – collateral should be sufficiently diversified in terms of country, markets and issuers. The criterion of sufficient diversification with respect to issuer concentration is considered to be respected if the Sub-fund receives from a counterparty of OTC Derivative or EPM Techniques transactions a basket of collateral with a maximum exposure to a given issuer of 20% of its net asset value. When a Sub-fund is exposed to different counterparties, the different baskets of collateral should be aggregated

to calculate the 20% limit of exposure to a single issuer. By way of derogation, a Sub-fund may be fully collateralised in different Transferable Securities and Money Market Instruments issued or guaranteed by a Member State, one or more of its local authorities, a third country, or a public international body to which one or more Member States belong, provided the Sub-fund receives securities from at least six different issues and any single issue does not account for more than 30% of the Sub-fund's NAV. Accordingly a Sub-fund may be fully collateralised in securities issued or guaranteed by an eligible OECD Member State.

- (f) Risks linked to the management of collateral, such as operational and legal risks, should be identified, managed and mitigated by the risk management process.
- (g) Collateral received should be capable of being fully enforced by the Company for the account of the Sub-fund at any time without reference to or approval from the counterparty.

4.18 The Sub-funds will only accept the following assets as collateral:

- (a) Liquid assets. Liquid assets include not only cash and short term bank certificates, but also money market instruments such as defined within the UCITS Directive. A letter of credit or a guarantee at first-demand given by a first class credit institution not affiliated to the counterparty are considered as equivalent to liquid assets.
- (b) 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.
- (c) Shares or units issued by money market UCIs calculating a daily net asset value and being assigned a rating of AAA or its equivalent.
- (d) Shares or units issued by UCITS investing mainly in bonds/shares mentioned in items (e) and (f) below.
- (e) Bonds issued or guaranteed by first class issuers offering an adequate liquidity.
- (f) Shares admitted to or dealt in on a regulated market of a Member State of the European Union or on a stock exchange of a Member State of the OECD, on the condition that these shares are included in a main index.

4.19 For the purpose of Section 4.17 above, all assets received by a Sub-fund in the context of EPM Techniques should be considered as collateral.

4.20 Non-cash collateral received by a Sub-fund may not be sold, re-invested or pledged.

4.21 Cash collateral received should only be:

- (a) placed on deposit;
- (b) invested in high-quality government bonds;
- (c) used for the purpose of reverse repo transactions provided the transactions are with credit institutions subject to prudential supervision and the Sub-fund is able to recall at any time the full amount of cash on accrued basis;

- (d) invested in short-term money market funds as defined in the Guidelines on a Common Definition of European money market funds.

- 4.22 Re-invested cash collateral will be diversified in accordance with the diversification requirements applicable to non-cash collateral under 4.17 above.
- 4.23 For all the Sub-funds receiving collateral for at least 30% of their assets, the Management Company will set up, in accordance with the Circular 14/592, an appropriate stress testing policy to ensure regular stress tests under normal and exceptional liquidity conditions to assess the liquidity risk attached to the collateral.
- 4.24 Collateral posted in favour of a Sub-fund under a title transfer arrangement should be held by the Custodian. Such collateral may be held by one of the Custodian's correspondents or sub-custodians provided that the Custodian has delegated the custody of the collateral to such correspondent or sub-custodian. Collateral posted in favour of a Sub-fund under a security interest arrangement (e.g., a pledge) can be held by a third party custodian which is subject to prudential supervision, and which is unrelated to the provider of the collateral.
- 4.25 The Management Company will set up, in accordance with the Circular 14/592, a clear haircut policy adapted for each class of assets received as collateral. This policy, established in accordance with the CSSF Circular 14/592, takes into account a variety of factors, depending on the nature of the collateral received such as price volatility, the credit quality of the issuer of the collateral, the maturity or currency of the assets or outcome of stress tests. Taking into account these factors, the Management Company expects that the collateral used as per 4.18(a) and 4.18(c) will generally have a lower haircut than the other types of collateral; the collateral used as per 4.18(b) with longer maturity will generally have a higher haircut than the one with shorter maturity; and the collateral used as per 4.18(d), 4.18(e) or 4.18(f) will generally have a higher haircut than the other types of collateral and that it will depend on its rating. No haircut will generally be applied to cash collateral. The haircut policy will be implemented in compliance with the risk management policy of the Management Company and the following grid:

| Asset Class | Minimum Rating accepted | Margin required/ NAV | Cap by asset class/ NAV | Cap by Issuer/ NAV |
|--|-------------------------|----------------------|-------------------------|--------------------|
| Cash (EUR, USD and GBP) | | [100 - 102%] | 100% | |
| Fixed Income | | | | |
| <i>Eligible OECD Government Bonds</i> | AAA | [100 - 105%] | 100% | 20% |
| <i>Eligible OECD Government Bonds</i> | AA | [100 - 107%] | 100% | 20% |
| <i>Eligible OECD Government Bonds</i> | A | [100 - 110%] | 100% | 20% |
| <i>Eligible Supra & Agencies</i> | AAA | [100 - 105%] | 100% | 20% |
| <i>Eligible Supra & Agencies</i> | AA | [100 - 107%] | 100% | 20% |
| <i>Other Eligible Countries Government Bonds</i> | BBB | [100 - 115%] | 100% | 20% |
| <i>Eligible OECD Corporate Bonds</i> | A | [100 - 117%] | 100% | 10% |
| <i>Eligible OECD Corporate Bonds</i> | BBB | [100 - 140%] | [10% - 30%] | 5% |
| <i>Eligible OECD Convertible Bonds</i> | A | [100 - 117%] | [10% - 30%] | 5% |
| <i>Eligible OECD Convertible Bonds</i> | BBB | [100 - 140%] | [10% - 30%] | 5% |
| <i>Money Market Units¹</i> | UCITS IV | [100 - 110%] | 100% | 20% |
| <i>CD's (eligible OECD and other eligible countries)</i> | A | [100 - 107%] | [10% - 30%] | 20% |
| <i>Eligible indices & Single equities linked</i> | | [100% - 140%] | 100% | 20% |

¹ Units of Money Market funds managed by BNP Paribas Investment Partners. AAA Money Market UCITS are accepted as collateral without one-off approval. All other UCITS are eligible only upon ad-hoc approval.

- 4.26 In compliance with the 2010 Act, quantitative and qualitative criteria will be applied to the collateral used to mitigate counterparty risk exposure arising from the use of EPM Techniques. Thus, the limitation of the exposure to a given issuer linked to the collateral will be equal to 20% of the Company' net asset value and a haircut policy for each type of issuer will be implemented as determined by the Management Company. By way of derogation, a Sub-fund may be fully collateralised in different Transferable Securities and Money Market Instruments issued or guaranteed by a Member State, one or more of its local authorities, a third country, or a public international body to which one or more Member States belong, provided the Sub-fund receives securities from at least six different issues and any single issue does not account for more than 30% of the Sub-fund's NAV. Accordingly a Sub-fund may be fully collateralised in securities issued or guaranteed by an eligible OECD Member State.

5. DESCRIPTION OF THE SHARES

- 5.1 In respect of each Sub-fund, the Board or the Management Company will be able to launch the following Classes:

| Class | Distribution Policy | Eligible Investors | Minimum Holding Amount | Initial NAV per Class** |
|-------|---------------------|-------------------------|---|--|
| C | Accumulation | All investors | None | 100 in the Reference Currency of the Class |
| C | Distribution | All investors | None | 100 in the Reference Currency of the Class |
| J | Accumulation | Institutional Investors | 10,000,000 in the Reference Currency of the relevant Sub-fund or its equivalent in the Reference Currency of the Class (as the case may be, for entities belonging to the same financial group ***)****. UCI: none (except as otherwise indicated) | 100 in the Reference Currency of the Class |
| J | Distribution | Institutional Investors | 10,000,000 in the Reference Currency of the relevant Sub-fund or its equivalent in the Reference Currency of the Class (as the case may be, for entities belonging to the same financial group ***) UCI: none (except as otherwise indicated) | 100 in the Reference Currency of the Class |
| M | Accumulation | Institutional Investors | 50,000,000 in the Reference Currency of the relevant Sub-fund or its equivalent in the Reference Currency of the Class for entities belonging to the same financial group***. | 100 in the Reference Currency of the Class |
| N | Accumulation | All investors | None | 100 in the Reference Currency of the Class |
| N | Distribution | All investors | None | 100 in the Reference Currency of the Class |
| Life | Accumulation | AG Insurance | None | 100 in the Reference Currency of the Class |
| I | Accumulation | Institutional Investors | 100,000 in the Reference Currency of the relevant Sub-fund*** UCI: none (except as otherwise indicated) | 100 in the Reference Currency of the Class |

| Class | Distribution Policy | Eligible Investors | Minimum Holding Amount | Initial NAV per Class** |
|--------------|----------------------------|---------------------------|---|--|
| I | Distribution | Institutional Investors | 100,000 in the Reference Currency of the relevant Sub-fund*** UCI: none (except as otherwise indicated) | 100 in the Reference Currency of the Class |
| X | Accumulation | Authorised Investors* | 5,000,000 in the Reference Currency of the relevant Sub-fund or its equivalent in the Reference Currency of the Class | 100 in the Reference Currency of the Class |
| X | Distribution | Authorised Investors* | 5,000,000 in the Reference Currency of the relevant Sub-fund or its equivalent in the Reference Currency of the Class | 100 in the Reference Currency of the Class |
| Privilege | Accumulation | All investors | 1,000,000 in the Reference Currency of the relevant Sub-fund Portfolio Managers: none (except as otherwise indicated) | 100 in the Reference Currency of the Class |
| Privilege | Distribution | All investors | 1,000,000 in the Reference Currency of the relevant Sub-fund Portfolio Managers: none (except as otherwise indicated) | 100 in the Reference Currency of the Class |
| R | Accumulation | All investors**** | None | 100 in the Reference Currency of the Class |
| R | Distribution | All investors**** | None | 100 in the Reference Currency of the Class |
| Protected C | Accumulation | All investors | None | 100 in the Reference Currency of the Class |
| Protected C | Distribution | All investors | None | 100 in the Reference Currency of the Class |
| Protected J | Accumulation | Institutional Investors | 10,000,000 in the Reference Currency of the relevant Sub-fund or its equivalent in the Reference Currency of the Class (as the case may be, for entities belonging to the same financial group ***)****. UCI: none (except as otherwise indicated) | 100 in the Reference Currency of the Class |
| Protected J | Distribution | Institutional Investors | 10,000,000 in the Reference Currency of the relevant Sub-fund or its equivalent in the Reference Currency of the Class (as the case may be, for entities belonging to the same financial group ***) UCI: none (except as otherwise indicated) | 100 in the Reference Currency of the Class |
| Protected M | Accumulation | Institutional Investors | 50,000,000 in the Reference Currency of the relevant Sub-fund or its equivalent in the Reference Currency of the Class for entities belonging to the same financial group***. | 100 in the Reference Currency of the Class |
| Protected N | Accumulation | All investors | None | 100 in the Reference Currency of the Class |

| Class | Distribution Policy | Eligible Investors | Minimum Holding Amount | Initial NAV per Class** |
|---------------------|----------------------------|---------------------------|--|--|
| Protected N | Distribution | All investors | None | 100 in the Reference Currency of the Class |
| Protected I | Accumulation | Institutional Investors | 100,000 in the Reference Currency of the relevant Sub-fund*** UCI: none (except as otherwise indicated) | 100 in the Reference Currency of the Class |
| Protected I | Distribution | Institutional Investors | 100,000 in the Reference Currency of the relevant Sub-fund*** UCI: none (except as otherwise indicated) | 100 in the Reference Currency of the Class |
| Protected X | Accumulation | Authorised Investors* | 5,000,000 in the Reference Currency of the relevant Sub-fund or its equivalent in the Reference Currency of the Class | 100 in the Reference Currency of the Class |
| Protected X | Distribution | Authorised Investors* | 5,000,000 in the Reference Currency of the relevant Sub-fund or its equivalent in the Reference Currency of the Class | 100 in the Reference Currency of the Class |
| Protected Privilege | Accumulation | All investors | 1,000,000 in the Reference Currency of the relevant Sub-fund Portfolio Managers: none (except as otherwise indicated) | 100 in the Reference Currency of the Class |
| Protected Privilege | Distribution | All investors | 1,000,000 in the Reference Currency of the relevant Sub-fund Portfolio Managers: none (except as otherwise indicated) | 100 in the Reference Currency of the Class |
| Protected R | Accumulation | All investors***** | None | 100 in the Reference Currency of the Class |
| Protected R | Distribution | All investors***** | None | 100 in the Reference Currency of the Class |
| Protected C | Accumulation | All investors | None | 100 in the Reference Currency of the Class |

* subject to the approval of the Board.

** except in case of contributions from other UCIs in respect of a specific Class.

*** Regarding J and M shares, minimum subscription conditions may be assessed on the basis of the total investment, irrespective of currency. Please refer to the relevant Special Section.

**** only in the countries where the Management Company has decided to market and/or register (if relevant) the Class. UK investors should note in respect of such R and Protected R Shares that will comply with the restrictions on the payment of commissions or rebates as a result of the UK Financial Conduct Authority's Retail Distribution Review (RDR).

***** Class J Accumulation Shares in the sub-fund THEAM Quant – Raw Materials Enhanced exceptionally benefit from a reduced Minimum Holding Amount of EUR 3 million.

- 5.2 In respect of I, J and M Class Shares reserved to Institutional Investors, a reduced subscription tax rate of 0.01% p.a. on net assets applies.
- 5.3 Shares may be issued in registered or dematerialised form. A holder of dematerialised Shares will have its Shares deposited on a securities account in the name of its beneficiary. All Shares must be fully paid up. Fractional Shares may be issued up to four (4) decimal places and will carry rights in proportion to the fraction of a Share they represent but will carry no voting rights.
- 5.4 The register of the Shareholders will be kept by the Administrative Agent on behalf of the Company, and the register (and the Shareholders' personal data contained therein) will be available for

inspection by any Shareholder. The register will contain the name of each owner of registered Shares, his/her/its residence or elected domicile as indicated to the Company and the number and Class of Shares held by him/her/it and the transfer of Shares and the dates of such transfers. The ownership of the Shares will be established by the entry in this register.

- 5.5 Each registered Shareholder will provide the Company with an address, fax number and email address to which all notices and announcements may be sent. Such address will also be entered into the register of Shareholders.
- 5.6 The Shares confer no preferential subscription rights at the time of the issue of new Shares.
- 5.7 Within the same Sub-fund, all Shares have equal rights as regards voting rights in all general meetings of Shareholders and in all meetings of the Sub-fund concerned.
- 5.8 Unless otherwise provided for in the relevant Special Section, the Company will not accept subscriptions through contributions in kind of assets to a Sub-fund in lieu of cash.
- 5.9 For each Sub-fund, the Board or the Management Company may, in respect of Shares in one or several Class(es) if any, decide to close subscriptions temporarily or definitively, including those arising from the conversion of Shares of another Class or another Sub-fund.
- 5.10 If the assets of one of the Class in any Sub-fund fall below one million EUR or its equivalent in another Currencies, the Board reserves the right to close the category and merge it with a Class of the same category, even these Class is a non-hedged Class of the Sub-fund.

6. SUBSCRIPTION FOR SHARES

- 6.1 During the Initial Subscription Period or on the Initial Subscription Date or on the Class Launch Date, the Company is offering the Shares under the terms and conditions as set forth in the relevant Special Section. The Company may offer Shares in one or several Sub-funds or in one or more Classes in each Sub-fund. If so provided for in a Special Section, the Board may extend the Initial Subscription Period and/or postpone the Launch Date subject to the terms of the relevant Special Section.
- 6.2 After the Initial Subscription Period, the Initial Subscription Date or the Class Launch Date, the Company may offer Shares of each existing Class in each existing Sub-fund on any day that is a Valuation Day, as stipulated in the relevant Special Section. The Company may decide that for a particular Class or Sub-fund no further Shares will be issued after the Initial Subscription Period or Initial Subscription Date (as will be set forth in the relevant Special Section). However, the Board reserves the right to authorise at any time and without notice the issue and sale of Shares for Classes or Sub-funds that were previously closed for further subscriptions. Such decision will be made by the Board with due regard to the interest of the existing Shareholders in the relevant Class or Sub-fund.
- 6.3 The Board may in its discretion decide to cancel the offering of a Sub-fund. The Board may also decide to cancel the offering of a new Class of Shares. In such case, investors having made an application for subscription will be duly informed and any subscription monies already paid will be returned. For the avoidance of doubt, no interest will be payable on such amount prior to their return to the relevant investors.
- 6.4 Shareholders or prospective investors may subscribe for a Class in a Sub-fund at a subscription price per Share equal to:

- (a) the Initial Subscription Price where the subscription relates to the Initial Subscription Period, the Initial Subscription Date or the Class Launch Date; or
 - (b) the Net Asset Value per Share as of the Valuation Day on which the subscription is effected where the subscription relates to a subsequent offering (other than the Initial Subscription Period, the Initial Subscription Date or the Class Launch Date) of Shares of an existing Class in an existing Sub-fund.
- 6.5 A Subscription Fee may be added to the subscription price to be paid by the investor. The applicable Subscription Fee will be stipulated in the relevant Special Section. This fee will be payable to the Company, the Management Company or the Distributor, unless otherwise specified in respect of a Sub-fund in the relevant Special Section. Subscriptions will be accepted in amounts and number of Shares.
- 6.6 The Shares may be locally offered for subscription via regular savings plans, redemption and conversion programs which may be subject to additional local charges. In the event that a regular savings plan is terminated prior to an agreed final date, the sum of entry costs payable by the Shareholders concerned may be greater than would have been the case for standard subscriptions.

Subscription procedure

- 6.7 After the end of the Initial Subscription Period, the Initial Subscription Date or the Class Launch Date, subscriptions may be made only by investors who are not Restricted Persons by:
- (a) submitting a written subscription request by mail to the Administrative Agent or Distributor(s) to be received by the Administrative Agent or a Distributor before such time and date as set out in respect of each Sub-fund in that Sub-fund Special Section (the **Subscription Cut-Off Time**). Any applications received after the relevant Subscription Cut-Off Time in respect of a Valuation Day will be deferred to the next Valuation Day and will be dealt with on the basis of the Net Asset Value per Share calculated on the NAV Calculation Day immediately following such next Valuation Day;
 - (b) delivering to the account of the Depositary cleared funds for the full amount of the subscription price (plus any Subscription Fee) of the Shares being subscribed for pursuant to the subscription request, within three (3) Business Days following the relevant Valuation Day (unless otherwise specified in respect of a Sub-fund in the relevant Special Section).
- 6.8 If the Depositary does not receive the funds in time the investor will be liable for the costs of late or non-payment in which the case the Board and the Management Company will have the power to redeem all or part of the investor's holding of Shares in the Company in order to meet such costs. In circumstances where it is not practical or feasible to recoup a loss from an applicant for Shares, any losses incurred by the Company due to late or non-payment of the subscription proceeds in respect of subscription applications received may be borne by the Company.
- 6.9 Subscribers for Shares must make payment in the Reference Currency or an Authorised Payment Currency of the relevant Sub-fund or Class. Subscription monies received in another currency than the Reference Currency (i.e., an Authorised Payment Currency) will be exchanged by the Depositary on behalf of the investor at normal banking rates. Any such currency transaction will be effected by the Depositary at the investor's risk and cost. Such currency exchange transactions may delay any transaction in Shares.
- 6.10 Subscribers for Shares are to indicate the allocation of the subscription monies among one or more of the Sub-funds and/or Classes offered by the Company. Subscription requests are irrevocable,

unless in the period during which the calculation of the Net Asset Value is suspended in accordance with Section 13 of the General Section.

- 6.11 In the event that the subscription order is incomplete (i.e., all requested papers are not received by the Administrative Agent or a Distributor by the relevant deadline set out above) the subscription order will be rejected and a new subscription order will have to be submitted.
- 6.12 The applicable Minimum Subscription Amount and Minimum Subsequent Subscription Amount may be waived or varied on a case-by-case basis, by the Company or the Management Company.
- 6.13 In the event that the Company or the Management Company decides to reject any application to subscribe for Shares the monies transferred by a relevant applicant will be returned to the prospective investor without undue delay (unless otherwise provided for by law or regulations).
- 6.14 The number of Shares issued to a subscriber or Shareholder in connection with the foregoing procedures will be equal to the subscription monies provided by the subscriber or Shareholder divided by:
 - (a) the Initial Subscription Price, in relation to subscriptions made in connection with an Initial Subscription Period, an Initial Subscription Date or a Class Launch Date; or
 - (b) the Net Asset Value per Share of the relevant Class and in the relevant Sub-fund as of the relevant Valuation Day.
- 6.15 With regard to the Initial Subscription Period or Initial Subscription Date, Shares will be issued on the Launch Date. With regards to the Class Launch Date, Shares will be issued on the Class Launch Date.
- 6.16 The Company will recognise rights to fractions of Shares up to four (4) decimal places, rounded up or down to the nearest decimal point. Any purchases of Shares will be subject to the ownership restrictions set forth below. Fractional Shares will have no right to vote (except to the extent their number is so that they represent a whole Share, in which case, they confer a voting right) but will have the right to participate pro rata in distributions and allocation of liquidation proceeds.

Ownership Restrictions

- 6.17 A person who is a Restricted Person may not invest in the Company. The Shares have not been registered under the US Securities Act and the Company has not been registered under the Investment Company Act. The Shares may not be offered, sold, transferred or delivered, directly or indirectly, in the United States of America, its territories or possessions or to US Persons (as defined herein) except to certain qualified US institutions in reliance on certain exemptions from the registration requirements of the US Securities Act and with the consent of the Company. Neither the Shares nor any interest therein may be beneficially owned by any other US Person. The sale and transfer of Shares to US Persons is restricted and the Company may repurchase Shares held by a US Person or refuse to register any transfer to a US Person as it deems appropriate to assure compliance with the US Securities Act.

Institutional Investors

- 6.18 The sale of Shares of certain Sub-funds or Classes may be restricted to institutional investors (including, for the avoidance of doubt, UCIs) within the meaning of Article 174 of the 2010 Act (**Institutional Investors**) and the Company will not issue or give effect to any transfer of Shares of such Sub-funds or Classes to any investor who may not be considered as an Institutional Investor. The Company may, at its discretion, delay the acceptance of any subscription for shares of a Sub-

fund or Class restricted to Institutional Investors until such date as it has received sufficient evidence on the qualification of the investor as an Institutional Investor. If it appears at any time that a holder of Shares of a Sub-fund or Class restricted to Institutional Investors is not an Institutional Investor, the Company will, at its discretion, either redeem the relevant shares in accordance with Section 8.10 of the General Section or convert such Shares into Shares of a Sub-fund or Class which is not restricted to Institutional Investors (provided there exists such a Sub-fund or Class with similar characteristics) and which is essentially identical to the restricted Sub-fund or Class in terms of its investment object (but, for avoidance of doubt, not necessarily in terms of the fees and expenses payable by such Sub-fund or Class), unless such holding is the result of an error of the Company, the Management Company or their agents, and notify the relevant Shareholder of such conversion.

- 6.19 Considering the qualification of a subscriber or a transferee as Institutional Investor, the Company will have due regard to the guidelines or recommendations (if any) of the competent supervisory authorities.
- 6.20 Institutional Investors subscribing in their own name, but on behalf of a third party, may be required to certify that such subscription is made either on behalf of an Institutional Investor or on behalf of a Retail Investor provided in the latter case that the Institutional Investor is acting within the framework of a discretionary management mandate and that the Retail Investor has no right to lay a claim against the Company or the Management Company for direct ownership of the Shares.

7. CONVERSION OF SHARES

- 7.1 Unless otherwise stated in the relevant Special Section, Shareholders are allowed to convert all, or part, of the Shares of a given Class into Shares of the same Class of another Sub-fund. However, the right to convert Shares is subject to compliance with any condition (including any Minimum Subscription Amounts and eligibility requirements) applicable to the Class into which conversion is to be effected. Therefore, if, as a result of a conversion, the value of a Shareholder's holding in the new Class would be less than the applicable Minimum Subscription Amount, the Board may decide not to accept the request for conversion of the Shares. In addition, if, as a result of a conversion, the value of a Shareholder's holding in the original Class would become less than the relevant Minimum Holding Amount as stipulated in the relevant Special Section, the Shareholder may be deemed (if the Board so decides) to have requested the conversion of all of his Shares. Shareholders are not allowed to convert all, or part, of their Shares into Shares of a Sub-fund which is closed for further subscriptions after the Initial Subscription Period or Initial Subscription Date (as will be set forth in the relevant Special Section).
- 7.2 If the criteria to become a Shareholder of such other Class and/or such other Sub-fund are fulfilled, the Shareholder will make an application to convert Shares by sending a written request by swift or fax for conversion to the Distributor or the Administrative Agent. Shares may be converted at the request of the Shareholders on any day that is a Valuation Day. The conversion request must be received by the Administrative Agent at the time specified in the relevant Special Section on the relevant Valuation Day. Conversion requests received after this deadline will be deemed received at the next forthcoming Valuation Day and will be processed on the basis of the Net Asset Value per Share as of the first Valuation Day after the relevant Transaction. The conversion request must state the number of Shares of the relevant Classes in the relevant Sub-fund, which the Shareholder wishes to convert.
- 7.3 A Conversion Fee of up to such maximum percentage as is set out in each relevant Special Section of the Net Asset Value of the Shares of the relevant Class of the relevant new Sub-fund to be issued may be levied to cover conversion costs. This fee will be payable to the Management Company or to the Distributor depending on the distribution agreements in place, unless otherwise specified in respect of a Sub-fund in the relevant Special Section. The same rate of Conversion Fee will be applied to all conversion requests (deemed) received on the same Valuation Day.

- 7.4 Conversion of Shares will be effected on the first NAV Calculation Day after the relevant Valuation Day, by the simultaneous:
- (a) redemption of the number of Shares of the relevant Class in the relevant Sub-fund specified in the conversion request at the Net Asset Value per Share of the relevant Class in the relevant Sub-fund; and
 - (b) issue of Shares on that Valuation Day in the new Sub-fund or Class, into which the original Shares are to be converted, at the Net Asset Value per Share for Shares of the relevant Class in the (new) Sub-fund.
- 7.5 Subject to any currency conversion (if applicable) the proceeds resulting from the redemption of the original Shares will be applied immediately as the subscription monies for the Shares in the new Class or Sub-fund into which the original Shares are converted.
- 7.6 Where Shares denominated in one currency are converted into Shares denominated in another currency, the number of such Shares to be issued will be calculated by converting the proceeds resulting from the redemption of the Shares into the currency in which the Shares to be issued are denominated. The exchange rate for such currency conversion will be calculated by the Depositary in accordance with the rules laid down in Section 12 of the General Section.
- 7.7 If conversion requests would result in a residual holding in any one Sub-fund or Class of less than the Minimum Net Asset Value applicable, the Company reserves the right to compulsorily redeem the residual Shares in that Sub-fund or Class at the relevant redemption price and make payment of the proceeds thereof to the Shareholders.

8. REDEMPTION OF SHARES

Timing, form of redemption request

- 8.1 Shares in a Sub-fund may be redeemed at the request of the Shareholders on any day that is a Valuation Day. Redemption requests must be sent in writing by mail to the Distributor(s) or the Administrative Agent or such other place as the Company or the Management Company may advise. Redemption requests must be received by the Distributor or the Administrative Agent before such time and date as set out in respect of each Sub-fund in that Sub-fund Special Section (the **Redemption Cut-Off Time**). Redemption requests received after the Redemption Cut-Off Time in respect of a Valuation Day will be deemed received at the next forthcoming Valuation Day and will be processed on the basis of the Net Asset Value per Share as of the first NAV Calculation Day after the relevant Valuation Day.
- 8.2 The Board, the Management Company, the Administrative Agent and the Distributor(s) will ensure that the relevant Redemption Cut-Off Times of each Sub-fund are strictly complied with and will therefore take all adequate measures to prevent practices known as "Late Trading".
- 8.3 Requests for redemption must be for a number of Shares denominated in the Reference Currency or an Authorised Payment Currency of the Class of the Sub-fund. Redemption requests must be addressed to the Administrative Agent or the Distributor. Redemption requests will not be accepted by telephone or telex. Redemption requests are irrevocable (except during any period where the determination of the Net Asset Value, the issue, redemption and conversion of Shares is suspended) and proceeds of the redemption will be remitted to the account indicated by the Shareholder in its subscription request. The Company reserves the right not to redeem any Shares if it has not been provided with evidence satisfactory to the Company that the redemption request was made by a Shareholder of the Company. Failure to provide appropriate documentation to the Administrative Agent may result in the withholding of redemption proceeds.

Redemption Price

- 8.4 A Shareholder who redeems his/her/its Shares will receive an amount per Share redeemed equal to the Net Asset Value per Share as of the applicable Valuation Day for the relevant Class in the relevant Sub-fund, less, as the case may be, the Redemption Fee as stipulated in the relevant Special Section and any tax or duty imposed on the redemption of the Shares.

Redemption Fee

- 8.5 If a Shareholder wants to redeem Shares of the Company, a Redemption Fee may be levied on the amount to be paid to the Shareholder. The applicable Redemption Fee will be stipulated in the relevant Special Section. This fee will be payable to the Company, unless otherwise specified in respect of a Sub-fund in the relevant Special Section. For the avoidance of doubt, the Redemption Fee is calculated on the redemption price of the Shares.

Payment of the redemption price

- 8.6 Payment of the redemption proceeds will be made generally within three (3) Business Days following the relevant Valuation Day (unless otherwise specified in respect of a Sub-fund in the relevant Special Section). Where a Shareholder redeems Shares that he/she/it has not paid for within the required subscription settlement period, in circumstances where the redemption proceeds would exceed the subscription amount that he/she/it owes, the Company will be entitled to retain such excess for the benefit of the Company.

Minimum Holding Amount – Minimum Net Asset Value

- 8.7 If as a result of a redemption, the value of a Shareholder's holding would become less than the relevant Minimum Holding Amount as stipulated in the relevant Special Section, the Shareholder may be deemed (if the Board so decides) to have requested the redemption of all his Shares.
- 8.8 If redemption requests would result in a residual holding in any one Sub-fund or Class of less than the Minimum Net Asset Value applicable, the Company reserves the right to compulsorily redeem the residual Shares in that Sub-fund or Class at the relevant redemption price and make payment of the proceeds thereof to the Shareholder.

Suspension of redemption

- 8.9 Redemption of Shares may be suspended for certain periods of time as described under Section 13 of the General Section.

Compulsory redemptions by the Company

- 8.10 The Company may redeem Shares of any Shareholder if the Board or the Management Company, whether on its own initiative or at the initiative of a Distributor, determines that:
- (a) any of the representations given by the Shareholder to the Company or the Management Company were not true and accurate or have ceased to be true and accurate; or
 - (b) the Shareholder is a Restricted Person; or
 - (c) that the continuing ownership of Shares by the Shareholder would cause an undue risk of adverse tax consequences to the Company or any of its Shareholders; or

- (d) the continuing ownership of Shares by such Shareholder may be prejudicial to the Company or any of its Shareholders; or
- (e) further to the satisfaction of a redemption request received by a Shareholder, the number or aggregate amount of Shares of the relevant Class held by this Shareholder is less than the Minimum Holding Amount.

9. RESTRICTIONS ON TRANSFER

9.1 All transfers of Shares will be effected by a transfer in writing in any usual or common form or any other form approved by the Company and every form of transfer will state the full name and address of the transferor and the transferee. The instrument of transfer of a Share will be signed by or on behalf of the transferor. The transferor will be deemed to remain the holder of the Share until the name of the transferee is entered on the Share register in respect thereof. The Company may decline to register any transfer of Share if, in consequence of such transfer, the value of the holding of the transferor or transferee does not meet the minimum subscription or holding levels of the relevant Share Class or Sub-fund as set out in this Prospectus or the relevant Special Section. The registration of transfer may be suspended at such times and for such periods as the Company may from time to time determine, provided, however, that such registration will not be suspended for more than five (5) days in any calendar year. The Company may decline to register any transfer of Shares unless the original instruments of transfer, and such other documents that the Company may require are deposited at the registered office of the Company or at such other place as the Company may reasonably require, together with such other evidence as the Company may reasonably require to show the right of the transferor to make the transfer and to verify the identity of the transferee. Such evidence may include a declaration as to whether the proposed transferee (a) is a US Person or acting for or on behalf of a US Person, (b) is a Restricted Person or acting for or on behalf of a Restricted Person or (c) does qualify as Institutional Investor.

9.2 The Company may decline to register a transfer of Shares:

- (a) if in the opinion of the Company, the transfer will be unlawful or will result or be likely to result in any adverse regulatory, tax or fiscal consequences to the Company or its Shareholders; or
- (b) if the transferee is a US Person or is acting for or on behalf of a US Person; or
- (c) if the transferee is a Restricted Person or is acting for or on behalf of a Restricted Person; or
- (d) in relation to Classes reserved for subscription by Institutional Investors, if the transferee is not an Institutional Investor; or
- (e) in circumstances as set out in Section 11.2 of the General Section; or
- (f) if in the opinion of the Company, the transfer of the Shares would lead to the Shares being registered in a depositary or clearing system in which the Shares could be further transferred otherwise than in accordance with the terms of this Prospectus or the Articles.

10. ANTI-MONEY LAUNDERING AND TERRORIST FINANCING REQUIREMENTS

10.1 Measures aimed towards the prevention of money laundering as provided by Luxembourg Law and the circulars as issued by the CSSF are the responsibility of the Company.

10.2 These measures may require the Administrative Agent to request verification of the identity of any prospective investor. By way of example, an individual may be required to produce a copy of his

passport or identification card duly certified by a competent authority (e.g. embassy, consulate, notary, police officer, solicitor, financial institution domiciled in a country imposing equivalent identification requirements or any other competent authority. In the case of corporate applicants, this may require, amongst others, production of a certified copy of the certificate of incorporation (and any change of name) and investor's memorandum and articles of association (or equivalent), a recent list of its shareholders showing a recent stake in its capital, printed on the letterhead of the investor duly dated and signed, an authorised signature list and an excerpt of the trade register. It should be noted that the above list is not exhaustive and that the investors may be required to provide further information to the Administrative Agent in order to ensure the identification of the final beneficial owner of the Shares.

- 10.3 Until satisfactory proof of identity is provided by potential investors or transferees as determined by the Administrative Agent, it reserves the right to withhold issue or approval of registration of transfers of Shares. Similarly, redemption proceeds will not be paid unless compliance with these requirements has been made in full. In any such event, the Administrative Agent will not be liable for any interest, costs or compensation.
- 10.4 In case of a delay or failure to provide satisfactory proof of identity, the Administrative Agent may take such action as it thinks fit.
- 10.5 These identification requirements may be waived by the Administrative Agent in the following circumstances:
 - (a) in the case of a subscription through a financial intermediary which is supervised by a regulatory authority which imposes an investors' or transferees' identification obligation equivalent to that required under Luxembourg Law for the prevention of money laundering and to which the financial intermediary is subject;
 - (b) in the case of a subscription through a financial intermediary whose parent is supervised by a regulatory authority which imposes an investors' or transferees' identification obligation equivalent to that required under Luxembourg Law for the prevention of money laundering and where the law applicable to the parent or the group policy imposes an equivalent on its subsidiaries or branches.

11. MARKET TIMING AND LATE TRADING

- 11.1 Prospective investors and Shareholders should note that the Company may reject or cancel any subscription or conversion orders for any reason and in particular in order to comply with the Circular 04/146 relating to the protection of UCIs and their investors against Late Trading and Market Timing practices.
- 11.2 For example, excessive trading of Shares in response to short-term fluctuations in the market, a trading technique sometimes referred to as Market Timing, has a disruptive effect on portfolio management and increases the Sub-funds' expenses. Accordingly, the Company may, in the sole discretion of the Board or the Management Company, compulsorily redeem Shares or reject any subscription orders and conversions orders from any investor that the Company or the Management Company reasonably believes has engaged in Market Timing activity. For these purposes, the Company and the Management Company may consider an investor's trading history in the Sub-funds and accounts under common control or ownership.
- 11.3 In addition to the Subscription or Conversion Fees which may be of application to such orders as set forth in the Special Section of the relevant Sub-fund, the Company and the Management Company may impose a penalty of maximum 2% (two per cent.) of the Net Asset Value of the Shares subscribed or converted where the Company reasonably believes that an investor has engaged in

Market Timing activity. The penalty will be credited to the relevant Sub-fund. The Company, the Management Company and the Board will not be held liable for any loss resulting from rejected orders or mandatory redemption.

- 11.4 Furthermore, the Company will ensure that the relevant deadlines for requests for subscriptions, redemptions or conversions are strictly complied with and will therefore take all adequate measures to prevent practices known as Late Trading.

12. CALCULATION OF NET ASSET VALUE

- 12.1 The Company, each Sub-fund and each Class in a Sub-fund have a Net Asset Value determined in accordance with the Articles. The Reference Currency of the Company is the EUR. The Net Asset Value of each Sub-fund and Class will be calculated in the Reference Currency of the Sub-fund or Class, as it is stipulated in the relevant Special Section, and will be determined by the Administrative Agent for each Valuation Day as at each NAV Calculation Day as stipulated in the relevant Special Section, by calculating the aggregate of:

- (a) the value of all assets of the Company which are allocated to the relevant Sub-fund in accordance with the provisions of the Articles; less
- (b) all the liabilities of the Company which are allocated to the relevant Sub-fund and Class in accordance with the provisions of the Articles, and all fees attributable to the relevant Sub-fund and Class, which fees have accrued but are unpaid on the relevant Valuation Day.

- 12.2 The Net Asset Value per Share or Class for a Valuation Day will be calculated in the Reference Currency of the relevant Sub-fund and will be calculated by the Administrative Agent as at the NAV Calculation Day of the relevant Sub-fund by dividing the Net Asset Value of the relevant Sub-fund by the number of Shares which are in issue on such Valuation Day in the relevant Sub-fund (including Shares in relation to which a Shareholder has requested redemption on such Valuation Day in relation to such NAV Calculation Day).

- 12.3 If the Sub-fund has more than one Class in issue, the Administrative Agent will calculate the Net Asset Value per Share of each Class for a Valuation Day by dividing the portion of the Net Asset Value of the relevant Sub-fund attributable to a particular Class by the number of Shares of such Class in the relevant Sub-fund which are in issue on such Valuation Day (including Shares in relation to which a Shareholder has requested redemption on such Valuation Day in relation to such NAV Calculation Day). The Management Company or the Company may decide to publish an indicative Net Asset Value per Share for each Sub-fund or each class in a Sub-fund on any day which is not a Valuation Day as defined in each relevant Special Section. This indicative Net Asset Value per Share will be published for information purpose only. For the avoidance of doubt no subscriptions, redemptions or conversions will be accepted based on this indicative Net Asset Value per Share.

- 12.4 The Net Asset Value per Share may be rounded up or down to the nearest whole hundredth share of the currency in which the Net Asset Value of the relevant Shares are calculated.

- 12.5 The allocation of assets and liabilities of the Company between Sub-funds (and within each Sub-fund between the different Classes) will be effected so that:

- (a) The subscription price received by the Company on the issue of Shares, and reductions in the value of the Company as a consequence of the redemption of Shares, will be attributed to the Sub-fund (and within that Sub-fund, the Class) to which the relevant Shares belong.

- (b) Assets acquired by the Company upon the investment of the subscription proceeds and income and capital appreciation in relation to such investments which relate to a specific Sub-fund (and within a Sub-fund, to a specific Class) will be attributed to such Sub-fund (or Class in the Sub-fund).
- (c) Assets disposed of by the Company as a consequence of the redemption of Shares and liabilities, expenses and capital depreciation relating to investments made by the Company and other operations of the Company, which relate to a specific Sub-fund (and within a Sub-fund, to a specific Class) will be attributed to such Sub-fund (or Class in the Sub-fund).
- (d) Where the use of foreign exchange transactions, instruments or financial techniques relates to a specific Sub-fund (and within a Sub-fund, to a specific Class) the consequences of their use will be attributed to such Sub-fund (or Class in the Sub-fund).
- (e) Where assets, income, capital appreciations, liabilities, expenses, capital depreciations or the use of foreign exchange transactions, instruments or techniques relate to more than one Sub-fund (or within a Sub-fund, to more than one Class), they will be attributed to such Sub-funds (or Classes, as the case may be) in proportion to the extent to which they are attributable to each such Sub-fund (or each such Class).
- (f) Where assets, income, capital appreciations, liabilities, expenses, capital depreciations or the use of foreign exchange transactions, instruments or techniques cannot be attributed to a particular Sub-fund they will be divided equally between all Sub-funds or, in so far as is justified by the amounts, will be attributed in proportion to the relative Net Asset Value of the Sub-funds (or Classes in the Sub-fund) if the Company, in its sole discretion, determines that this is the most appropriate method of attribution.
- (g) Upon payment of dividends to the Shareholders of a Sub-fund (and within a Sub-fund, to a specific Class) the net assets of this Sub-fund (or Class in the Sub-fund) are reduced by the amount of such dividend.

12.6 The assets of the Company will be valued as follows:

- (a) Transferable Securities or Money Market Instruments quoted or traded on an official stock exchange or any other Regulated Market, are valued on the basis of the last known price, and, if the securities or money market instruments are listed on several stock exchanges or Regulated Markets, the last known price of the stock exchange which is the principal market for the security or Money Market Instrument in question, unless these prices are not representative.
- (b) For Transferable Securities or Money Market Instruments not quoted or traded on an official stock exchange or any other Regulated Market, and for quoted Transferable Securities or Money Market Instruments, but for which the last known price is not representative, valuation is based on the probable sales price estimated prudently and in good faith by the Board.
- (c) Units and shares issued by UCITS or other UCIs will be valued at their last available net asset value.
- (d) The liquidating value of futures, forward or options contracts that are not traded on exchanges or on other Regulated Markets will be determined pursuant to the policies established in good faith by the Board, on a basis consistently applied. The liquidating value of futures, forward or options contracts traded on exchanges or on other Regulated Markets will be based upon the last available settlement prices of these contracts on exchanges and

Regulated Markets on which the particular futures, forward or options contracts are traded; provided that if a futures, forward or options contract could not be liquidated on such Business Day with respect to which a Net Asset Value is being determined, then the basis for determining the liquidating value of such contract will be such value as the Board may, in good faith and pursuant to verifiable valuation procedures, deem fair and reasonable.

- (e) Liquid assets and Money Market Instruments with a maturity of less than 12 months may be valued at nominal value plus any accrued interest or using an amortised cost method (it being understood that the method which is more likely to represent the fair market value will be retained). This amortised cost method may result in periods during which the value deviates from the price the Company would receive if it sold the investment. The Board may, from time to time, assess this method of valuation and recommend changes, where necessary, to ensure that such assets will be valued at their fair value as determined in good faith pursuant to procedures established by the Board. If the Board believes that a deviation from the amortised cost may result in material dilution or other unfair results to Shareholders, the Board will take such corrective action, if any, as it deems appropriate, to eliminate or reduce, to the extent reasonably practicable, the dilution or unfair results.
- (f) The swap transactions will be consistently valued based on a calculation of the net present value of their expected cash flows. For certain Sub-funds using OTC Derivatives as part of their main Investment Policy, the valuation method of the OTC Derivative will be further specified in the relevant Special Section.
- (g) Accrued interest on securities will be included if it is not reflected in the Share price.
- (h) Cash will be valued at nominal value, plus accrued interest.
- (i) All assets denominated in a currency other than the Reference Currency of the respective Sub-fund/Class will be converted at the mid-market conversion rate between the Reference Currency and the currency of denomination.
- (j) All other securities and other permissible assets as well as any of the above mentioned assets for which the valuation in accordance with the above sub-paragraphs would not be possible or practicable, or would not be representative of their probable realisation value, will be valued at probable realisation value, as determined with care and in good faith pursuant to procedures established by the Board.

13. SUSPENSION OF DETERMINATION OF NET ASSET VALUE, ISSUE, REDEMPTION AND CONVERSION OF SHARES

13.1 The Company or the Management Company may at any time and from time to time suspend the determination of the Net Asset Value of Shares of any Sub-fund or Class and/or the issue of the Shares of such Sub-fund or Class to subscribers and/or the redemption of the Shares of such Sub-fund or Class from its Shareholders as well as conversions of Shares of any Class in a Sub-fund:

- (a) when one or more stock exchanges or markets, which provide the basis for valuing a substantial portion of the assets of the relevant Sub-fund or Class, or when one or more foreign exchange markets in the currency in which a substantial portion of the assets of the relevant Sub-fund or Class are denominated, are closed otherwise than for ordinary holidays or if dealings therein are restricted or suspended;
- (b) when, as a result of political, economic, military or monetary events or any circumstances outside the responsibility and the control of the Board, disposal of the assets of the relevant

Sub-fund or Class is not reasonably or normally practicable without being seriously detrimental to the interests of the Shareholders;

- (c) in the case of a breakdown in the normal means of communication used for the valuation of any investment of the relevant Sub-fund or Class or if, for any reason beyond the responsibility of the Board, the value of any asset of the relevant Sub-fund or Class may not be determined as rapidly and accurately as required;
- (d) if, as a result of exchange restrictions or other restrictions affecting the transfer of funds, transactions on behalf of the Company are rendered impracticable or if purchases and sales of the Sub-fund's assets cannot be effected at normal rates of exchange;
- (e) when the Board so decides, provided that all Shareholders are treated on an equal footing and all relevant laws and regulations are applied (i) upon publication of a notice convening a general meeting of Shareholders of the Company or of a Sub-fund for the purpose of deciding on the liquidation, dissolution, the merger or absorption of the Company or the relevant Sub-fund and (ii) when the Board is empowered to decide on this matter, upon their decision to liquidate, dissolve, merge or absorb the relevant Sub-fund;
- (f) in case of the Company's liquidation or in the case a notice of termination has been issued in connection with the liquidation of a Sub-fund or a class of shares;
- (g) where, in the opinion of the Board, circumstances which are beyond the control of the Board make it impracticable or unfair vis-à-vis the Shareholders to continue trading the Shares.

13.2 Any such suspension may be notified by the Company or the Management Company in such manner as it may deem appropriate to the persons likely to be affected thereby. The Company or Management Company will notify Shareholders requesting redemption or conversion of their Shares of such suspension.

13.3 Such suspension as to any Sub-fund will have no effect on the calculation of the Net Asset Value per Share, the issue, redemption and conversion of Shares of any other Sub-fund.

13.4 Any request for subscription, redemption and conversion will be irrevocable except in the event of a suspension of the calculation of the Net Asset Value per Share in the relevant Sub-fund. Withdrawal of a subscription or of an application for redemption or conversion will only be effective if written notification (by electronic mail, regular mail, courier or fax) is received by the Administrative Agent before termination of the period of suspension, failing which subscription, redemption applications not withdrawn will be processed on the first Valuation Day following the end of the suspension period, on the basis of the Net Asset Value per Share determined for such Valuation Day.

14. FISCAL YEAR AND REPORTING – SHAREHOLDERS' MEETINGS

Fiscal Year – Reporting

14.1 The Fiscal Year will begin on 1 January and terminate on 31 December of each year, except for the first Fiscal Year which began on the date of incorporation of the Company and will end on 31 December 2014.

14.2 Audited annual reports of the end of each Fiscal Year will be established as at 31 December of each year, and, for the first time as at 31 December 2014. Such reports will contain details on the underlying exposure obtained through financial derivative instruments and EPM Techniques, the identity of the counterparty(ies) to financial derivative transactions and EPM Techniques as well as the type and amount of collateral received by the Company to reduce counterparty exposure and the

revenues arising from EPM Techniques for the entire reporting period together with the direct and indirect operational costs and fees incurred.

- 14.3 In addition, unaudited semi-annual reports will be established as per the last day of the month of June and for the first time as at 30 June 2014. Those financial reports will provide for information on each of the Sub-fund's assets as well as the consolidated accounts of the Company and be made available to the Shareholders free of charge at the registered office of the Company and of the Administrative Agent.
- 14.4 The financial statements of each Sub-fund will be established in the Reference Currency of the Sub-fund but the consolidated accounts will be in EUR.
- 14.5 Audited annual reports will be published within four months following the end of the accounting year and unaudited semi-annual reports will be published within two months following the end of period to which they refer.
- 14.6 The Net Asset Value per Share of each Class within in each Sub-fund will be made public at the offices of the Company, the Management Company and the Administrative Agent on each NAV Calculation Day.
- 14.7 Documents available for inspection by Shareholders free of charge, during usual business hours at the offices of the Company, the Management Company and the Administrative Agent in Luxembourg (copies of these documents may also be delivered without cost to Shareholders at their request):
- (a) the Articles;
 - (b) the Management Company Agreement;
 - (c) the Depositary Agreement;
 - (d) the Administration Agreement; and
 - (e) the most recent annual and semi-annual financial statements of the Company.
- 14.8 The above agreements may be amended from time to time by all the parties involved.
- 14.9 A copy of the Prospectus, KIID, the most recent financial statements and the Articles may be obtained free of charge upon request at the registered office of the Company.

General Meeting of Shareholders

- 14.10 The annual general meeting of the Shareholders in the Company will be held at the registered office of the Company or on the place specified in the convening notice on the last Friday in April of each year at 11.00 am (Luxembourg time).
- 14.11 Notice of any general meeting of shareholders (including those considering amendments to the Articles or the dissolution and liquidation of the Company or of any Sub-fund) will be mailed to each registered Shareholder at least eight days prior to the meeting and will be published to the extent required by Luxembourg law in the Luxembourg Official Gazette and in any Luxembourg and other newspaper(s) that the Board may determine.
- 14.12 Such notices will contain the agenda, the date and place of the meeting, the conditions of admission to the meeting and they will refer to the applicable quorum and majority requirements. The meetings

of Shareholders of Shares of a particular Sub-fund may decide on matters which are relevant only for the Sub-fund concerned.

- 14.13 To the extent permitted by law, the convening notice to a General Meeting may provide that the quorum and majority requirements will be assessed against the number of Shares issued and outstanding at midnight (Luxembourg time) on the fifth day prior to the relevant meeting (the **Record Date**) in which case, the right of any Shareholder to participate in the meeting will be determined by reference to his/her/its holding as at the Record Date. In case of dematerialised shares (if issued) the right of a holder of such shares to attend a General Meeting and to exercise the voting rights attached to such shares will be determined by reference to the shares held by this holder as at the time and date provided for by Luxembourg laws and regulations.

15. FEES AND EXPENSES

Fees and expenses payable directly by the Company

Management Company Fee

- 15.1 In consideration for all services provided by the Management Company, the Management Company is entitled to an annual Management Company Fee, payable out of the assets of each Sub-fund at a rate as specified for each Sub-fund and/or Class in the relevant Special Section.

Performance Fee

- 15.2 The Management Company may be entitled to a Performance Fee as specified for each Sub-fund and/or Class in the relevant Special Section.
- 15.3 The Performance Fee will be the positive difference between the annual performance of the Sub-fund and the Hurdle Rate set out in the Special Section. The Performance Fee is calculated according to a high water mark methodology.
- 15.4 A Performance Fee will be payable at the frequency specified in the Special Section in respect of the relevant Class in relation to any specified Performance Period.

Remuneration of the Investment Manager(s) or Investment Adviser(s)

- 15.5 If an Investment Manager or Investment Adviser is entitled to receive a remuneration out of the assets of a Sub-fund, then such remuneration will be disclosed in the relevant Special Section.

Operation and administration expenses of the Company

- 15.6 Subject to Sections 15.8 and 15.9 of the General Section and the fees, commissions and expenses covered by the Other Fees, the Company bears all other expenses which are operational and administrative expenses, which will include but not be limited to: all taxes which may be due on the assets and the income of the Company; the reasonable disbursements and out-of-pocket expenses (including without limitation telephone, telex, cable and postage expenses) incurred by the Depositary and any custody charges of banks and financial institutions to whom custody of assets of the Company is entrusted; usual banking fees due on transactions involving securities or other assets (including derivatives) held in the portfolio of the Company (such fees to be included in the acquisition price and to be deducted from the selling price); the fees, expenses and all reasonable out-of-pocket expenses properly incurred by the Company, the Service Providers and any other agent appointed by the Company and more generally any other expenses of whatsoever nature incurred by the Company or the Service Providers while acting in the interests of the Shareholders, as determined in good faith by the Company. The Company may accrue in its accounts of

administrative and other expenses of a regular or recurring nature based on an estimated amount rateably for yearly or other periods.

Taxation

- 15.7 The Company's assets are subject to tax (*taxe d'abonnement*) in Luxembourg at a rate of 0.05% p.a. on net assets (except for Sub-funds or Classes which are reserved to Institutional Investors which are subject to a tax at a reduced rate of 0.01% p.a. on net assets), payable quarterly. In case some Sub-funds are invested in other Luxembourg UCIs, which in turn are subject to the subscription tax provided for by the 2010 Act, no subscription tax is due from the Company on the portion of assets invested therein.

Other Fees

- 15.8 **Other Fees** means the fees and commissions paid, as the case maybe partially or totally, to the Management Company including without limitation, the services or cost and expenses due or borne by the Company in respect of:

- (a) services provided by the Depositary, in accordance with Section 2.42 of the General Section;
- (b) services provided by the Administrative Agent, in accordance with Section 2.46 of the General Section;
- (c) services provided by the Auditor;
- (d) the passporting or registration of the Company in countries other than Luxembourg (including translation costs, legal expenses, filing costs and regulatory expenses or fees, but excluding specific foreign UCI's tax as set out in each relevant Special Section);
- (e) the legal cost and expenses incurred by the Company or the Service Providers while acting in the interests of the Shareholders;
- (f) the cost and expenses of preparing and/or filing and printing the Articles and all other documents concerning the Company (in such languages as are necessary), including registration statements, notices to the Shareholders, prospectuses and explanatory memoranda with all authorities (including local securities dealers' associations) having jurisdiction over the Company or the offering of Shares of the Company;
- (g) the cost and expenses of accounting, bookkeeping and calculating the Net Asset Value; the costs of preparing, in such languages as are necessary for the benefit of the Shareholders (including the beneficial holders of the Shares), and distributing annual and semi-annual reports and such other reports or documents as may be required under applicable laws or regulations;
- (h) the cost and expenses of promoting the Company, including reasonable marketing and advertising expenses;
- (i) the costs incurred with the admission and the maintenance of the Shares on the stock exchanges on which they are listed (if listed);
- (j) the costs and expenses linked to any licence agreement.

- 15.9 In each Special Section, the Other Fees rate represents the maximum amount of Other Fees that can be ultimately borne by the relevant Sub-fund. Any Other Fees in excess of the Other Fees rate set out

in a Special Section will be borne by the Management Company out of its own assets. Other Fees may be paid either (i) directly out of a Sub-fund's assets or (ii) by the Management Company directly out of its own assets (provided that if and to the extent the Management Company pays Other Fees in an amount that is below or equal to the Other Fees rate, it will be reimbursed by the Sub-fund for such Other Fees).

Formation and launching expenses of the Company and the Initial Sub-fund

- 15.10 The Company and the Initial Sub-fund will not bear the formation and launching expenses (including but not limited to legal fees related to the set-up of the Company, travel expenses, etc.) incurred on behalf of, or in connection with, the formation of the Company and the launching of the Initial Sub-fund. These expenses will be borne by the Management Company and/or other entities.

Formation and launching expenses of additional Sub-funds

- 15.11 Expenses incurred in connection with the creation of any additional Sub-fund may be borne by the relevant Sub-fund and be written off over a period not exceeding five years.

Fees and expenses payable directly by the investor

Subscription Fee

- 15.12 If an investor wants to subscribe Shares, a Subscription Fee may be added to the subscription price to be paid by the investor. The applicable Subscription Fee will be stipulated in the relevant Special Section. This fee will be payable to the Company or the Distributor, unless otherwise specified in respect of a Sub-fund in the relevant Special Section.

Redemption Fee

- 15.13 If a Shareholder wants to redeem Shares of the Company, a Redemption Fee may be levied on the amount to be paid to the Shareholder. The applicable Redemption Fee will be stipulated in the relevant Special Section. This fee will be payable to the Company, unless otherwise specified in respect of a Sub-fund in the relevant Special Section.

Conversion Fee

- 15.14 A Conversion Fee, in favour of Sub-fund from which the Shares are converted, may be levied to cover conversion costs. The applicable Conversion Fee will be stipulated in the relevant Special Section of the Shares of the relevant Class of the relevant new Sub-fund to be issued. The same rate of Conversion Fee will be applied to all conversion requests received on the same Valuation Day.

16. DIVIDEND POLICY

- 16.1 Each year the general meeting of Shareholders will decide, based on a proposal from the Board, for each Sub-fund, on the use of the balance of the year's net income of the investments. A dividend may be distributed, either in cash or Shares. Further, dividends may include a capital distribution, provided that after distribution the net assets of the Company total more than EUR 1,250,000 (being provided that Shares of a Target Sub-fund held by an Investing Sub-fund will not be taken into account for the purpose of the calculation of the EUR 1,250,000 minimum capital requirement).
- 16.2 Over and above the distributions mentioned in the preceding paragraph, the Board may decide to the payment of interim dividends in the form and under the conditions as provided by law.

- 16.3 The Company may issue Accumulation Classes and Distribution Classes within the Classes of each Sub-fund, as indicated in the Special Section. Accumulation Classes capitalise their entire earnings whereas Distribution Classes pay dividends.
- 16.4 For Distribution Classes, dividends, if any, will be declared and distributed on an annual basis. Moreover, interim dividends may be declared and distributed from time to time at a frequency determined by the Company within the conditions set forth by law, as further described in the relevant Special Section.
- 16.5 Payments will be made in the Reference Currency of the relevant Sub-fund or the relevant Class. With regard to Shares held through Euroclear or Clearstream (or their successors), dividends will be paid by bank transfer to the relevant bank. Dividends remaining unclaimed for five years after their declaration will be forfeited and revert to the relevant Sub-fund.
- 16.6 Unless otherwise stated for a particular Sub-fund in the relevant Special Section, the Company is authorised to make in-kind distributions/payments of securities or other assets with the consent of the relevant Shareholder(s). Any such distributions/payments in kind will be valued in a report established by an auditor qualifying as a *réviseur d'entreprises agréé* drawn up in accordance with the requirements of Luxembourg Law, the costs of which report will be borne by the relevant Shareholder.

17. LIQUIDATION AND MERGER OF SUB-FUNDS OR CLASSES

Dissolution of the Company

- 17.1 The duration of the Company is not limited by the Articles. The Company may be wound up by decision of an extraordinary general meeting of Shareholders. If the total net assets of the Company falls below two-thirds of the minimum capital prescribed by law (i.e. EUR 1,250,000), the Board must submit the question of the Company's dissolution to a general meeting of Shareholders for which no quorum is prescribed and which will pass resolutions by simple majority of the Shares represented at the meeting.
- 17.2 If the total net assets of the Company fall below one-fourth of the minimum capital prescribed by law, the Board must submit the question of the Company's dissolution to a general meeting of Shareholders for which no quorum is prescribed. A resolution dissolving the Company may be passed by Shareholders holding one-fourth of the voting rights represented at the meeting.
- 17.3 The meeting must be convened so that it is held within a period of forty days from the date of ascertainment that the net assets have fallen below two-thirds or one-fourth of the legal minimum, as the case may be.
- 17.4 If the Company is dissolved, the liquidation will be carried out by one or several liquidators appointed in accordance with the provisions of the 2010 Act. The decision to dissolve the Company will be published in the Luxembourg Official Gazette and two newspapers with adequate circulation, one of which must be a Luxembourg newspaper. The liquidator(s) will realise each Sub-fund's assets in the best interests of the Shareholders and apportion the proceeds of the liquidation, after deduction of liquidation costs, amongst the Shareholders of the relevant Sub-fund according to their respective prorata. Any amounts unclaimed by the Investors at the closing of the liquidation and, at the latest, at the expiration of a period of nine (9) months following the decision to liquidate the Company will be deposited with the *Caisse de Consignation* in Luxembourg for a duration of thirty (30) years. If amounts deposited remain unclaimed beyond the prescribed time limit, they will be forfeited.
- 17.5 As soon as the decision to wind up the Company is made, the issue, redemption or conversion of Shares in all Sub-funds will be prohibited and will be deemed void.

Liquidation of Sub-funds or Classes

- 17.6 If, for any reason, the net assets of a Sub-fund or of any Class fall below the equivalent of the Minimum Net Asset Value or if a change in the economic or political environment of the relevant Sub-fund or Class may have material adverse consequences on the Sub-fund or Class's investments, or if an economic rationalisation so requires, the Board may decide on a compulsory redemption of all Shares outstanding in such Sub-fund or Class on the basis of the Net Asset Value per Share (after taking account of current realisation prices of the investments as well as realisation expenses), calculated as of the day the decision becomes effective. The Company will serve a notice to the holders of the relevant Shares at the latest on the effective date for the compulsory redemption, which will indicate the reasons of and the procedure for the redemption operations. Registered Shareholders will be notified in writing. Unless the Board decides otherwise in the interests of, or in order to keep equal treatment between the Shareholders, the Shareholders of the Sub-fund or Class concerned may continue to request redemption or conversion of their Shares free of redemption or conversion charge. However, the liquidation costs will be taken into account in the redemption and conversion price. Any amounts unclaimed by the Investors at the closing of the liquidation and, at the latest, at the expiration of a period of nine (9) months following the decision to liquidate a Sub-fund or Class will be deposited with the *Caisse de Consignation* in Luxembourg for a duration of thirty (30) years. If amounts deposited remain unclaimed beyond the prescribed time limit, they will be forfeited.
- 17.7 Notwithstanding the powers granted to the Board as described in the previous paragraph, a general meeting of Shareholders of a Sub-fund or Class may, upon proposal of the Board, decide to repurchase all the Shares in such Sub-fund or Class and to reimburse the Shareholders on the basis of the Net Asset Value of their Shares (taking account of current realisation prices of the investments as well as realisation expenses) calculated as of the Valuation Day on which such decision will become effective. No quorum will be required at this general meeting and resolutions will be passed by a simple majority of the shareholders present or represented, provided that the decision does not result in the liquidation of the Company.

- 17.8 All the Shares redeemed will be cancelled.

Merger of the Company and the Sub-funds

- 17.9 In accordance with the provisions of the 2010 Act and of the Articles, the Board may decide to merge or consolidate the Company with, or transfer substantially all or part of the Company's assets to, or acquire substantially all the assets of, another UCITS established in Luxembourg or another EU Member State. For the purpose of this Section 17.9, the term UCITS also refers to a sub-fund of a UCITS and the term Company also refers to a Sub-fund.
- 17.10 Any merger leading to termination of the Company must be approved by Supermajority Resolution at the Shareholders' meeting. For the avoidance of doubt, this provisions does not apply in respect of a merger leading to the termination of a Sub-fund
- 17.11 Shareholders will receive shares of the surviving UCITS or sub-fund and, if applicable, a cash payment not exceeding 10% of the net asset value of those shares.
- 17.12 The Company will provide appropriate and accurate information on the proposed merger to its Shareholders so as to enable them to make an informed judgment of the impact of the merger on their investment and to exercise their rights under this Section 17 and the 2010 Act.
- 17.13 The Shareholders have the right to request, without any charge other than those retained by the Company to meet disinvestment costs, the redemption of their Shares.

- 17.14 Under the same circumstances as provided by Section 17.6 above, the Board may decide to allocate the assets of a Sub-fund to those of another existing Sub-fund within the Company or to another Luxembourg UCITS or to another sub-fund within such other Luxembourg UCITS (the **New Sub-fund**) and to repatriate the Shares of the Class or Classes concerned as Shares of another Class (following a split or consolidation, if necessary, and the payment of the amount corresponding to any fractional entitlement to Shareholders). Such decision will be published in the same manner as described in Section 17.12 one month before its effectiveness (and, in addition, the publication will contain information in relation to the New Sub-fund), in order to enable the Shareholders to request redemption of their Shares, free of charge, during such period.
- 17.15 Notwithstanding the powers conferred to the Board by Section 17.14 above, a contribution of the assets and of the liabilities attributable to any Sub-fund to another Sub-fund within the Company may in any other circumstances be decided by a general meeting of Shareholders of the Class or Classes issued in the Sub-fund concerned for which there will be no quorum requirements and which will decide upon such a merger by resolution taken by simple majority of those present or represented and voting at such meeting.
- 17.16 If the interest of the Shareholders of the relevant Sub-fund or in the event that a change in the economic or political situation relating to a Sub-fund so justifies, the Board may proceed to the reorganisation of a Sub-fund by means of a division into two or more Sub-funds. Information concerning the New Sub-fund(s) will be provided to the relevant Shareholders. Such publication will be made one month prior to the effectiveness of the reorganisation in order to permit Shareholders to request redemption of their Shares free of charge during such one month prior period.

18. TAXATION

- 18.1 The Company's assets are subject to a subscription tax (*taxe d'abonnement*) in Luxembourg at a rate of 0.05% p.a. on net assets (except for Sub-funds or Classes which are reserved to Institutional Investors or UCIs which are subject to a tax at a reduced rate of 0.01% p.a. on net assets), payable quarterly. In the case some Sub-funds are invested in other Luxembourg UCIs, which in turn are subject to the subscription tax provided for by the 2010 Act, no subscription tax is due by the Company on the portion of assets invested therein.
- 18.2 The Company's income is not taxable in Luxembourg. Income received by the Company may be subject to withholding taxes in the country of origin of the issuer of the security, in respect of which such income is paid. No duty or tax is payable in Luxembourg in connection with the issue of Shares of the Company.
- 18.3 Under current legislation, Shareholders are not subject to any capital gains, income, withholding, or other taxes in Luxembourg with respect to their investment in the Shares, except for those Shareholders resident of, or established in Luxembourg, or having a permanent establishment or permanent representative in Luxembourg.
- 18.4 The information referred to in the previous paragraph is limited to the taxation of the Shareholders in Luxembourg in respect of their investment in the Shares and does not include an analysis of their taxation resulting from the underlying investments of the Company.

EU tax considerations for individuals resident in the EU or in certain third countries or dependent or associated territories

- 18.5 Under the EU Savings Directive, Member States are required to provide to the tax authorities of other Member States details of certain payments of interest or similar income paid or secured by a person established in a Member State to or for the benefit of an individual resident in another Member State or certain limited types of entities established in another Member State. Income

deriving from interest and similar income, either directly or through certain entities, distributed by UCITS may in certain circumstances fall within the scope of the EU Savings Directive. In addition, income realised upon the sale, refund or redemption of shares or units in UCITS, may fall within the scope of the EU Savings Directive if such UCITS invest directly or indirectly, via other undertakings for collective investment or entities, more than 40 % of their assets in debt claims.

- 18.6 For a transitional period, Austria is required (unless during that period it elects otherwise) to operate a withholding system in relation to such payments. The end of the transitional period is dependent upon the conclusion of certain other agreements relating to information exchange with certain other countries. A number of non-EU countries and territories including Switzerland have adopted similar measures (a withholding system in the case of Switzerland). Luxembourg has abolished the withholding system effective as of 1 January 2015 in favour of the automatic exchange of information procedures under the EU Savings Directive.
- 18.7 On 24 March 2014, the Council of the European Union adopted a Council Directive amending and broadening the scope of the EU Savings Directive (the **Amending Directive**). The Amending Directive requires Member States to apply these new requirements from 1 January 2017 and, if they were to take effect, the changes would expand the range of payments covered by the EU Savings Directive, in particular to include additional types of income payable on securities. They would expand the circumstances in which payments that indirectly benefit an individual resident in a Member State must be reported or subject to withholding. This approach would apply to payments made to, or secured for, persons, entities or legal arrangements (including trusts) where certain conditions are satisfied, and may in some cases apply where the person, entity or arrangement is established or effectively managed outside of the European Union.
- 18.8 However, the European Commission has proposed the repeal of the EU Savings Directive from 1 January 2017, in the case of Austria and from 1 January 2016 in the case of all other Member States (subject to on-going requirements to fulfil administrative obligations, such as the reporting and exchange of information relating to, and accounting for withholding taxes on, payments made before these dates). This is to prevent overlap between the EU Savings Directive and a new automatic exchange of information regime to be implemented under Council Directive 2011/16/EU on Administrative Cooperation in the field of Taxation (as amended by Council Directive 2014/107/EU). The proposal also provides that, if it proceeds, Member States will not be required to apply the new requirements of the Amending Directive.
- 18.9 The foregoing is only a summary of the implications of the EU Savings Directive, is based on the current interpretation thereof and does not purport to be complete in all respects. It does not constitute investment or tax advice and investors should therefore seek advice from their financial or tax adviser on the full implications for themselves of the EU Savings Directive.

Other jurisdictions

- 18.10 Interest, dividend and other income realised by the Company on the sale of securities, may be subject to withholding and other taxes levied by the jurisdictions in which the income is sourced. It is impossible to predict the rate of foreign tax the Company will bear since the amount of the assets to be invested in various countries and the ability of the Company to reduce such taxes is not known.
- 18.11 It is expected that Shareholders may be resident for tax purposes in many different countries. Consequently, no attempt is made in this Prospectus to summarise the tax consequences for each prospective investor of subscribing, converting, holding, redeeming or otherwise acquiring or disposing of Shares in the Company. These consequences will vary in accordance with the law and practice currently in force in a Shareholder's country of citizenship, residence, domicile or incorporation and with his or her personal circumstances.

Warning relating to the Foreign Account Tax Compliant Act

- 18.12 Sections 1471 through 1474 of the U.S. Internal Revenue Code of 1986 (**FATCA**) impose a new reporting regime and, potentially, a 30% withholding tax with respect to certain payments to and by certain non-U.S. financial institutions ("foreign financial institutions", or "FFIs" (as defined by FATCA)). The Company will be classified as an FFI
- 18.13 The United States and the Government of the Grand Duchy of Luxembourg have entered into an intergovernmental agreement (the "IGA") with respect to FATCA. Pursuant to the IGA, the Company expects not to be subject to withholding under FATCA on any payments it receives. Further, the Company expects not to be required to withhold under FATCA from payments it makes. Under the IGA the Company may be required to report certain information in respect of its investors to the Luxembourg tax authorities for onward transmission to the U.S. Internal Revenue Service. The information disclosed may include (but is not limited to) the identity of investors and their direct or indirect beneficiaries, beneficial owners and controlling persons. An investor will therefore be required to comply with any reasonable request from the Company for such information, to allow the Company to comply with such information reporting requirements. Prospective investors should refer to the subscription documentation as the case maybe for further information
- 18.14 TO ENSURE COMPLIANCE WITH IRS CIRCULAR 230, EACH TAXPAYER IS HEREBY NOTIFIED THAT: (A) ANY TAX DISCUSSION HEREIN IS NOT INTENDED OR WRITTEN TO BE USED, AND CANNOT BE USED BY THE TAXPAYER FOR THE PURPOSE OF AVOIDING U.S. FEDERAL INCOME TAX PENALTIES THAT MAY BE IMPOSED ON THE TAXPAYER; (B) ANY SUCH TAX DISCUSSION WAS WRITTEN TO SUPPORT THE PROMOTION OR MARKETING OF THE TRANSACTIONS OR MATTERS ADDRESSED HEREIN; AND (C) THE TAXPAYER SHOULD SEEK ADVICE BASED ON THE TAXPAYER'S PARTICULAR CIRCUMSTANCES FROM AN INDEPENDENT TAX ADVISER.

Automatic Exchange Of Information

- 18.15 To comply with the requirements of the *Automatic Exchange of Information* (AEOI), the Company may need to collect and disclose information about its Shareholders to third parties, including the tax authorities, for the purpose of onward transmission to the relevant jurisdictions. The information disclosed may include (but is not limited to) the identity of Shareholders and their direct or indirect beneficiaries, beneficial owners and controlling persons. A Shareholder will therefore be required to comply with any reasonable request from the Company for such information, to allow the Company to comply with its reporting requirements. The Shareholder has to be advised on its particular tax situation from an independent tax adviser.

Future changes in applicable law

- 18.16 The foregoing description of Luxembourg tax consequences of an investment in, and the operations of, the Company is based on laws and regulations which are subject to change through legislative, judicial or administrative action. Other legislation could be enacted that would subject the Company to income taxes or subject Shareholders to increased income taxes.
- 18.17 THE INFORMATION SET OUT ABOVE IS A SUMMARY OF THOSE TAX ISSUES WHICH COULD ARISE IN LUXEMBOURG AND DOES NOT PURPORT TO BE A COMPREHENSIVE ANALYSIS OF THE TAX ISSUES WHICH COULD AFFECT A PROSPECTIVE SUBSCRIBER.
- 18.18 THE TAX AND OTHER MATTERS DESCRIBED IN THIS PROSPECTUS DO NOT CONSTITUTE, AND SHOULD NOT BE CONSIDERED AS, LEGAL OR TAX ADVICE TO PROSPECTIVE SUBSCRIBERS. PROSPECTIVE SUBSCRIBERS SHOULD CONSULT THEIR

OWN COUNSEL REGARDING TAX LAWS AND REGULATIONS OF ANY OTHER JURISDICTION WHICH MAY BE APPLICABLE TO THEM.

19. RISK FACTORS

- 19.1 Before making an investment decision with respect to Shares of any Class in any Sub-fund, prospective investors should carefully consider all of the information set out in this Prospectus and the relevant Special Section, as well as their own personal circumstances. Prospective investors should have particular regard to, among other matters, the considerations set out in this Section and under the Sections "Risk Factors" (if any) and "Profile of Typical Investor" in the relevant Special Section. The risk factors referred to therein, and in this document, alone or collectively, may reduce the return on the Shares of any Sub-fund and could result in the loss of all or a proportion of a Shareholder's investment in the Shares of any Sub-fund. The price of the Shares of any Sub-fund can go down as well as up and their value is not guaranteed. Shareholders may not receive, at redemption or liquidation, the amount that they originally invested in any Class or any amount at all.
- 19.2 The risks may include or relate to equity markets, bond markets, foreign exchange rates, interest rates, credit risk, the use of derivatives, counterparty risk, market volatility and political risks. The risk factors set out in this Prospectus and the relevant Special Section are not exhaustive. There may be other risks that a prospective investor should consider that are relevant to its own particular circumstances or generally.
- 19.3 An investment in the Shares of any Sub-fund is only suitable for investors who (either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result therefrom.
- 19.4 Before making any investment decision with respect to the Shares, prospective investors should consult their own stockbroker, bank manager, lawyer, solicitor, accountant and/or financial adviser and carefully review and consider such an investment decision in the light of the foregoing and the prospective investor's personal circumstances.
- 19.5 The Company is intended to be a medium to long-term investment vehicle (depending on the investment policy of the relevant Sub-funds). Shares may however be redeemed on each Valuation Day. Substantial redemptions of Shares by Shareholders within a limited period of time could cause the Company to liquidate positions more rapidly than would otherwise be desirable, which could adversely affect the value of both the Shares being redeemed and the outstanding Shares. In addition, regardless of the period of time in which redemptions occur, the resulting reduction in the Net Asset Value per Share could make it more difficult for the Company to generate trading profits or recover losses.

General economic conditions

- 19.6 The success of any investment activity is affected by general economic conditions, which may affect the level and volatility of interest rates and the liquidity of the markets for both equities and interest-rate-sensitive securities. Certain market conditions, including unexpected volatility or illiquidity in the market in which the Company directly or indirectly holds positions, could impair the Company's ability to achieve its objectives and/or cause it to incur losses.

Indemnities

- 19.7 Certain Service Providers of a Sub-fund and their directors, managers, officers and employees may benefit from an indemnification under the relevant Service Agreement and could therefore, in certain circumstances, be indemnified out of the relevant Sub-fund's assets against liabilities, costs, expenses

(including, e.g., legal expenses) incurred by reason of such person or entity providing services to the relevant Sub-fund. In principle, however, indemnification clauses will generally contain carve outs in relation to acts or omissions that incur, e.g., gross negligence, fraud, wilful default or reckless disregard.

Performance allocation and fees

- 19.8 Certain Sub-funds may provide for the right of the Management Company or the Investment Manager or Investment Adviser (if any) to receive a Performance Fee or similar remuneration schemes. The fact that the remuneration is based on the performance of the relevant Sub-fund may create an incentive for the Management Company, the Investment Manager or the Investment Adviser (if any) to cause the Sub-fund to make investments that are more speculative than would be the case in the absence of performance-based compensation. However, such incentive may be tempered somewhat by the fact that losses will reduce the Sub-fund's performance and thus the Management Company's or the Investment Manager's or the Investment Adviser's (if any) Performance Fee or similar remuneration scheme.

Key Persons

- 19.9 The success of the Company or of its Sub-funds will largely depend on the experience, relationships and expertise of the key persons within the Board, the Management Company or the Investment Manager, if any, which have long term experience in the respective area of investment. The performance of the Company or any Sub-fund may be negatively affected if any of the key persons involved in the management or investment process of the Company or particular Sub-fund would for any reason cease to be involved. Furthermore, the key persons might be involved in other businesses, including in similar projects or investment structures, and not be able to devote all of their time to the Company or the respective Sub-fund. In addition the involvement in similar projects or investment structures may create a source for potential conflicts of interest.

Exchange rates

- 19.10 Investors in the Shares should be aware that an investment in the Shares may involve exchange rate risks. For example (a) a Sub-fund may have direct or indirect exposure to a number of different currencies of emerging market or developed countries; (b) a Sub-fund may invest in securities or other eligible assets denominated in currencies other than the Sub-fund's Reference Currency; (c) the Shares may be denominated in a currency other than the currency of the investor's home jurisdiction; and/or (d) the Shares may be denominated in a currency other than the currency in which an investor wishes to receive his monies. Exchange rates between currencies are determined by factors of supply and demand in the international currency markets, which are influenced by macro-economic factors (such as the economic development in the different currency areas, interest rates and international capital movements), speculation and central bank and government intervention (including the imposition of currency controls and restrictions). Fluctuations in exchange rates may affect the value of the Shares.

Interest rate

- 19.11 Investors in the Shares should be aware that an investment in the Shares may involve interest rate risk in that there may be fluctuations in the currency of denomination of securities or other eligible assets in which a Sub-fund invests the Shares.
- 19.12 Interest rates are determined by factors of supply and demand in the international money markets which are influenced by macro-economic factors, speculation and central bank and government intervention. Fluctuations in short term and/or long term interest rates may affect the value of the Shares. Fluctuations in interest rates of the currency in which the Shares are denominated and/or

fluctuations in interest rates of the currency or currencies in which the securities or other eligible assets in which a Sub-fund invests are denominated may affect the value of the Shares.

Market volatility

- 19.13 Market volatility reflects the degree of instability and expected instability of the securities or other eligible assets in which a Sub-fund invests, the performance of the Shares, or the techniques used to link the net proceeds of any issue of Shares to OTC Derivatives underlying asset(s), where applicable. The level of market volatility is not purely a measurement of the actual volatility, but is largely determined by the prices for instruments which offer investors protection against such market volatility. The prices of these instruments are determined by forces of supply and demand in the options and derivatives markets generally. These forces are, themselves, affected by factors such as actual market volatility, expected volatility, macro-economic factors and speculation.

Credit risk

- 19.14 Investors in the Shares should be aware that such an investment may involve credit risk. Bonds or other debt securities involve credit risk to the issuer which may be evidenced by the issuer's credit rating. Securities which are subordinated and/or have a lower credit rating are generally considered to have a higher credit risk and a greater possibility of default than more highly rated securities. In the event that any issuer of bonds or other debt securities experiences financial or economic difficulties, this may affect the value of the relevant securities (which may be zero) and any amounts paid on such securities (which may be zero). This may in turn affect the Net Asset Value per Share.

Emerging Market & Small Cap Risk

- 19.15 Sub-funds investing in emerging markets (OECD countries before 1 January 1994 and Turkey), small caps or specialised or restricted sectors are likely to be subject to a higher than average volatility due to a high degree of concentration, greater uncertainty because less information is available, there is less liquidity, or due to greater sensitivity to changes in market conditions (social, political and economic conditions). In addition, some emerging markets offer less security than the majority of international developed markets.
- 19.16 For this reason, services for portfolio transactions, liquidation and conservation on behalf of funds invested in emerging markets may carry greater risk. The Company and investors agree to bear these risks. With regards to the Russian market, investments there are made with the Russian Trading System Stock Exchange (or RTS Stock Exchange), which brings together a large number of Russian issuers and allows for almost total coverage of the Russian equity universe. By investing with the RTS Stock Exchange, investors can take advantage of the liquidity of the Russian market without having to deal in the local currency, as all issuers can be directly traded in USD.
- 19.17 Smaller companies may find themselves unable to generate new funds to support their growth and development, they may lack vision in management, or they may develop products for new, uncertain markets. Some of these markets are not currently regarded as regulated markets; direct investment in such markets (with the exception of ADRs and GDRs), added to investments in unlisted shares, is limited to 10% of net assets.

Risks in transactions in currencies

- 19.18 In general, foreign exchange rates can be extremely volatile and difficult to predict. Foreign exchange rates may be influenced by, among other factors: changing supply and demand for a particular currency; trade, fiscal and monetary policies of governments (including exchange control programs, restrictions on local exchanges or markets and limitations on foreign investment in a country or on investment by residents of a country in other countries); political events; changes in

balances of payments and trade; domestic and foreign rates of inflation; domestic and foreign rates of interest; international trade restrictions; and currency devaluations and revaluations. In addition, governments from time to time intervene, directly and by regulation, in the currency markets to influence prices directly. Variance in the degree of volatility of the market form the Management Company, the Investment Manager and the Investment Adviser's expectations may produce significant losses to a Sub-fund, particularly in the case of transactions entered into pursuant to non-directional strategies.

Nominee arrangements

- 19.19 The Company draws the investors' attention to the fact that any investor will only be able to fully exercise his/her/its investor rights directly against the Company, in particular the right to participate in general meetings of Shareholders, if the investor is registered himself/herself/itself and in his/her/its own name in the register of Shareholders. In cases where an investor invests in the Company through an intermediary investing into the Company in his/her/its 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.

Liquidity Risk

- 19.20 This risk may concern all financial instruments and impact one or several Sub-funds. There is a risk that investments made by the Sub-funds may become illiquid due to an over-restricted market (often reflected by a very broad bid-ask spread or by substantial price movements), if, among other conditions, their "rating" declines or if the economic situation deteriorates; consequently, it may not be possible for the Sub-fund to sell or buy these instruments quickly enough to prevent or minimize a loss in these Sub-funds.

Use of financial derivative instruments

- 19.21 While the prudent use of financial derivative instruments can be beneficial, derivatives also involve risks different from, and, in certain cases, greater than, the risks presented by more traditional investments. The following is a general discussion of important risk factors and issues concerning the use of derivatives that investors should understand before investing in a Sub-fund.

Market risk

- 19.22 Market risk is of a general nature, affecting all types of investment. The trend in the prices of transferable securities is determined mainly by the trend in the financial markets and by the economic development of the issuers, who are themselves affected both by the overall situation of the global economy and by the economic and political conditions prevailing in each country.

Moreover, in consideration of the Sub-fund's investment objective Shareholders should be aware that the value of the Sub-fund's assets is closely related to the evolution of a given strategy, markets or assets. As a consequence, there is a potential risk arising from the evolution and fluctuation of the strategy, markets or assets, and investments in the Sub-fund are as well subject to the same market fluctuations.

Control and monitoring

- 19.23 Derivative products are highly specialised instruments that require investment techniques and risk analysis different from those associated with equity and fixed income securities. The use of derivative techniques requires an understanding not only of the underlying assets of the derivative but also of the derivative itself, without the benefit of observing the performance of the derivative under all possible market conditions. In particular, the use and complexity of derivatives require the

maintenance of adequate controls to monitor the transactions entered into, the ability to assess the risk that a derivative adds to a Sub-fund and the ability to forecast the relative price, interest rate or currency rate movements correctly.

Liquidity risk

- 19.24 Liquidity risk exists when a particular instrument is difficult to purchase or sell. If a derivative transaction is particularly large or if the relevant market is illiquid, it may not be possible to initiate a transaction or liquidate a position at an advantageous price (however, the Company will only enter into OTC Derivatives if it is allowed to liquidate such transactions at any time at fair value).

Counterparty risk

- 19.25 The Sub-funds may enter into transactions in OTC markets, which will expose the Sub-funds to the credit of its counterparties and their ability to satisfy the terms of such contracts. For example, the Sub-funds may enter into swap arrangements or other derivative techniques as specified in the relevant Special Sections, each of which exposes the Sub-funds to the risk that the counterparty may default on its obligations to perform under the relevant contract. In the event of a bankruptcy or insolvency of a counterparty, the Sub-funds could experience delays in liquidating the position and significant losses, including declines in the value of its investment during the period in which the Company seeks to enforce its rights, inability to realise any gains on its investment during such period and fees and expenses incurred in enforcing its rights. There is also a possibility that the above agreements and derivative techniques are terminated due, for instance, to bankruptcy, supervening illegality or change in the tax or accounting laws relative to those at the time the agreement was originated. However this risk is limited in view of the Investment Restrictions laid down in the Section 3 of the General Section.
- 19.26 Certain markets in which the Sub-funds may affect their transactions are over-the-counter or interdealer markets. The participants in such markets are typically not subject to credit evaluation and regulatory oversight as are members of "exchange-based" markets. To the extent a Sub-fund invests in swaps, derivative or synthetic instruments, or other over-the-counter transactions, on these markets, such Sub-fund may take credit risk with regard to parties with whom it trades and may also bear the risk of settlement default. These risks may differ materially from those entailed in exchange-traded transactions which generally are backed by clearing organisation guarantees, daily marking-to-market and settlement, and segregation and minimum capital requirements applicable to intermediaries. Transactions entered directly between two counterparties generally do not benefit from such protections. This exposes the Sub-funds to the risk that a counterparty will not settle a transaction in accordance with its terms and conditions because of a dispute over the terms of the contract (whether or not bona fide) or because of a credit or liquidity problem, thus causing the Sub-fund to suffer a loss. Such "counterparty risk" is accentuated for contracts with longer maturities where events may intervene to prevent settlement, or where the Company has concentrated its transactions with a single or small group of counterparties. In addition, in the case of a default, the respective Sub-fund could become subject to adverse market movements while replacement transactions are executed. The Sub-funds are not restricted from dealing with any particular counterparty or from concentrating any or all of their transactions with one counterparty. Moreover, the Sub-funds have no internal credit function which evaluates the creditworthiness of their counterparties. The ability of the Sub-funds to transact business with any one or number of counterparties, the lack of any meaningful and independent evaluation of such counterparties' financial capabilities and the absence of a regulated market to facilitate settlement may increase the potential for losses by the Sub-funds.

Lack of availability

- 19.27 Because the markets for certain financial derivative instruments (including markets located in foreign countries) are relatively new and still developing, suitable derivatives transactions may not be available in all circumstances for risk management or other purposes. Upon the expiration of a particular contract, the Management Company may wish to retain the respective Sub-fund's position in the derivative instrument by entering into a similar contract, but may be unable to do so if the counterparty to the original contract is unwilling to enter into the new contract and no other suitable counterparty can be found. There is no assurance that the Sub-funds will engage in derivatives transactions at any time or from time to time. The Sub-funds' ability to use derivatives may also be limited by certain regulatory and tax considerations.

Synthetic Short Selling

- 19.28 Sub-funds may utilise synthetic short exposures through the use of cash settled derivatives such as swaps, futures and forwards in order to enhance their overall performance. A synthetic short sale position replicates the economic effect of a transaction in which a fund sells a security it does not own but has borrowed, in anticipation that the market price of that security will decline. When a Sub-fund initiates such a synthetic short position in a security that it does not own, it enters into a derivative-based transaction with a counterparty or broker-dealer and closes that transaction on or before its expiry date through the receipt or payment of any gains or losses resulting from the transaction. A Sub-fund may be required to pay a fee to synthetically short particular securities and is often obligated to pay over any payments received on such securities. Each Sub-fund maintains sufficiently liquid long positions in order to cover any obligations arising from its short positions. If the price of the security on which the synthetic short position is written increases between the time of the initiation of the synthetic short position and the time at which the position is closed, the Sub-fund will incur a loss; conversely, if the price declines, the Sub-fund will realise a short-term capital gain. Any gain will be decreased and any loss increased by the transactional costs described above. Although a Sub-fund's gain is limited to the price at which it opened the synthetic short position, its potential loss is theoretically unlimited. Stop loss policies are typically employed to limit actual losses, which would otherwise have to be covered by closing long positions.

Synthetic Leverage

- 19.29 A Sub-fund's portfolio may be leveraged by using financial derivative instruments (including OTC Derivatives) i.e. as a result of its transactions in the futures, options and swaps markets. A low margin deposit is required in futures trading and the low cost of carrying cash positions permit a degree of leverage, which may result in exaggerated profits or losses to an investor. A relatively small price movement in a futures position or the underlying instrument may result in substantial losses to the Sub-fund resulting in a similar decline to the Net Asset Value per Share. The writer of an option is subject to the risk of loss resulting from the difference between the premium received for the option and the price of the futures contract or security underlying the option which the writer must purchase or deliver upon exercise of the option. Contracts for differences and swaps may also be used to provide synthetic short exposure to a stock – the risks associated with using swaps and contract for differences are more fully disclosed in Section 19.30 below.

Use of specific derivative contracts

- 19.30 The following only represents a limited choice of risks associated with derivatives the Sub-funds may elect to invest in. The Sub-funds are substantially unrestricted in their use of derivatives and may decide to use various other derivatives contracts associated with much higher or different risks, as the case may be.
- (a) Swap agreements

Sub-funds may enter into swap agreements. Swap agreements can be individually negotiated and structured to include exposure to a variety of different types of investments or market factors. Depending on their structure, swap agreements may increase or decrease the Sub-funds' exposure to long-term or short-term interest rates, different currency values, corporate borrowing rates, or other factors such as without limitation security prices, baskets of equity securities or inflation rates. Swap agreements can take many different forms and are known by a variety of names. The Sub-funds are not limited to any particular form of swap agreement if consistent with the respective Sub-fund's investment objective and policies. Swap agreements tend to shift the respective Sub-fund's investment exposure from one type of investment to another. Depending on how they are used, swap agreements may increase or decrease the overall volatility of the Sub-funds' portfolio. The most significant factor in the performance of swap agreements is the change in the specific interest rate, currency, individual equity values or other factors that determine the amounts of payments due to and from the Sub-funds.

Inter alia, in order to seek to reduce the interest rate risk inherent in the Sub-funds underlying investments especially associated with bonds and other fixed income investments, the Sub-funds may employ interest rate swaps or option transactions. Interest rate swaps involve the Sub-funds' agreement with the swap counterparty to pay a variable rate payment on a notional amount in exchange for the counterparty paying the Sub-funds a fixed rate payment on a notional amount that is intended to approximate the Sub-funds income on variable interest rates.

The use of interest rate swaps and options is a highly specialised activity that involves investment techniques and risks different from those associated with ordinary portfolio security transactions. Depending on the state of interest rates, the respective Sub-fund's use of interest rate instruments could enhance or harm the overall performance on the Shares in the respective Sub-fund. To the extent there is an increase in interest rates, the value of the interest rate swap or option could go down, and could result in a decline in the Net Asset Value of the Shares. If interest rates are higher than the respective Sub-fund's fixed rate of payment on the interest rate swap, the swap will reduce the net earnings. If, on the other hand, interest rates are lower than the fixed rate of payment on the interest rate swap, the swap will enhance net earnings.

Interest rate swaps and options generally do not involve the delivery of securities or other underlying assets or principal. Accordingly, the risk of loss with respect to interest rate swaps or options is limited to the net amount of interest payments that the Sub-funds are contractually obligated to make.

In addition, at the time the interest rate swap or option transaction reaches its scheduled termination date, there is a risk that the Sub-funds will not be able to obtain a replacement transaction or that the terms of the replacement will not be as favourable as the terms of the expiring transactions. If this occurs, it could have a negative impact on the performance of the Shares in the respective Sub-fund.

(b) Call options

There are risks associated with the sale and purchase of call options. The seller (writer) of a call option that is covered (e.g., the writer holds the underlying security) assumes the risk of a decline in the market price of the underlying security below the purchase price of the underlying security offset by the gain by the premium received if the option expires out of the money, and gives up the opportunity for gain on the underlying security above the exercise price of the option. If the seller of the call option owns a call option covering an equivalent number of shares with an exercise price equal to or less than the exercise price of the call written, the position is "fully hedged" if the option owned expires at the same time or later than the option written. The seller of an uncovered, unhedged call option assumes the risk of a theoretically unlimited increase in the market price of the underlying security above the exercise price of the option. The buyer of a call option assumes the risk of losing its entire investment in the call option. If the buyer of the call sells short the underlying

security, the loss on the call will be offset in whole or in part by any gain on the short sale of the underlying security (if the market price of the underlying security declines).

(c) Put options

There are risks associated with the sale and purchase of put options. The seller (writer) of a put option that is covered (e.g., the writer has a short position in the underlying security) assumes the risk of an increase in the market price of the underlying security above the sale price of the short position of the underlying security offset by the premium if the option expires out of the money, and thus the gain in the premium, and the option seller gives up the opportunity for gain on the underlying security below the exercise price of the option. If the seller of the put option owns a put option covering an equivalent number of shares with an exercise price equal to or greater than the exercise price of the put written, the position is "fully hedged" if the option owned expires at the same time or later than the option written. The seller of an uncovered, unhedged put option assumes the risk of a decline in the market price of the underlying security to zero.

The buyer of a put option assumes the risk of losing his entire investment in the put option. If the buyer of the put holds the underlying security, the loss on the put will be offset in whole or in part by any gain on the underlying security.

(d) Forward trading

Each Sub-fund may invest in forward contracts and options thereon, which, unlike futures contracts, are not traded on exchanges, and are not standardised; rather, banks and dealers act as principals in these markets, negotiating each transaction on an individual basis. Forward and "cash" trading is substantially unregulated; there is no limitation on daily price movements and speculative position limits are not applicable. For example, there are no requirements with respect to record-keeping, financial responsibility or segregation of customer funds or positions. In contrast to exchange-traded futures contracts, interbank traded instruments rely on the fulfilment by the dealer or counterparty of its contract. As a result, trading in unregulated exchange contracts may be subject to more risks than futures or options trading on regulated exchanges, including, but not limited to, the risk of default due to the failure of a counterparty with which the respective Sub-fund has forward contracts. Although the Board seeks to trade with responsible counterparties, failure by a counterparty to fulfil its contractual obligation could expose the Company to unanticipated losses. The principals who deal in the forward markets are not required to continue to make markets in the currencies or commodities they trade and these markets can experience periods of illiquidity, sometimes of significant duration. There have been periods during which certain participants in these markets have refused to quote prices for certain currencies or commodities or have quoted prices with an unusually wide spread between the price at which they were prepared to buy and that at which they were prepared to sell. Disruptions can occur in any market traded by the Sub-funds due to unusually high or low trading volume, political intervention or other factors. The imposition of credit controls by government authorities might also limit such forward trading to less than that which the Management Company would otherwise recommend, to the possible detriment of the Sub-funds.

(e) Performance swaps, interest rate swaps, currency swaps, total return swaps, credit default swaps and interest rate swaptions.

The Company, the Management Company or the Investment Manager may, as a part of the investment strategy of a Sub-fund, enter into performance swaps, interest rate swaps, currency swaps, total return swaps, credit default swaps and interest rate swaptions agreements. Interest rate swaps involve the exchange by a Sub-fund with another party of their respective commitments to pay or receive interest, such as an exchange of fixed rate payments for floating rate payments. Currency swaps may involve the exchange of rights to make or receive payments in specified currencies. Total return swaps involve the exchange of the right to receive the total return, coupons plus capital gains or losses, of a specified reference asset, index or basket of assets against the right to make fixed or floating payments.

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

A Sub-fund may use credit default swaps. A credit default swap is a bilateral financial contract in which one counterparty (the protection buyer) pays a periodic fee in return for a contingent payment

by the protection seller following a credit event of a reference issuer. The protection buyer must either sell particular obligations issued by the reference issuer for its par value (or some other designated reference or strike price) when a credit event (such as bankruptcy or insolvency) occurs or receive a cash settlement based on the difference between the market price and such reference price.

A Sub-fund may use credit default swaps in order to hedge the specific credit risk of some of the issuers in its portfolio by buying protection. In addition, a Sub-fund may buy protection under credit default swaps without holding the underlying assets.

A Sub-fund may also sell protection under credit default swaps in order to acquire a specific credit exposure.

A Sub-fund may also purchase a receiver or payer interest rate swaption contract. Swaptions are options on interest rate swaps. These give the purchaser the right, but not the obligation to enter into an interest rate swap at a preset interest rate within a specified period of time. The interest rate swaption buyer pays a premium to the seller for this right. A receiver interest rate swaption gives the purchaser the right to receive fixed payments in return for paying a floating rate of interest. A payer interest rate swaption would give the purchaser the right to pay a fixed rate of interest in return for receiving a floating rate payment stream.

The use of interest rate swaps, currency swaps, total return swaps, credit default swaps and interest rate swaptions is a highly specialised activity which involves investment techniques and risks different from those associated with ordinary portfolio securities transactions. If the Board, the Management Company or the Investment Manager is incorrect in its forecasts of market values, interest rates and currency exchange rates, the investment performance of the Sub-fund would be less favourable than it would have been if these investment techniques were not used.

(f) Contracts for differences

The Sub-funds may have an exposure in Contracts For Difference (**CFDs**). CFD's are synthetic instruments which mirror the profit (or loss) effect of holding (or selling) equities directly without buying the actual securities themselves. A CFD on a company's shares will specify the price of the shares when the contract was started. The contract is an agreement to pay out cash on the difference between the starting share price and the share price when the contract is closed. Accordingly, under such an instrument the relevant Sub-fund will make a profit if it has a purchase position and the price of the underlying security rises (and make a loss if the price of the underlying security falls). Conversely if the Sub-fund has a sale position, it will make a profit if the price of the underlying security falls (and make a loss if the price of the underlying security rises). As part of the normal market terms of trade the Company must comply with market participants terms and conditions and in particular initial margin has to be paid to cover potential losses (on set up) and variation margin on adverse price movements (during the term of the CFD). In addition it should be noted the relevant Sub-fund could suffer losses in event of the CFD issuer's default or insolvency.

(g) Other financial derivative instruments.

The Sub-funds may take advantage of opportunities with respect to certain other financial derivative instruments that are not presently contemplated for use or that are currently not available, but that may be developed, to the extent such opportunities are both consistent with the investment objective of the Sub-funds and legally permissible. Special risks may apply to instruments that are invested in by the Company in the future that cannot be determined at this time or until such instruments are developed or invested in by the Sub-funds. Certain swaps, options and other financial derivative instruments may be subject to various types of risks, including market risk, liquidity risk, the risk of

non-performance by the counterparty, including risks relating to the financial soundness and creditworthiness of the counterparty, legal risk and operations risk.

Risks of options trading

- 19.31 In seeking to enhance performance or hedge assets, the Sub-fund may use options. Both the purchasing and selling of call and put options entail risks. Although an option buyer's risk is limited to the amount of the purchase price of the option, an investment in an option may be subject to greater fluctuation than an investment in the underlying securities. In theory, an uncovered call writer's loss is potentially unlimited, but in practice the loss is limited by the term of existence of the call. The risk for a writer of a put option is that the price of the underlying security may fall below the exercise price.

Investing in futures is volatile and involves a high degree of leverage

- 19.32 Futures markets are highly volatile markets. The profitability of the Sub-fund will partially depend on the ability of the Board, the Management Company or the Investment Manager to make a correct analysis of the market trends, influenced by governmental policies and plans, international political and economic events, changing supply and demand relationships, acts of governments and changes in interest rates. In addition, governments may from time to time intervene on certain markets, particularly currency markets. Such interventions may directly or indirectly influence the market. Given that only a small amount of margin is required to trade on futures markets, the operations of the managed futures portion of the Sub-fund will be characterised by a high degree of leverage. As a consequence, a relatively small variation of the price of a futures contract may result in substantial losses for the Sub-fund and a correlated reduction of the Net Asset Value of the Shares of the Sub-fund.

Futures markets may be illiquid

- 19.33 Most futures markets limit fluctuation in futures contracts prices during a single day. When the price of a futures contract has increased or decreased by an amount equal to the daily limit, positions can be neither taken nor liquidated unless the Board, the Management Company or the Investment Manager are willing to trade at or within the limit. In the past futures contracts prices have exceeded the daily limit for several consecutive days with little or no trading. Similar occurrences could prevent the Sub-fund from promptly liquidating unfavourable positions and thus subject the Sub-fund to substantial losses. In addition, even if the prices do not get close to such limits, the Sub-fund may be in a position not to obtain satisfying prices if the volumes traded on the market are insufficient to meet liquidation requests. It is also possible that a stock exchange, the Commodity Futures Trading Commission in the United States or another similar institution in another country suspends the listing of a particular contract, instructs the immediate liquidation of the contract or limits transactions on a contract to the sole transactions against delivery.

Options on futures

- 19.34 The Company, the Management Company or the Investment Manager may engage in the management of options, in particular options on futures contracts. Such options are volatile and imply a high degree of leverage. The specific movements of the commodities and futures contracts markets, which represent the underlying assets of the options may not be predicted with precision. The buyer of an option may lose the entire purchase price of the option. The seller of an option may lose the difference between the premium received for the option and the price of the commodity or of the futures contract underlying the option that the seller must buy or deliver, upon the exercise of the option.

Other risks

- 19.35 Other risks in using derivatives include the risk of differing valuations of derivatives arising out of different permitted valuation methods and the inability of derivatives to correlate perfectly with underlying securities, rates and indices. Many derivatives, in particular OTC Derivatives, are complex and often valued subjectively and the valuation can only be provided by a limited number of market professionals which often are acting as counterparties to the transaction to be valued. Inaccurate valuations can result in increased cash payment requirements to counterparties or a loss of value to a Sub-fund. However, this risk is limited as the valuation method used to value OTC Derivatives must be verifiable by an independent auditor.
- 19.36 Derivatives do not always perfectly or even highly correlate or track the value of the securities, rates or indices they are designed to track. Consequently, a Sub-fund's use of derivative techniques may not always be an effective means of, and sometimes could be counterproductive to, following a Sub-fund's Investment Objective.

EPM Techniques

- 19.37 A Sub-fund may enter into repurchase agreements and reverse repurchase agreements as a buyer or as a seller subject to the conditions and limits set out in Section 4 of the General Section. If the other party to a repurchase agreement or reverse repurchase agreement should default, the Sub-fund might suffer a loss to the extent that the proceeds from the sale of the underlying securities and/or other collateral held by the Sub-fund in connection with the repurchase agreement or reverse repurchase agreement are less than the repurchase price or, as the case may be, the value of the underlying securities. In addition, in the event of bankruptcy or similar proceedings of the other party to the repurchase agreement or reverse repurchase agreement or its failure otherwise to perform its obligations on the repurchase date, the Sub-fund could suffer losses, including loss of interest on or principal of the security and costs associated with delay and enforcement of the repurchase agreement or reverse repurchase agreement.
- 19.38 A Sub-fund may enter into securities lending transactions subject to the conditions and limits set out in Section 4 of the General Section. If the other party to a securities lending transaction should default, the Sub-fund might suffer a loss to the extent that the proceeds from the sale of the collateral held by the Fund in connection with the securities lending transaction are less than the value of the securities lent. In addition, in the event of the bankruptcy or similar proceedings of the other party to the securities lending transaction or its failure to return the securities as agreed, the Sub-fund could suffer losses, including loss of interest on or principal of the securities and costs associated with delay and enforcement of the securities lending agreement.
- 19.39 The Sub-funds will only use repurchase agreements, reverse repurchase agreements or securities lending transactions for the purpose of either reducing risks (hedging) or generating additional capital or income for the relevant Sub-fund. When using such techniques, the Sub-fund will comply at all times with the provisions set out in Section 4 of the General Section. The risks arising from the use of repurchase agreements, reverse repurchase agreements and securities lending transactions will be closely monitored and techniques (including collateral management) will be employed to seek to mitigate those risks. Although it is expected that the use of repurchase agreements, reverse repurchase agreements and securities lending transactions will generally not have a material impact on a Sub-fund's performance, the use of such techniques may have a significant effect, either negative or positive, on a Sub-fund's NAV.

Conflicts of interests

- 19.40 Investors should note that connected parties of the BNP Paribas group of companies (the **BNP Paribas Group**) may act, inter alia and not excluding, as Management Company, counterparty of the OTC Derivative, and Depositary. As a result not only will investors be exposed to the credit risk of the BNP Paribas Group but also operational risks arising from any potential lack of independence of the Management Company. The operational risks arising from any such potential lack of independence are in part reduced by the fact that different legal entities or different divisions of a single legal entity within the BNP Paribas Group will be responsible for implementing for instance the management of the Sub-fund and the safekeeping of the Sub-fund's assets. Each such legal entity or division is run as a separate operational unit, segregated by information barriers (commonly called Chinese Walls) and run by different management teams. In addition, the Depositary and the Management Company have undertaken to act independently of each other in their dealings with the Sub-fund. Whilst compliance procedures require effective segregation of duties and responsibilities between the relevant legal entities or divisions of a single legal entity within the BNP Paribas Group, the possibility of conflicts of interest arising cannot be wholly eliminated.
- 19.41 The Management Company may enter into OTC Derivative or EPM Techniques with counterparties affiliated to the BNP Paribas Group. In this case, there is a potential conflict of interests between the interests of the Shareholders and the interests of the group to which the Management Company belongs. An ongoing efficient management policy of conflicts of interests shall ensure the respect of the primacy of Shareholders' interests.

Use of strategy indices

- 19.42 Investors should note that strategy indices calculated and published by entities of the BNP Paribas group may be used. Those strategy indices may not be subject to any checks performed by entities outside of the BNP Paribas group and so potential conflicts of interest may exist. Moreover, the strategy indices exposition may be obtained through the conclusion of OTC Derivatives with counterparties also belonging to the BNP Paribas group.

Risk associated with the physical and synthetic replication of an index

- 19.43 The replication of an index can be either physical or synthetic. Physical replication implies the holding of all or a representative sample, of the underlying securities that make up the index. Physical replication is reasonably straightforward and transparent. Physical replication can under certain circumstances provide access to many broad-based indexes, without the increased counterparty risk of synthetic replication. However, physical replication involves buying and selling index components and therefore is inherently more costly than synthetic replication and may also exhibit larger tracking error. Physical replication can result in full replication of all components of an index or in optimised (sample based) replication, the latter involving lower costs at a risk of a larger tracking error.
- 19.44 Synthetic replication relies on financial derivative instruments such as swaps to execute the investment strategy. The Sub-fund does not actually hold the underlying securities of the index, but instead relies on swaps to deliver the performance of the index. This may be achieved through total return (or unfunded swaps) and fully-funded swaps. Because it does not involve physically holding the securities, synthetic replication of an index can provide a means to implement strategies that would otherwise be very costly and difficult to have access to with physical replication. Synthetic replication therefore involves lower costs than physical replication. Synthetic replication however involves counterparty risk. If the Sub-fund engages in OTC Derivatives, there is the risk – beyond the general counterparty risk – that the counterparty may default or not be able to meet its obligations in full.

Risk associated with the conclusion of temporary sales or purchases of securities with affiliated counterparties

- 19.45 When entering into EPM Techniques, the Company may be led to conclude this type of transaction with counterparties affiliated to the group to which the Management Company belongs. In such cases, potential conflict of interest may exist. The implementation of an effective conflict of interest policy enables the Management Company to prioritise the interests of its clients in such cases.

Commodity market risk

- 19.46 This risk is present in each Sub-fund having synthetic or indirect exposure to commodities in its investment universe. Commodity markets may experience significant, sudden price variations that have a direct effect on the valuation of shares and securities that equate to the shares in which a sub-fund may invest and/or indices that a sub-fund may be exposed to. Moreover, the underlying assets may evolve in a markedly different way from traditional securities markets (equity markets, bond markets, etc.).

Fixed-interest securities

- 19.47 Investment in securities of issuers from different countries and denominated in different currencies offer potential benefits not available from investments solely in securities of issuers from a single country, but also involve certain significant risks that are not typically associated with investing in the securities of issuers located in a single country. Among the risks involved are fluctuations in currency exchange rates and the possible imposition of exchange control regulations or other laws or restrictions applicable to such investments. A decline in the value of a particular currency in comparison with the reference currency of the Company would reduce the value of certain portfolio securities that are denominated in the former currency. The following risks may also be associated with fixed-interest securities:
- 19.48 Issuers are generally subject to different accounting, auditing and financial reporting standards in different countries throughout the world. The volume of trading, volatility of prices and liquidity of issuers may differ between the markets of different countries. In addition, the level of government supervision and regulation of securities exchanges, securities dealers and listed and unlisted companies differs from one country to another. The laws of some countries may limit the Company's ability to invest in securities of certain issuers.
- 19.49 Different markets also have different clearing and settlement procedures. Delays in settlement could result in temporary periods when a portion of the assets of a Sub-fund is uninvested and no return is earned thereon. The inability of the Company to make intended security purchases due to settlement problems could cause a Sub-fund to miss attractive investment opportunities. Inability to dispose of portfolio securities due to settlement problems could result either in losses to a Sub-fund due to subsequent declines in value of the portfolio security or, if a Sub-fund has entered into a contract to sell the security, could result in possible liability to the purchaser.
- 19.50 An issuer of securities may be domiciled in a country other than the country in whose currency the instrument is denominated. The values and relative yields of investments in the securities markets of different countries, and their associated risks, may fluctuate independently of each other.

High-yield securities

- 19.51 Sub-funds may invest in high-yield securities. Such securities are generally not exchange traded and, as a result, these instruments trade in a smaller secondary market than exchange-traded bonds. In addition, each Sub-fund may invest in bonds of issuers that do not have publicly traded equity securities, making it more difficult to hedge the risks associated with such investments (neither Sub-

fund is required to hedge, and may choose not to do so). High-yield securities that are below investment grade or unrated face ongoing uncertainties and exposure to adverse business, financial or economic conditions which could lead to the issuer's inability to meet timely interest and principal payments. The market values of certain of these lower-rated and unrated debt securities tend to reflect individual corporate developments to a greater extent than do higher-rated securities, which react primarily to fluctuations in the general level of interest rates, and tend to be more sensitive to economic conditions than are higher-rated securities. Companies that issue such securities are often highly leveraged and may not have available to them more traditional methods of financing. It is possible that a major economic recession could disrupt severely the market for such securities and may have an adverse impact on the value of such securities. In addition, it is possible that any such economic downturn could adversely affect the ability of the issuers of such securities to repay principal and pay interest thereon and increase the incidence of default of such securities.

Equities

- 19.52 The risks associated with investments in equity (and equity-type) securities include significant fluctuations in market prices, adverse issuer or market information and the subordinate status of equity in relation to debt paper issued by the same company. Potential investors should also consider the risk attached to fluctuations in exchange rates, possible imposition of exchange controls and other restrictions.

Use of structured finance securities

- 19.53 Structured finance securities include, without limitation, securitised credit and portfolio credit-linked notes.
- 19.54 Securitised credit is securities primarily serviced, or secured, by the cash flows of a pool of receivables (whether present or future) or other underlying assets, either fixed or revolving. Such underlying assets may include, without limitation, residential and commercial mortgages, leases, credit card receivables as well as consumer and corporate debt. Securitised credit can be structured in different ways, including "true sale" structures, where the underlying assets are transferred to a special purpose entity, which in turn issues the asset-backed securities, and "synthetic" structures, in which not the assets, but only the credit risks associated with them are transferred through the use of derivatives, to a special purpose entity, which issues the securitised credit.
- 19.55 Portfolio credit-linked notes are securities in respect of which the payment of principal and interest is linked directly or indirectly to one or more managed or unmanaged portfolios of reference entities and/or assets ("reference credits"). Upon the occurrence of a credit-related trigger event ("credit event") with respect to a reference credit (such as a bankruptcy or a payment default), a loss amount will be calculated (equal to, for example, the difference between the par value of an asset and its recovery value).
- 19.56 Securitised credit and portfolio credit-linked notes are usually issued in different tranches: Any losses realised in relation to the underlying assets or, as the case may be, calculated in relation to the reference credits are allocated first to the securities of the most junior tranche, until the principal of such securities is reduced to zero, then to the principal of the next lowest tranche, and so forth.
- 19.57 Accordingly, in the event that (a) in relation to securitised credit, the underlying assets do not perform and/or (b) in relation to portfolio credit-linked notes, any one of the specified credit events occurs with respect to one or more of the underlying assets or reference credits, this may affect the value of the relevant securities (which may be zero) and any amounts paid on such securities (which may be zero). This may in turn affect the Net Asset Value per Share. In addition the value of structured finance securities from time to time, and consequently the Net Asset Value per Share, may be adversely affected by macro-economic factors such as adverse changes affecting the sector to

which the underlying assets or reference credits belong (including industry sectors, services and real estate), economic downturns in the respective countries or globally, as well as circumstances related to the nature of the individual assets (for example, project finance loans are subject to risks connected to the respective project). The implications of such negative effects thus depend heavily on the geographic, sector-specific and type-related concentration of the underlying assets or reference credits. The degree to which any particular asset-backed security or portfolio credit-linked note is affected by such events will depend on the tranche to which such security relates; junior tranches, even having received investment grade rating, can therefore be subject to substantial risks.

- 19.58 Exposure to structured finance securities may entail a higher liquidity risk than exposure to sovereign bonds which may affect their realisation value.

Financial failure of intermediaries

- 19.59 There is always the possibility that the institutions, including brokerage firms and banks, with which the Sub-funds do business, or to which securities have been entrusted for custodial purposes, will encounter financial difficulties that may impair their operational capabilities or result in losses to the Company.

Specific restrictions in connection with the Shares

- 19.60 Investors should note that there may be restrictions in connection with the subscription, holding and trading in the Shares. Such restrictions may have the effect of preventing the investor from freely subscribing, holding or transferring the Shares. In addition to the features described below, such restrictions may also be caused by specific requirements such as a Minimum Subscription Amount or due to the fact that certain Sub-funds may be closed to additional subscriptions after the Initial Subscription Period or Initial Subscription Date.

Taxation

- 19.61 Shareholders should be aware that they may be required to pay income tax, withholding tax, capital gains tax, wealth tax, stamp taxes or any other kind of tax on distributions or deemed distributions of a Sub-fund, capital gains within a Sub-fund, whether or not realised, income received or accrued or deemed received within a Sub-fund etc., and this will be according to the laws and practices of the country where the Shares are purchased, sold, held or redeemed and in the country of residence or nationality of the Shareholder.
- 19.62 Shareholders should be aware of the fact that they might have to pay taxes on income or deemed income received by or accrued within a Sub-fund. Taxes might be calculated based on income received and/or deemed to be received and/or accrued in a Sub-fund in relation to their direct investments, whereas the performance of a Sub-fund, and subsequently the return Shareholders receive after redemption of the Shares, might partially or fully depend on the performance of underlying assets. This can have the effect that the investor has to pay taxes for income or/and a performance which he does not, or does not fully, receive.
- 19.63 Shareholders should be aware of the fact that a Sub-fund may globally incur specific foreign UCI's tax in the country where a given Sub-fund is registered for distribution.
- 19.64 Shareholders who are in any doubt as to their tax position should consult their own independent tax advisers. In addition, Shareholders should be aware that tax regulations and their application or interpretation by the relevant taxation authorities change from time to time. Accordingly, it is not possible to predict the precise tax treatment, which will apply at any given time.

- 19.65 Pursuant to an agreement between the Government of the Grand Duchy of Luxembourg and the United States the Company may need to collect and disclose information about its investors to third parties, including the Luxembourg tax authorities, for the purpose of onward transmission to the U.S. Internal Revenue Service. The information disclosed may include (but is not limited to) the identity of investors and their direct or indirect beneficiaries, beneficial owners and controlling persons. An investor will therefore be required to comply with any reasonable request from the Company for such information, to allow the Company to comply with such information reporting requirements. Prospective investors should refer to the subscription documentation as the case maybe for further information.

Change of law

- 19.66 The Company must comply with regulatory constraints, such as a change in the laws affecting the Investment Restrictions and limits applicable to UCITS, which might require a change in the Investment Policy and Investment Objective followed by a Sub-fund.

Performance allocation and fees

- 19.67 Certain Sub-funds may provide for the right of the Management Company or the Investment Manager to receive a performance fee or similar remuneration schemes. The fact that the remuneration is based on the performance of the relevant Sub-fund may create an incentive for the Management Company or the relevant Service Provider to cause the Sub-fund to make Investments that are more speculative than would be the case in the absence of performance-based compensation. However, such incentive may be tempered somewhat by the fact that losses will reduce the Sub-fund's performance and thus the Management Company or Investment Manager's performance fee or similar remuneration scheme

Political factors

- 19.68 The performance of the Shares or the possibility to purchase, sell, or redeem may be affected by changes in general economic conditions and uncertainties such as political developments, changes in government policies, the imposition of restrictions on the transfer of capital and changes in regulatory requirements.

Risk of contamination or cross liability between Classes

- 19.69 Although there is a contractual and accounting allocation of assets and liabilities to the Classes, there is no legal segregation with respect to Classes of the same Sub-fund. Therefore, if the liabilities of a Class exceed its assets, creditors of said Class of the Sub-fund may seek to have recourse to the assets attributable to the other Classes of the same Sub-fund. As there is a contractual and accounting allocation of assets and liabilities without any legal segregation amongst Classes, a transaction relating to a Class could affect the other Classes of the same Sub-fund.

Risk linked to the Guarantee

- 19.70 The specific terms and conditions applicable to each Guarantee in respect of Protected Classes of a Sub-fund are fully described in the Special Section. The Shareholders' attention is drawn to the fact that in some circumstances, the Guarantee can be early terminated by the Guarantor in certain circumstances or that in case of change in law, the level of the Guarantee can be reduced substantially.

20. SOFT COMMISSIONS

- 20.1 The Management Company (or its delegates, including, e.g., Investment Managers) may enter into soft commissions with brokers under which certain business services are obtained from third parties and are paid for by the brokers out of the commissions they receive from transactions of the Company. Consistent with obtaining best execution, brokerage commissions on portfolio transactions for the Company may be directed by the Management Company (or its delegates) to broker-dealers in recognition of research services furnished by them as well as for services rendered in the execution of orders by such broker-dealers. The entering into soft commission arrangements is subject to the following conditions: (a) the Management Company (and its delegates) will act at all times in the best interest of the Company; (b) the services provided will be in direct relationship to the activities of the Management Company (or its delegates) and will assist the Management Company (or its delegates) in providing a better service to the Company; (c) brokerage commissions on portfolio transactions for the Company will be directed by the Management Company (or its delegates) to broker-dealers that are entities and not to individuals; (d) any Investment Manager will provide reports to the Management Company (and the Management Company will in turn provide reports to the Company) with respect to soft commissions including the nature of the services it receives; and (e) information concerning the soft commission arrangements will be disclosed in the financial statements of the Company.
- 20.2 For greater clarity, the following are specifically excluded from the goods and services that can be received in relation to soft commission arrangements: travel, costs, entertainment, current goods and services connected with the management (except such goods and services as consultancy and research, information technology material associated with specialist software, performance methods and instruments for setting prices), the offices, the office equipment except the equipment related to research or brokerage services, staff costs, clerical salaries and other costs determined to be overhead expenses (such as electric bills, water bills, carpeting etc.).
- 20.3 The Management Company (or its delegates) or anyone connected to it will not personally benefit from any financial return on the commissions collected by brokers or dealers. Any rebate, profit or financial payment received by the Management Company (or its delegates) or anyone connected to it, due on these brokerage commissions or transactions in relation to past orders for the Company, will be exclusively paid into the relevant Sub-fund.

21. CONFLICTS OF INTEREST

- 21.1 The Directors, the Management Company, the Distributor(s), the Investment Manager(s), the Investment Adviser(s), the Depositary and the Administrative Agent may, in the course of their business, have potential conflicts of interest with the Company. Each of the Directors, the Management Company, the Distributor(s), the Investment Manager(s), the Investment Adviser(s), the Depositary and the Administrative Agent will have regard to their respective duties to the Company and other persons when undertaking any transactions where conflicts or potential conflicts of interest may arise. In the event that such conflicts do arise, each of such persons has undertaken or will be requested by the Company to undertake to use its reasonable endeavours to resolve any such conflicts of interest fairly (having regard to its respective obligations and duties) and to ensure that the Company and the Shareholders are fairly treated.

Interested dealings

- 21.2 The Directors, the Management Company, the Distributor(s), the Investment Manager(s), the Investment Adviser(s), the Depositary and the Administrative Agent and any of their respective subsidiaries, affiliates, associates, agents, directors, officers, employees or delegates (together the **Interested Parties** and, each, an **Interested Party**) may:

- contract or enter into any financial, banking or other transaction with one another or with the Company including, without limitation, investment by the Company, in securities in any company or body any of whose investments or obligations form part of the assets of the Company or any Sub-fund, or be interested in any such contracts or transactions;
 - invest in and deal with Shares, securities, assets or any property of the kind included in the property of the Company for their respective individual accounts or for the account of a third party; and
 - deal as agent or principal in the sale, issue or purchase of securities and other investments to, or from, the Company through, or with, the Management Company, the Investment Manager or the Depositary or any subsidiary, affiliate, associate, agent or delegate thereof.
- 21.3 Any assets of the Company in the form of cash may be invested in certificates of deposit or banking investments issued by any Interested Party. Banking or similar transactions may also be undertaken with or through an Interested Party (provided it is licensed to carry out this type of activities).
- 21.4 There will be no obligation on the part of any Interested Party to account to Shareholders for any benefits so arising and any such benefits may be retained by the relevant party.
- 21.5 Any such transactions must be carried out as if effected on normal commercial terms negotiated at arm's length.
- 21.6 Notwithstanding anything to the contrary herein and unless otherwise provided for in a Special Section for a particular Sub-fund, the Management Company and/or the Investment Manager(s) or Investment Adviser(s) (if any) and their respective Affiliates may actively engage in transactions on behalf of other investment funds and accounts which involve the same securities and instruments in which the Sub-funds will invest. The Management Company and/or the Investment Manager(s) or Investment Adviser(s) (if any) and their respective Affiliates may provide investment management/advisory services to other investment funds and accounts that have investment objectives similar or dissimilar to those of the Sub-funds and/or which may or may not follow investment programs similar to the Sub-funds, and in which the Sub-funds will have no interest. The portfolio strategies of the Management Company and/or the Investment Manager(s) or Investment Adviser(s) (if any) and their respective Affiliates used for other investment funds or accounts could conflict with the transactions and strategies advised by the Management Company and/or the Investment Manager(s) or Investment Adviser(s) (if any) in managing a Sub-fund and affect the prices and availability of the securities and instruments in which such Sub-fund invests.
- 21.7 The Management Company and/or the Investment Manager(s) or Investment Adviser(s) (if any) and their respective Affiliates may give advice or take action with respect to any of their other clients which may differ from the advice given or the timing or nature of any action taken with respect to investments of a Sub-fund. The Management Company and/or the Investment Manager(s) or Investment Adviser(s) (if any) have no obligation to advise any investment opportunities to a Sub-fund which they may advise to other clients.
- 21.8 The Management Company and/or the Investment Manager(s) or Investment Adviser(s) (if any) will devote as much of their time to the activities of a Sub-fund as they deem necessary and appropriate. The Management Company and/or the Investment Manager(s) or Investment Adviser(s) (if any) and their respective Affiliates are not restricted from forming additional investment funds, from entering into other investment advisory/management relationships, or from engaging in other business activities, even though such activities may be in competition with a Sub-fund. These activities will not qualify as creating a conflict of interest.

- 21.9 Additional considerations relating to conflicts of interest may be applicable, as the case may be, for a specific Sub-fund as further laid down in the relevant Special Section.

SPECIAL SECTION 1 – THEAM QUANT – CONVERTIBLE EUROPE INVESTMENT GRADE

This Special Section must be read in conjunction with the General Section of the Prospectus. This Special Section refers only to the THEAM Quant – Convertible Europe Investment Grade (the **Sub-fund**).

1. INVESTMENT OBJECTIVE AND INVESTMENT POLICY

- 1.1 The objective of the Sub-fund is to increase the value of its assets over the medium term, through the use of strategies linked to equity and convertible bond markets.
- 1.2 The Sub-fund will not invest more than 10% of its net assets in units or shares of UCITS or other UCIs.

2. STRATEGY

- 2.1 In order to achieve its investment objective, the Sub-fund implements a quantitative investment strategy that combines a long credit position on European investment grade corporate bonds market and a policy of buying call options on European equities, creating a synthetic “convertible bonds” strategy (the **Strategy**). The Strategy is implemented according to a Synthetic Replication Policy, through the conclusion of OTC Derivatives.
- 2.2 The Synthetic Replication Policy implies that the Sub-fund either (i) invests its assets in Transferable Securities or Money Market Instruments (the **Financing Assets**) and exchanges the performance of up to 100% of the Financing Assets through OTC Derivatives to gain exposure to the Strategy or (ii) concludes an OTC Derivative with an initial exchange of the net proceeds of the issue of Shares in order to gain exposure to the Strategy. The Underlying Assets mainly consist of financial indices, options on financial indices or equities and/or bonds. The exposure to a specific financial index may evolve depending on the evolution of financial indices over time and the Management Company may decide to change the exposure to other financial indices to achieve the investment objective of the Sub-fund.
- 2.3 In exceptional circumstances, depending on the economic environment, the Sub-fund may implement the Strategy directly by investing in bonds and/or entering into credit default swaps (**CDS**) and in options linked to equity markets.
- 2.4 The Sub-fund may also invest in any other Transferable Securities, cash and, within a limit of 10% of its NAV, in UCITS and/or other UCIs.
- 2.5 The Sub-fund may use EPM Techniques.

3. GLOBAL EXPOSURE

The Sub-fund uses the commitment approach to monitor its global exposure.

4. BUSINESS DAY – VALUATION DAY

For the purpose of this Special Section, a **Valuation Day** means a Business Day on which the French and UK stock exchanges are open during the whole day (excluding Saturdays and Sundays and Luxembourg and French public holidays).

5. LAUNCH DATE

6 February 2014.

6. CLASSES

The following Classes⁽⁴⁾, once activated, will be available for subscription by investors:

| Class | Distribution policy | ISIN code | Reference Currency | Dividend | Target subscribers | Minimum Holding Amount ⁽¹⁾ | Initial Net Asset Value |
|-----------|---------------------|--------------|--------------------|----------|-------------------------|---|-------------------------|
| N | ACC | LU1179448839 | EUR | No | All | None | EUR 100 |
| N | DIS | LU1179449563 | EUR | Yes | All | None | EUR 100 |
| C | ACC | LU1000774007 | EUR | No | All | None | EUR 100 |
| C | DIS | LU1000774189 | EUR | Yes | All | None | EUR 100 |
| C USD | ACC | LU1179464950 | USD | No | All | None | USD 100 |
| C USD | DIS | LU1179452195 | USD | Yes | All | None | USD 100 |
| C USD H | ACC | LU1000774262 | USD | No | All | None | USD 100 |
| C USD H | DIS | LU1179452351 | USD | Yes | All | None | USD 100 |
| C CHF H | ACC | LU1179452518 | CHF | No | All | None | CHF 100 |
| C SEK H | ACC | LU1179452781 | SEK | No | All | None | SEK 100 |
| C NOK H | ACC | LU1179452948 | NOK | No | All | None | NOK 100 |
| Privilege | ACC | LU1179453169 | EUR | No | All | 1,000,000 EUR/ Portfolio Managers: none | EUR 100 |
| Privilege | DIS | LU1179453599 | EUR | Yes | All | 1,000,000 EUR/ Portfolio Managers: none | EUR 100 |
| R GBP | ACC | LU1179453755 | GBP | No | All ⁽²⁾ | None | GBP 100 |
| R GBP | DIS | LU1179453912 | GBP | Yes | All ⁽²⁾ | None | GBP 100 |
| I | ACC | LU1000774346 | EUR | No | Institutional Investors | 100,000 EUR/ UCI: None | EUR 100 |
| I | DIS | LU1000774429 | EUR | Yes | Institutional Investors | 100,000 EUR/ UCI: None | EUR 100 |
| I USD | ACC | LU1179454134 | USD | No | Institutional Investors | 100,000 EUR/ UCI: None | USD 100 |
| I USD | DIS | LU1179454308 | USD | Yes | Institutional Investors | 100,000 EUR/ UCI: None | USD 100 |
| I USD H | ACC | LU1000774692 | USD | No | Institutional Investors | 100,000 EUR/ UCI: None | USD 100 |
| I USD H | DIS | LU1179454563 | USD | Yes | Institutional Investors | 100,000 EUR/ UCI: None | USD 100 |
| I CHF | ACC | LU1179454647 | CHF | No | Institutional Investors | 100,000 EUR/ UCI: None | CHF 100 |
| I CHF | DIS | LU1179454993 | CHF | Yes | Institutional Investors | 100,000 EUR/ UCI: None | CHF 100 |
| I GBP H | DIS | LU1179455024 | GBP | No | Institutional Investors | 100,000 EUR/ UCI: None | GBP 100 |
| I GBP H | ACC | LU1179455024 | GBP | No | Institutional Investors | 100,000 EUR/ UCI: None | GBP 100 |
| I SEK | ACC | LU1179455370 | SEK | No | Institutional Investors | 100,000 EUR/ UCI: None | SEK 100 |
| I NOK | ACC | LU1179455453 | NOK | No | Institutional Investors | 100,000 EUR/ UCI: None | NOK 100 |
| M | ACC | LU1179455537 | EUR | No | Institutional Investors | EUR 50 million or equivalent ⁽³⁾ | EUR 100 |
| X | ACC | LU1000774775 | EUR | No | Authorised Investors | EUR 5 million or equivalent | EUR 100 |

(1) The applicable Minimum Holding Amount may be waived or varied on a case-by-case basis, by the Company or the Management Company.

(2) Only in the countries where the Management Company has decided to market and/or register (if relevant) the share class.

(3) Regarding M shares, minimum subscription conditions are assessed on the basis of the total investment, irrespective of currency

(4) Each one of the above Classes may only be activated with prior approval of the Board or of the Management Company

7. FEES AND COSTS

7.1 Subscription Fee, Conversion Fee and Redemption Fee

| Class | Subscription Fee (maximum) | Conversion Fee (maximum) ⁽¹⁾ | Redemption Fee (maximum) |
|----------------------|----------------------------|---|--------------------------|
| All N shares | 0.00% | 1.50% | None |
| All C shares | 3.00% | 1.50% | None |
| All Privilege shares | 3.00% | 1.50% | None |
| All R shares | 3.00% | 1.50% | None |
| All I shares | 0.00% | 1.50% | None |
| M shares | 0.00% | 1.50% | None |
| X shares | 0.00% | 1.50% | None |

(1) In the event of conversion to another Sub-fund with a higher subscription fee, the difference may be payable.

7.2 Annual fees and costs payable by the Sub-fund

| Class | Management Company Fee (maximum) | Distribution Fee (maximum) | Performance Fee | Other Fees (maximum) | Taxe d'abonnement ⁽¹⁾ (subscription tax) |
|----------------------|----------------------------------|----------------------------|-----------------|----------------------|---|
| N shares | 1.00% | 0.75% | No | 0.35% | 0.05% |
| All C shares | 1.00% | No | No | 0.35% | 0.05% |
| All Privilege shares | 0.70% | No | No | 0.35% | 0.05% |
| All R shares | 0.70% | No | No | 0.35% | 0.05% |
| All I shares | 0.50% | No | No | 0.35% | 0.01% |
| M shares | 0.40% | No | No | 0.25% | 0.01% |
| X shares | 0.00% | No | No | 0.35% | 0.01% |

(1) In addition, the Sub-fund may be subject to foreign UCI's tax, and/or other regulators levy, in the country where the Sub-fund is registered for distribution.

8. SUBSCRIPTION AND REDEMPTION PROCESS

Initial subscriptions

- 8.1 The Initial Subscription Date of each of the Class is the Class Launch Date. Subscription requests for the Initial Subscription Date must be sent in writing to the Administrative Agent and be received by the Administrative Agent by 12.00 pm (CET) (the **Subscription Cut-Off Time**) at the latest on the day of the Initial Subscription Date.
- 8.2 Investors for which the subscription documents have been accepted on the Initial Subscription Date will be required to deliver to the account of the Depositary cleared funds for the full amount of their subscription pursuant to their subscription documents on the Initial Subscription Date. If the Depositary does not receive the funds in time the purchase order may be cancelled and the funds returned to the Investor without interest.
- 8.3 The investor will be liable for the costs of late or non-payment in which case the Management Company will have the power to redeem all or part of the Investor's holding of Shares in the Sub-fund (if any) in order to meet such costs. In circumstances where the Management Company at its absolute discretion regards it not practical or feasible to recoup a loss from an applicant for Shares, any losses incurred by the Sub-fund due to late or non-payment of the subscription proceeds in respect of subscription applications received will be borne by the Sub-fund.

Ongoing subscriptions – Subscription Cut-off Time

- 8.4 After the Initial Subscription Date of a Class, subscriptions can be made on any Valuation Day. Subscription requests in respect of a Valuation Day can be made to the Administrative Agent before 12.00 pm (CET) on the relevant Valuation Day (the **Subscription Cut-off Time**).

Redemptions – Redemption Cut-off Time

- 8.5 Redemptions can be made on any Valuation Day. Redemption requests for Shares in part or in whole in respect of a Valuation Day can be made to the Administrative Agent before 12.00 pm (CET) on the relevant Valuation Day (the **Redemption Cut-off Time**).
- 8.6 Payment of the redemption proceeds will be made generally 3 Business Days following the relevant Valuation Day.

9. REFERENCE CURRENCY AND HEDGING

The Reference Currency of the Sub-fund is the EUR.

10. PROFILE OF THE TYPICAL INVESTOR

Each Investor in the Sub-fund shall:

- (a) have the knowledge of, and the investment experience in, financial products which use derivatives and/or derivative strategies (such as the Sub-fund) and financial markets generally;
- (b) understand and evaluate the strategy, characteristics and risks of the Sub-fund in order to make an informed investment decision.

11. SPECIFIC RISK FACTORS

- 11.1 Investors should refer to the risk factors set out in Section 19 of the General Section and are in particular invited to consider the following risk factors further described in Section 19 of the General Section:

- (a) Interest rate;
- (b) Equities;
- (c) Credit risk;
- (d) Market volatility;
- (e) Conflicts of interest;
- (f) Use of financial derivative instruments.

- 11.2 In addition, Investors should carefully review the following risk disclaimer that is specific to the Sub-fund:

Risks related to the algorithm used for the calculation of the Strategy

- 11.3 The selection and allocation model used by the Strategy is based on certain criteria for yielding and risk calculation based on historical results. It is therefore possible that the model is not fully

efficient, as past situations may not necessarily be reproduced in the future. The use of this model is consequently not a guarantee for future results of the Strategy.

SPECIAL SECTION 2 – THEAM QUANT – VOLATILITY WORLD ABSOLUTE

This Special Section must be read in conjunction with the General Section of the Prospectus. This Special Section refers only to the THEAM Quant – Volatility World Absolute (the **Sub-fund**).

1. INVESTMENT OBJECTIVE AND INVESTMENT POLICY

- 1.1 The objective of the Sub-fund is to increase the value of its assets over the medium term, through the use of strategies linked to the market's volatility.
- 1.2 The Sub-fund will not invest more than 10% of its net assets in units or shares of UCITS or other UCIs.

2. STRATEGY

- 2.1 In order to achieve its investment objective, the Sub-fund implements a strategy (the **Strategy**) allocating its assets between different volatility arbitrage strategies which aim to take advantage of the different risk premia of the volatility asset class. The Sub-fund is in particular exposed to the equity, volatility, interest rates, foreign exchange and commodities market volatility strategies through, but not limited to, mean reversion, risk premium and term structure strategies. The Sub-fund may however not be exposed to all of the aforementioned asset classes/strategies at all times. As an illustration, volatility risk premium strategies aim at generating return from the structural difference between the implied and realised volatility. Mean-reversion strategies aim at generating return from the mean-reversion pattern of the volatility. The objective of term structure strategies is to maximise the information embedded in the term structure, which represents the current forward curve of a given asset. To implement the Strategy, the Sub-fund uses a Synthetic Replication Policy through the conclusion of OTC Derivatives.
- 2.2 The Synthetic Replication Policy implies that the Sub-fund either (i) invests its assets in Transferable Securities or in Money Market Instruments (the **Financing Assets**) and exchanges the performance of up to 100% of the Financing Assets through OTC Derivatives to gain exposure to the Strategy or (ii) concludes an OTC Derivative with an initial exchange of the net proceeds of the issue of Shares in order to gain exposure to the Strategy. The Underlying Assets consist either of financial indices or spot positions, options, futures and forward contracts on either financial indices or on equities, fixed income, foreign exchange and indices on commodities. The Sub-fund is in particular exposed to volatility products with underlyings among the main equity, foreign exchange, commodities and interest rates markets. The weights allocated to the volatility strategies are based upon their inverse extreme downside risk aiming for a balanced and risk-controlled portfolio.
- 2.3 The exposure to a specific financial index may evolve depending on the evolution of financial indices over time and the Management Company may decide to change the exposure to other financial indices to achieve the investment objective of the Sub-fund. The Sub-fund may use the increased diversification limits provided for in article 44 of the 2010 Act and further described under Section 3.15 of the General Section in respect of indices on commodities. The rebalancing of the indices, which corresponds to technical adjustments based upon systematic algorithms, can be as much as daily. The financial indices methodology may embed certain costs in the Strategy which cover amongst other things replication costs in running the index which may vary over time in line with prevailing market conditions. Investors are invited to consult the following webpage <http://docfinder.is.bnpparibas-ip.com/api/files/229511A3-91BD-495C-9833-7DD0C61A5026> to obtain a list of financial indices to which the Sub-fund is exposed. Links to the complete breakdown of the indices, performance information and calculation methodology are available on the same page.

- 2.4 In exceptional circumstances, depending on the economic environment, the Sub-fund may use listed financial derivative instruments, spot positions or OTC Derivatives on volatility, equities, fixed-income, foreign exchange, indices on commodities and eligible financial indices.
- 2.5 The Sub-fund may also invest in any other Transferable Securities, cash and, within a limit of 10% of its NAV, in UCITS and/or other UCIs.
- 2.6 The Sub-fund may use EPM Techniques.

3. GLOBAL EXPOSURE

- 3.1 The Sub-fund uses the absolute Value-at-Risk approach to monitor its global exposure. The VaR of the Sub-fund's portfolio, with confidence interval of 99% and a detention period of 20 Business Days, will not exceed 20% of the Sub-fund's Net Asset Value.
- 3.2 The leverage of the Sub-fund (defined as the sum of the absolute values of the derivatives notional (with neither netting nor hedging arrangement) divided by NAV is expected to be around 200%.

| Volatility World Absolute | Expected Leverage | Maximum Leverage |
|---------------------------|-------------------|------------------|
| Total | 2 | 2 |

4. BUSINESS DAY - VALUATION DAY

For the purpose of this Special Section, a **Valuation Day** means any Business Day on which the French, German, UK and US stock exchanges are open during the whole day (excluding Saturdays and Sundays and Luxembourg and French public holidays).

5. LAUNCH DATE

19 December 2014.

6. CLASSES

The following Classes⁽³⁾, once activated, will be available for subscription by investors:

| Class | Distribution policy | ISIN code | Reference Currency | Dividend | Target subscribers | Minimum Holding Amount ⁽¹⁾ | Initial Net Asset Value |
|-----------|---------------------|--------------|--------------------|----------|-------------------------|--|-------------------------|
| Privilege | ACC | LU1179455701 | EUR | No | All | 1,000,000 Euros/ Portfolio Managers: none | EUR 100 |
| Privilege | DIS | LU1179455883 | EUR | Yes | All | 1,000,000 Euros/ Portfolio Managers: none | EUR 100 |
| I | ACC | LU1049881995 | EUR | No | Institutional Investors | 100,000 Euros/ UCI: none | EUR 100 |
| I | DIS | LU1179456188 | EUR | Yes | Institutional Investors | 100,000 Euros/ UCI: none | EUR 100 |
| I USD H | ACC | LU1049882027 | USD | No | Institutional Investors | 100,000 Euros/ UCI: none | USD 100 |
| I GBP H | ACC | LU1049882290 | GBP | No | Institutional Investors | 100,000 Euros/ UCI: none | GBP 100 |
| I CHF H | ACC | LU1049882373 | CHF | No | Institutional Investors | 100,000 Euros/ UCI: none | CHF 100 |
| M | ACC | LU1179456261 | EUR | No | Institutional Investors | EUR 50 million ⁽²⁾ | EUR 100 |
| X | ACC | LU1049882704 | EUR | No | Authorised | EUR 5 million or | EUR 100 |

| Class | Distribution policy | ISIN code | Reference Currency | Dividend | Target subscribers | Minimum Holding Amount ⁽¹⁾ | Initial Net Asset Value |
|-------|---------------------|-----------|--------------------|----------|--------------------|---------------------------------------|-------------------------|
| | | | | | Investors | equivalent | |

(1) The applicable Minimum Holding Amount may be waived or varied on a case-by-case basis, by the Company or the Management Company.

(2) Regarding M shares, minimum subscription conditions are assessed on the basis of the total investment, irrespective of currency

(3) Each one of the above Classes may only be activated with prior approval of the Board or of the Management Company.

7. FEES AND COSTS

7.1 Subscription Fee, Conversion Fee and Redemption Fee

| Class | Subscription Fee (maximum) | Conversion Fee (maximum) ⁽¹⁾ | Redemption Fee (maximum) |
|----------------------|----------------------------|---|--------------------------|
| All Privilege shares | 3.00% | 1.50% | None |
| All I shares | 0.00% | 1.50% | None |
| M shares | 0.00% | 1.50% | None |
| X shares | 0.00% | 1.50% | None |

(1) In the event of conversion to a sub-fund with a higher subscription fee, the difference may be payable.

7.2 Annual fees and costs payable by the Sub-fund

| Class | Management Company Fee (maximum) | Distribution Fee (maximum) | Performance Fee | Other Fees (maximum) | Taxe d'abonnement ⁽¹⁾ (subscription tax) |
|----------------------|----------------------------------|----------------------------|-----------------|----------------------|---|
| All Privilege shares | 0.70% | No | No | 0.35% | 0.05% |
| All I shares | 0.65% | No | No | 0.35% | 0.01% |
| M shares | 0.40% | No | No | 0.25% | 0.01% |
| X shares | 0.00% | No | No | 0.35% | 0.01% |

(1) In addition, the Sub-fund may be subject to foreign UCI's tax, and/or other regulators levy, in the country where the sub-fund is registered for distribution.

8. SUBSCRIPTION AND REDEMPTION PROCESS

Initial subscriptions

- 8.1 The Initial Subscription Date of each of the Class is the Class Launch Date. Subscription requests for the Initial Subscription Date must be sent in writing to the Administrative Agent and be received by the Administrative Agent by 12.00 pm (CET) (the **Subscription Cut-Off Time**) at the latest on the day of the Initial Subscription Date.
- 8.2 Investors for which the subscription documents have been accepted on the Initial Subscription Date will be required to deliver to the account of the Depositary cleared funds for the full amount of their subscription pursuant to their subscription documents on the Initial Subscription Date. If the Depositary does not receive the funds in time the purchase order may be cancelled and the funds returned to the Investor without interest.
- 8.3 The investor will be liable for the costs of late or non-payment in which case the Management Company will have the power to redeem all or part of the Investor's holding of Shares in the Sub-fund (if any) in order to meet such costs. In circumstances where the Management Company at its absolute discretion regards it not practical or feasible to recoup a loss from an applicant for Shares, any losses incurred by the Sub-fund due to late or non-payment of the subscription proceeds in respect of subscription applications received will be borne by the Sub-fund.

Ongoing subscriptions – Subscription Cut-off Time

- 8.4 After the Initial Subscription Date of a Class, subscriptions can be made on any Valuation Day. Subscription requests in respect of a Valuation Day can be made to the Administrative Agent before 12.00 pm (CET) at the latest on the relevant Valuation Day (the **Subscription Cut-off Time**).

Redemptions – Redemption Cut-off Time

- 8.5 Redemptions can be made on any Valuation Day. Redemption requests for Shares in part or in whole in respect of a Valuation Day can be made to the Administrative Agent before 12.00 pm (CET) at the latest on the relevant Valuation Day (the **Redemption Cut-off Time**).
- 8.6 Payment of the redemption proceeds will be made generally 3 Business Days following the relevant Valuation Day.

9. REFERENCE CURRENCY AND HEDGING

The Reference Currency of the Sub-fund is the EUR.

10. PROFILE OF THE TYPICAL INVESTOR

Each Investor in the Sub-fund shall:

- (a) have the knowledge of, and the investment experience in, financial products which use derivatives and/or derivative strategies (such as the Sub-fund) and financial markets generally;
- (b) understand and evaluate the strategy, characteristics and risks of the Sub-fund in order to make an informed investment decision.

11. SPECIFIC RISK FACTORS

- 11.1 Investors should refer to the risk factors set out in Section 19 of the General Section and are in particular invited to consider the following risk factors further described in Section 19 of the General Section:
- (a) Market volatility;
 - (b) Conflict of interest;
 - (c) Use of Financial Derivative Instruments.
- 11.2 In addition, Investors should carefully review the following risk disclaimer that is specific to the Sub-fund:

Risks related to the algorithm used for the calculation of the Strategy

- 11.3 The selection and allocation model used by the Strategy is based on certain criteria for yielding and risk calculation based on historical results. It is therefore possible that the model is not fully efficient, as past situations may not necessarily be reproduced in the future. The use of this model is consequently not a guarantee for future results of the Strategy.

SPECIAL SECTION 3 – THEAM QUANT – EQUITY US INCOME DEFENSIVE

This Special Section must be read in conjunction with the General Section of the Prospectus. This Special Section refers only to the THEAM Quant - Equity US Income Defensive (the **Sub-fund**).

1. INVESTMENT OBJECTIVE AND INVESTMENT POLICY

- 1.1 The objective of the Sub-fund is to provide income and capital growth (i) by being exposed to a basket of high-dividend U.S. equities and (ii) by implementing a systematic options strategy which aims at generating additional income and reducing risk by minimising volatility in the Sub-fund.
- 1.2 The Sub-fund will not invest more than 10% of its net assets in units or shares of UCITS or other UCIs.

2. STRATEGY

- 2.1 In order to achieve its investment objective, the Sub-fund implements a quantitative investment strategy (the **Strategy**) that combines two performance pillars:
 - (a) a long exposure to a basket of high-dividend U.S. equities through the BNP Paribas High Dividend Yield US Equity Long TR USD Index (the **Strategy Index**). The Strategy Index aims at selecting equities following a process based on the analysis of their ability to pay high, recurring and sustainable dividends; and
 - (b) a complementary systematic options strategy on the S&P500 index intended to improve the risk/return ratio compared to a direct investment in the Strategy Index by taking short positions on call options on the S&P 500 Index which aim at generating additional income while limiting the Sub-fund's volatility and long positions on put options on the S&P 500 Index in order to reduce the Sub-fund's volatility.
- 2.2 The Strategy is implemented according to a Synthetic Replication Policy, through the conclusion of OTC Derivatives.
- 2.3 The Synthetic Replication Policy implies that the Sub-fund invests its assets in Transferable Securities or Money Market Instruments (the **Financing Assets**) and exchanges the performance of up to 100% of the Financing Assets through OTC Derivatives to gain exposure to the Strategy. The Underlying Assets consist of the Strategy Index and options on the S&P500 index.
- 2.4 As part of the Synthetic Replication Policy, the Sub-fund invests at all times at least 75% of its net assets in equities and/or securities treated as equivalent to equities issued by companies of any country. The remainder, namely 25% of its assets maximum, may be invested in any other Transferable Securities or Money Market Instruments.
- 2.5 The BNP Paribas High Dividend Yield US Equity Long TR USD Index (Bloomberg code: BNPIHDUN Index) is an index denominated in USD, calculated with net dividends reinvested. The Strategy Index is a diversified index representing a dynamic investment in a basket of US equities. The Strategy Index is based on a quantitative algorithm developed by BNP Paribas and is rebalanced every month using a specific algorithm. The Strategy Index is calculated, published and maintained by Solactive AG. It was established in October 2013. For further information on the Strategy Index, investors are invited to consult the following website: <https://indices-globalmarkets.bnpparibas.com>. The complete breakdown of this index and performance information are available on the same page. The index calculation method is available directly at: <https://indices-globalmarkets.bnpparibas.com/nr/HDUNTR.pdf>. Investors may obtain a paper version of the

Strategy Index rulebook within one week on written request to THEAM TSA 47000 – 75 318 Paris Cedex 09. E-mail: THEAM.sales.support@bnpparibas.com.

- 2.6 In exceptional circumstances, depending on the economic environment, the Sub-fund may implement the Strategy directly by investing in the equities making up the Strategy Index and in options and derivatives linked to equity markets.
- 2.7 The Sub-fund may also invest in any other Transferable Securities and cash, and, within a limit of 10% of its NAV, in UCITS and/or other UCIs.
- 2.8 The Sub-fund may use EPM Techniques.

3. GLOBAL EXPOSURE

The Sub-fund uses the commitment approach to monitor its global exposure.

4. BUSINESS DAY - VALUATION DAY

For the purpose of this Special Section, a **Valuation Day** means a Business Day on which the New York stock exchange is open during the whole day (excluding Saturdays and Sundays and Luxembourg and French public holidays).

5. LAUNCH DATE

31 March 2014.

6. CLASSES

The following Classes⁽⁵⁾, once activated, will be available for subscription by investors:

| Class | Distribution policy | ISIN code | Reference Currency | Dividend | Target subscribers | Minimum Holding Amount ⁽¹⁾ | Initial Net Asset Value |
|---------------------|---------------------|--------------|--------------------|----------|-------------------------|---|-------------------------|
| N | ACC | LU1179456691 | USD | No | All | None | USD 100 |
| N | DIS | LU1179456774 | USD | Yes | All | None | USD 100 |
| C | ACC | LU1049884155 | USD | Non | All | None | USD 100 |
| C | DIS | LU1049884239 | USD | Yes | All | None | USD 100 |
| C SD ⁽³⁾ | DIS | LU1353198135 | USD | Yes | All | None | USD 100 |
| C EUR | ACC | LU1049884312 | EUR | No | All | None | EUR 100 |
| C EUR H | ACC | LU1049884403 | EUR | No | All | None | EUR 100 |
| C EUR | DIS | LU1049884585 | EUR | Yes | All | None | EUR 100 |
| Privilege | ACC | LU1179456857 | USD | No | All | 1,000,000 USD/ Portfolio Managers: None | USD 100 |
| Privilege | DIS | LU1179456931 | USD | Yes | All | 1,000,000 USD/ Portfolio Managers: None | USD 100 |
| R GBP | ACC | LU1179457079 | GBP | No | All ⁽²⁾ | None | GBP 100 |
| R GBP | DIS | LU1179457152 | GBP | Yes | All ⁽²⁾ | None | GBP 100 |
| I | ACC | LU1047563017 | USD | No | Institutional Investors | 100,000 USD or equivalent/ UCI: None | USD 100 |
| I | DIS | LU1047564338 | USD | Yes | Institutional Investors | 100,000 USD or equivalent/ UCI: None | USD 100 |
| I EUR | ACC | LU1049884668 | EUR | No | Institutional Investors | 100,000 USD or equivalent/ UCI: | EUR 100 |

| Class | Distribution policy | ISIN code | Reference Currency | Dividend | Target subscribers | Minimum Holding Amount ⁽¹⁾ | Initial Net Asset Value |
|---------|---------------------|--------------|--------------------|----------|-------------------------|--|-------------------------|
| | | | | | | None | |
| I EUR H | ACC | LU1049884742 | EUR | No | Institutional Investors | 100,000 USD or equivalent/ UCI: None | EUR 100 |
| I EUR H | DIS | LU1049884825 | EUR | Yes | Institutional Investors | 100,000 USD or equivalent/ UCI: None | EUR 100 |
| I CHF | ACC | LU1049885046 | CHF | No | Institutional Investors | 100,000 USD or equivalent/ UCI: None | CHF 100 |
| I CHF H | DIS | LU1049885129 | CHF | Yes | Institutional Investors | 100,000 USD or equivalent/ UCI: None | CHF 100 |
| I GBP | ACC | LU1049885392 | GBP | No | Institutional Investors | 100,000 USD or equivalent/ UCI: None | GBP 100 |
| I GBP | DIS | LU1049885475 | GBP | Yes | Institutional Investors | 100,000 USD or equivalent/ UCI: None | GBP 100 |
| J | DIS | LU1492558348 | USD | Yes | Institutional Investors | USD 10 million ⁽⁴⁾ UCI: None | USD 100 |
| J EUR | ACC | LU1179457236 | EUR | No | Institutional Investors | USD 10 million or Equivalent ⁽⁴⁾ UCI: None | EUR 100 |
| J EUR H | DIS | LU1539111697 | EUR | Yes | Institutional Investors | USD 10 million or Equivalent ⁽⁴⁾ UCI: None | EUR 100 |
| J GBP H | ACC | LU1542715112 | GBP | No | Institutional Investors | USD 10 million or Equivalent ⁽⁴⁾ UCI: None | GBP 100 |
| J GBP H | DIS | LU1542715203 | GBP | Yes | Institutional Investors | USD 10 million or Equivalent ⁽⁴⁾ UCI: None | GBP 100 |
| M | ACC | LU1179457319 | USD | No | Institutional Investors | USD 50 million ⁽⁴⁾ | USD 100 |
| X | ACC | LU1049885632 | USD | No | Authorised Investors | EUR 5 million or equivalent | USD 100 |

(1) The applicable Minimum Holding Amount may be waived or varied on a case-by-case basis, by the Company or the Management Company.

(2) Only in the countries where the Management Company has decided to market and/or register (if relevant) the Class.

(3) The acronym "SD" stands for the French term "super distribuable". SD Classes may distribute dividends on a more frequent basis than other distribution classes.

(4) Regarding J and M shares, minimum subscription conditions are assessed on the basis of the total investment, irrespective of currency.

(5) Each one of the above Classes may only be activated with prior approval of the Board or of the Management Company.

7. FEES AND COSTS

7.1 Subscription Fee, Conversion Fee and Redemption Fee

| Class | Subscription Fee (maximum) | Conversion Fee (maximum) ⁽¹⁾ | Redemption Fee (maximum) |
|------------------|----------------------------|---|--------------------------|
| N shares | 0.00% | 1.50% | None |
| C shares | 3.00% | 1.50% | None |
| Privilege shares | 3.00% | 1.50% | None |
| R shares | 3.00% | 1.50% | None |
| I shares | 0.00% | 1.50% | None |
| J shares | 0.00% | 1.50% | None |
| M shares | 0.00% | 1.50% | None |

| | | | |
|----------|-------|-------|------|
| X shares | 0.00% | 1.50% | None |
|----------|-------|-------|------|

(1) In the event of conversion to a sub-fund with a higher subscription fee, the difference may be payable.

7.2 Annual fees and costs payable by the Sub-fund

| Class | Management Company Fee (maximum) | Distribution Fee (maximum) | Performance Fee | Other Fees (maximum) | Taxe d'abonnement ⁽¹⁾ (subscription tax) |
|------------------|----------------------------------|----------------------------|-----------------|----------------------|---|
| N shares | 1.50% | 0.75% | No | 0.35% | 0.05% |
| C shares | 1.50% | No | No | 0.35% | 0.05% |
| Privilege shares | 0.80% | No | No | 0.35% | 0.05% |
| R shares | 0.80% | No | No | 0.35% | 0.05% |
| I shares | 0.60% | No | No | 0.35% | 0.01% |
| J shares | 0.40% | No | No | 0.35% | 0.01% |
| M shares | 0.40% | No | No | 0.25% | 0.01% |
| X shares | 0.00% | No | No | 0.35% | 0.01% |

(1) In addition, the Sub-fund may be subject to foreign UCI's tax, and/or other regulators levy, in the country where the sub-fund is registered for distribution

8. SUBSCRIPTION AND REDEMPTION PROCESS

Initial subscriptions

- 8.1 The Initial Subscription Date of each of the Class is the Class Launch Date. Subscription requests for the Initial Subscription Date must be sent in writing to the Administrative Agent and be received by the Administrative Agent by 12.00 pm (CET) (the **Subscription Cut-Off Time**) at the latest on the day of the Initial Subscription Date.
- 8.2 Investors for which the subscription documents have been accepted on the Initial Subscription Date will be required to deliver to the account of the Depositary cleared funds for the full amount of their subscription pursuant to their subscription documents on the Initial Subscription Date. If the Depositary does not receive the funds in time the purchase order may be cancelled and the funds returned to the Investor without interest.
- 8.3 The investor will be liable for the costs of late or non-payment in which case the Management Company will have the power to redeem all or part of the Investor's holding of Shares in the Sub-fund (if any) in order to meet such costs. In circumstances where the Management Company at its absolute discretion regards it not practical or feasible to recoup a loss from an applicant for Shares, any losses incurred by the Sub-fund due to late or non-payment of the subscription proceeds in respect of subscription applications received will be borne by the Sub-fund.

Ongoing subscriptions – Subscription Cut-off Time

- 8.4 After the Initial Subscription Date of a Class, subscriptions can be made on any Valuation Day. Subscription requests in respect of a Valuation Day can be made to the Administrative Agent before 12.00 pm (CET) at the latest on the relevant Valuation Day (the **Subscription Cut-off Time**).

Redemptions – Redemption Cut-off Time

- 8.5 Redemptions can be made on any Valuation Day. Redemption requests for Shares in part or in whole in respect of a Valuation Day can be made to the Administrative Agent before 12.00 pm (CET) at the latest on the relevant Valuation Day (the **Redemption Cut-off Time**).

- 8.6 Payment of the redemption proceeds will be made generally 3 Business Days following the relevant Valuation Day.

9. REFERENCE CURRENCY AND HEDGING

The Reference Currency of the Sub-fund is the USD.

10. PROFILE OF THE TYPICAL INVESTOR

Each Investor in the Sub-fund shall:

- (a) have the knowledge of, and the investment experience in, financial products which use derivatives and/or derivative strategies (such as the Sub-fund) and financial markets generally;
- (b) understand and evaluate the strategy, characteristics and risks of the Sub-fund in order to make an informed investment decision.

11. SPECIFIC RISK FACTORS

- 11.1 Investors should refer to the risk factors set out in Section 19 of the General Section and are in particular invited to consider the following risk factors further described in Section 19 of the General Section:

- (a) Equities;
- (b) Market volatility;
- (c) Conflicts of interest;
- (d) Use of financial derivative instruments.

- 11.2 In addition, Investors should carefully review the following risk disclaimer that is specific to the Sub-fund:

Risks related to the model used by the Strategy Index

- 11.3 The model used to determine the allocation of the Strategy Index is based on fundamental criteria designed to assess the dividend growth potential, dividend stability and creditworthiness of each company in the investment universe. There is a risk that the model will not be efficient as there is no guarantee that the indicators defined will be relevant in the future. They are defined partly on the basis of historical data and there is nothing to guarantee that previous market situations will repeat themselves in the future.
- 11.4 Furthermore, the complementary strategies implemented by the Sub-fund are based on a systematic management approach using historical signals. Investors should also be aware that the options purchased and sold may have the S&P 500 and not the Strategy Index as underlying. There is therefore a risk that the overall model is not efficient and is not a guarantee of future results, in particular in the event of any divergence between the S&P 500 and the Strategy Index.

SPECIAL SECTION 4 – THEAM QUANT – EQUITY EUROPE INCOME DEFENSIVE

This Special Section must be read in conjunction with the General Section of the Prospectus. This Special Section refers only to the THEAM Quant - Equity Europe Income Defensive (the **Sub-fund**).

1. INVESTMENT OBJECTIVE AND INVESTMENT POLICY

- 1.1 The objective of the Sub-fund is to provide income and capital growth (i) by being exposed to a basket of high-dividend European equities and (ii) by implementing a systematic options strategy which aims at generating additional income and reducing risk by minimizing volatility in the Sub-fund.
- 1.2 The Sub-fund will not invest more than 10% of its net assets in units or shares of UCITS or other UCIs.

2. STRATEGY

- 2.1 In order to achieve its investment objective, the Sub-fund implements a quantitative investment strategy (the **Strategy**) that combines two performance pillars:
 - (a) a long exposure to a basket of high-dividend European equities through the BNP Paribas High Dividend Europe Equity Net Total Return Index (the **Strategy Index**). The Strategy Index aims at selecting equities following a process based on the analysis of their ability to pay high, recurring and sustainable dividends; and
 - (b) a complementary systematic options strategy on the Euro Stoxx 50 index intended to improve the risk/return ratio compared to a direct investment in the Strategy Index by taking short positions on call options on the on the Euro Stoxx 50 index which aim at generating additional income while limiting the Sub-fund's volatility and long positions on put options on the on the Euro Stoxx 50 index in order to reduce the Sub-fund's volatility.
- 2.2 The objective of the model used to build the Strategy Index is to select stocks which pay high dividends and have the capacity to maintain these dividend levels over the long term among the investment universe. The investment universe is composed of leading European large cap equities, excluding financial stocks, deemed to offer adequate liquidity. The model therefore selects stocks on the basis of fundamental criteria designed to assess the stock's dividend growth potential, dividend stability and creditworthiness.
- 2.3 The BNP Paribas High Dividend Europe Equity Net Total Return Index² (Bloomberg code: BNPIHEUN Index) is an index denominated in EUR, calculated with net dividends reinvested. The Strategy Index is based on a quantitative algorithm developed by BNP Paribas and is rebalanced every month using a specific algorithm. The Sub-fund will not make use of the increased diversification limits provided for in article 44 of the 2010 Act and further described under Section 3.15 of the General Section. The rebalancing of the Strategy Index does not involve any cost for the Strategy Index. For further information on the Strategy Index, investors are invited to consult the following website: <https://indices-globalmarkets.bnpparibas.com>. The complete breakdown of this index and performance information are available on the same page. The index calculation method is available directly at: <https://indices-globalmarkets.bnpparibas.com/nr/HEUNTR.pdf>. Investors may obtain a paper version of the Strategy Index rulebook within one week on written request to THEAM TSA 47000 – 75 318 Paris Cedex 09. E-mail: THEAM.sales.support@bnpparibas.com.

² Until and including 23 June 2016, the Sub-fund will be exposed to the basket of high-dividend European equities through the BNP Paribas High Dividend Yield Europe Equity Long TR EUR Index (Bloomberg Code: BNPIHDEN Index) as described in the Prospectus of the SICAV THEAM QUANT dated as of February 2016.

- 2.4 In addition to this exposure to the Strategy Index, the Sub-fund is also exposed to a complementary options strategy which includes two steps.
- (a) The first step will consist in systematically implementing a buy-write type of options strategy, with the aim of supplementing exposure to the Strategy Index by taking short positions on short-term call options on the Euro Stoxx 50 price index. This options strategy will enable the Sub-fund to generate additional income while limiting its overall volatility and will be particularly appropriate in stable or fairly directionless markets.
 - (b) The second step will consist in supplementing exposure to the Strategy Index by systematically taking long positions on put options on the Euro Stoxx 50 price index. This options strategy, which is particularly appropriate in very bearish markets, will enable the Sub-fund to limit the effects of falling European equity markets and thereby limit its volatility.
- 2.5 The Strategy is implemented according to a Synthetic Replication Policy, through the conclusion of OTC Derivatives.
- 2.6 The Synthetic Replication Policy implies that the Sub-fund either (i) invests its assets in Transferable Securities or Money Market Instruments (the **Financing Assets**) and exchanges the performance of up to 100% of the Financing Assets through OTC Derivatives to gain exposure to the Strategy or (ii) concludes an OTC Derivative with an initial exchange of the net proceeds of the issue of Shares in order to gain exposure to the Strategy. The Underlying Assets consist of the Strategy Index and options on the Euro Stoxx 50 price index.
- 2.7 In exceptional circumstances, depending on the economic environment, the Sub-fund may implement the Strategy directly by investing in the equities making up the Strategy Index and in options and derivatives linked to equity markets.
- 2.8 The Sub-fund invests at all times at least 75% of its net assets in equities issued by companies that have their registered office in a Member State of the European Economic Area, other than non-cooperative countries in the fight against fraud and tax evasion. The remainder, namely 25% of its net assets maximum, may be invested in any other Transferable Securities, in derivatives, Money Market Instruments and/or cash, and also, within a limit of 15% of its net assets, in debt securities of any kind, and within a limit of 10% of its net assets, in UCITS and/or UCIs.
- 2.9 The Sub-fund may use EPM Techniques.

3. **GLOBAL EXPOSURE**

The Sub-fund uses the commitment approach to monitor its global exposure.

4. **BUSINESS DAY - VALUATION DAY**

For the purpose of this Special Section, a **Valuation Day** means a Business Day on which stock exchanges are open during the whole day in France, United Kingdom, Germany, Sweden, Italy, Switzerland, Norway and Denmark (excluding Saturdays and Sundays and Luxembourg and French public holidays).

5. **LAUNCH DATE**

The Sub-fund was launched on the 6 November 2014 by the merger with the French *fonds commun de placement* THEAM Quant Equity Europe Income created on the 22 May 2013.

6. CLASSES

The following Classes⁽⁵⁾, once activated, will be available for subscription by investors:

| Class | Distribution policy | ISIN code | Reference Currency | Dividend | Target subscribers | Minimum Holding Amount ⁽¹⁾ | Initial Net Asset Value |
|---------------------|---------------------|--------------|--------------------|----------|-------------------------|--|--|
| N | ACC | LU1049885715 | EUR | No | All | None | EUR 100 |
| N | DIS | LU1179457400 | EUR | Yes | All | None | EUR 100 |
| C | ACC | LU1049885806 | EUR | No | All | None | Net asset value of the B capi units of THEAM Quant Equity Europe Income at the merger date divided by 10* |
| C | DIS | LU1049885988 | EUR | Yes | All | None | EUR 100 |
| C SD ⁽³⁾ | DIS | LU1353198218 | EUR | Yes | All | None | EUR 100 |
| C USD | ACC | LU1049886010 | USD | No | All | None | USD 100 |
| C USD | DIS | LU1049886101 | USD | Yes | All | None | USD 100 |
| C USD H | ACC | LU1049886283 | USD | No | All | None | USD 100 |
| C USD H | DIS | LU1049886366 | USD | Yes | All | None | USD 100 |
| C CHF H | ACC | LU1049886440 | CHF | No | All | None | CHF 100 |
| C SEK H | ACC | LU1049886796 | SEK | No | All | None | SEK 100 |
| C NOK H | ACC | LU1049886879 | NOK | No | All | None | NOK 100 |
| Privilege | ACC | LU1179457582 | EUR | No | All | 1,000,000 EUR / Portfolio Managers: none | EUR 100 |
| Privilege | DIS | LU1179457665 | EUR | Yes | All | 1,000,000 EUR / Portfolio Managers: none | EUR 100 |
| R GBP H | ACC | LU1179457749 | GBP | No | All ⁽²⁾ | None | GBP 100 |
| R GBP H | DIS | LU1179457822 | GBP | Yes | All ⁽²⁾ | None | GBP 100 |
| I | ACC | LU1049886952 | EUR | No | Institutional Investors | 100,000 EUR / UCI: None | Net asset value of the A capi units of THEAM Quant Equity Europe Income at the merger date divided by 10* |
| I | DIS | LU1049887091 | EUR | Yes | Institutional Investors | 100,000 EUR / UCI: None | Net asset value of the A distrib units of THEAM Quant Equity Europe Income at the merger date divided by 10* |
| I USD | ACC | LU1049887174 | USD | No | Institutional Investors | 100,000 EUR or equivalent / UCI: None | USD 100 |
| I USD | DIS | LU1049887257 | USD | Yes | Institutional Investors | 100,000 EUR or equivalent / UCI: None | USD 100 |
| I USD H | ACC | LU1049887331 | USD | No | Institutional Investors | 100,000 EUR or equivalent / UCI: None | USD 100 |
| I USD H | DIS | LU1049887414 | USD | Yes | Institutional Investors | 100,000 EUR or equivalent / UCI: None | USD 100 |
| I CHF | ACC | LU1049887505 | CHF | No | Institutional Investors | 100,000 EUR or equivalent / UCI: None | CHF 100 |

| Class | Distribution policy | ISIN code | Reference Currency | Dividend | Target subscribers | Minimum Holding Amount ⁽¹⁾ | Initial Net Asset Value |
|---------|---------------------|--------------|--------------------|----------|-------------------------|--|---|
| I CHF H | ACC | LU1329018219 | CHF | No | Institutional Investors | 100,000 EUR or equivalent / UCI: None | CHF 100 |
| I CHF | DIS | LU1049887687 | CHF | Yes | Institutional Investors | 100,000 EUR or equivalent / UCI: None | CHF 100 |
| I GBP H | DIS | LU1049887760 | GBP | Yes | Institutional Investors | 100,000 EUR or equivalent / UCI: None | GBP 100 |
| I GBP H | ACC | LU1049887844 | GBP | No | Institutional Investors | 100,000 EUR or equivalent / UCI: None | GBP 100 |
| I SEK | ACC | LU1049887927 | SEK | No | Institutional Investors | 100,000 EUR or equivalent / UCI: None | SEK 100 |
| I NOK | ACC | LU1049888065 | NOK | No | Institutional Investors | 100,000 EUR or equivalent / UCI: None | NOK 100 |
| I PLN H | ACC | LU1480586871 | PLN | No | Institutional Investors | 100,000 EUR or equivalent / UCI: None | PLN 100 |
| J | ACC | LU1049888149 | EUR | No | Institutional Investors | EUR 10 million ⁽⁴⁾ UCI: None | Net asset value of the I capi units of THEAM Quant Equity Europe Income at the merger date divided by 10* |
| J | DIS | LU1235101356 | EUR | Yes | Institutional Investors | EUR 10 million ⁽⁴⁾ UCI: None | EUR 100 |
| J GBP H | ACC | LU1542714818 | GBP | No | Institutional Investors | EUR 10 million or equivalent ⁽⁴⁾ UCI: None | GBP 100 |
| J GBP H | DIS | LU1542714909 | GBP | Yes | Institutional Investors | EUR 10 million or equivalent ⁽⁴⁾ UCI: None | GBP 100 |
| X | ACC | LU1049888222 | EUR | No | Authorised Investors | EUR 5 million | EUR 100 |

(1) The applicable Minimum Holding Amount may be waived or varied on a case-by-case basis, by the Company or the Management Company.

(2) Only in the countries where the Management Company has decided to market and/or register (if relevant) the Class.

(3) The acronym "SD" stands for the French term "super distribuable". SD Classes may distribute dividends on a more frequent basis than other distribution classes.

(4) Regarding J shares, minimum subscription conditions are assessed on the basis of the total investment, irrespective of currency.

(5) Each one of the above Classes may only be activated with prior approval of the Board or of the Management Company.

* See Section 8.2 below.

7. FEES AND COSTS

7.1 Subscription Fee, Conversion Fee and Redemption Fee

| Class | Subscription Fee (maximum) | Conversion Fee (maximum) ⁽¹⁾ | Redemption Fee (maximum) |
|------------------|----------------------------|---|--------------------------|
| N shares | 0.00% | 1.50% | None |
| C shares | 3.00% | 1.50% | None |
| Privilege shares | 3.00% | 1.50% | None |
| R shares | 3.00% | 1.50% | None |
| I shares | 0.00% | 1.50% | None |
| J shares | 0.00% | 1.50% | None |

| | | | |
|----------|-------|-------|------|
| X shares | 0.00% | 1.50% | None |
|----------|-------|-------|------|

(1) In the event of conversion to a sub-fund with a higher subscription fee, the difference may be payable.

7.2 Annual fees and costs payable by the Sub-fund

| Class | Management Company Fee (maximum) | Distribution Fee (maximum) | Performance Fee | Other Fees (maximum) | Taxe d'abonnement ⁽¹⁾ (subscription tax) |
|------------------|----------------------------------|----------------------------|-----------------|----------------------|---|
| N shares | 1.50% | 0.75% | No | 0.35% | 0.05% |
| C shares | 1.50% | No | No | 0.35% | 0.05% |
| Privilege shares | 0.80% | No | No | 0.35% | 0.05% |
| R shares | 0.80% | No | No | 0.35% | 0.05% |
| I shares | 0.60% | No | No | 0.35% | 0.01% |
| J shares | 0.50% | No | No | 0.35% | 0.01% |
| X shares | 0.00% | No | No | 0.35% | 0.01% |

(1) In addition, the Sub-fund may be subject to foreign UCI's tax, and/or other regulators levy, in the country where the sub-fund is registered for distribution

8. SUBSCRIPTION AND REDEMPTION PROCESS

Initial subscriptions

- 8.1 The Initial Subscription Date of each of the Class is the Class Launch Date. Subscription requests for the Initial Subscription Date must be sent in writing to the Administrative Agent and be received by the Administrative Agent by 12.00 pm (CET) (the **Subscription Cut-Off Time**) at the latest on the day of the Initial Subscription Date.
- 8.2 On the Initial Subscription Date of Class C ACC; Class I ACC, Class I DIS and Class J ACC Shares, all the assets of THEAM Quant Equity Europe Income, a French *fonds commun de placement* subject to the UCITS Directive have been contributed to the Sub-fund. THEAM Quant Equity Europe Income has been dissolved without going into liquidation further to this merger. In exchange, the contributing investors of THEAM Quant Equity Europe Income have received Shares in the Sub-fund on the basis of the exchange ratio determined as of the effective date of the merger for the corresponding Class. The Shares in the Sub-fund issued further to the contribution have been issued at a price equal to the net asset value per unit of existing units of THEAM Quant Equity Europe Income as of the effective date of the merger, divided by 10 and rounded down to the second decimal. As a result, the exchange ratio has then been rounded down to the eighth decimal:

| Contributed class | Sub-fund Class |
|-------------------|----------------|
| B capi | C ACC |
| A capi | I ACC |
| A distri | I DIS |
| I capi | J ACC |

- 8.3 Class C ACC, Class I ACC, Class I DIS and Class J ACC Shares benefit from the track record of the relevant contributed class of THEAM Quant Equity Europe Income.
- 8.4 Investors for which the subscription documents have been accepted on the Initial Subscription Date will be required to deliver to the account of the Depositary cleared funds for the full amount of their subscription pursuant to their subscription documents on the Initial Subscription Date. If the Depositary does not receive the funds in time the purchase order may be cancelled and the funds returned to the Investor without interest.
- 8.5 The investor will be liable for the costs of late or non-payment in which case the Management Company will have the power to redeem all or part of the Investor's holding of Shares in the Sub-

fund (if any) in order to meet such costs. In circumstances where the Management Company at its absolute discretion regards it not practical or feasible to recoup a loss from an applicant for Shares, any losses incurred by the Sub-fund due to late or non-payment of the subscription proceeds in respect of subscription applications received will be borne by the Sub-fund.

Ongoing subscriptions – Subscription Cut-off Time

- 8.6 After the Initial Subscription Date of a Class, subscriptions can be made on any Valuation Day. Subscription requests in respect of a Valuation Day can be made to the Administrative Agent before 12.00 pm (CET) at the latest on the relevant Valuation Day (the **Subscription Cut-off Time**).

Redemptions – Redemption Cut-off Time

- 8.7 Redemptions can be made on any Valuation Day. Redemption requests for Shares in part or in whole in respect of a Valuation Day can be made to the Administrative Agent before 12.00 pm (CET) at the latest on the relevant Valuation Day (the **Redemption Cut-off Time**).
- 8.8 Payment of the redemption proceeds will be made generally 3 Business Days following the relevant Valuation Day.

9. **REFERENCE CURRENCY AND HEDGING**

The Reference Currency of the Sub-fund is the EUR.

10. **PROFILE OF THE TYPICAL INVESTOR**

Each Investor in the Sub-fund shall:

- (a) have the knowledge of, and the investment experience in, financial products which use derivatives and/or derivative strategies (such as the Sub-fund) and financial markets generally;
- (b) understand and evaluate the Strategy, characteristics and risks of the Sub-fund in order to make an informed investment decision.

11. **SPECIFIC RISK FACTORS**

- 11.1 Investors should refer to the risk factors set out in Section 19 of the General Section and are in particular invited to consider the following risk factors further described in Section 19 of the General Section:
- (a) Equities;
 - (b) Market volatility;
 - (c) Conflicts of interest;
 - (d) Use of financial derivative instruments.
- 11.2 In addition, Investors should carefully review the following risk disclaimer that is specific to the Sub-fund:

Risks related to the model used by the Strategy Index

- 11.3 The model used to determine the allocation of the Strategy Index is based on fundamental criteria designed to assess the dividend growth potential, dividend stability and creditworthiness of each company in the investment universe. There is a risk that the model will not be efficient as there is no guarantee that the indicators defined will be relevant in the future. They are defined partly on the basis of historical data and there is nothing to guarantee that previous market situations will repeat themselves in the future.
- 11.4 Furthermore, the complementary strategies implemented by the Sub-fund are based on a systematic management approach using historical signals. Investors should also be aware that the options purchased and sold may have the Euro Stoxx 50 price index and not the Strategy Index as underlying. There is therefore a risk that the overall model is not efficient and is not a guarantee of future results, in particular in the event of any divergence between the Euro Stoxx 50 price index and the Strategy Index.

SPECIAL SECTION 5 – THEAM QUANT – EQUITY US GURU

This Special Section must be read in conjunction with the General Section of the Prospectus. This Special Section refers only to the THEAM Quant - Equity US GURU³ (the **Sub-fund**).

1. INVESTMENT OBJECTIVE AND INVESTMENT POLICY

- 1.1 The objective of the Sub-fund is to increase the value of its assets over the medium term by being exposed to a dynamic basket of North American equities, the components of which are chosen using a systematic selection method based on a fundamental analysis of companies.
- 1.2 The Sub-fund will not invest more than 10% of its net assets in units or shares of UCITS or other UCIs.

2. STRATEGY

- 2.1 In order to achieve its investment objective, the Sub-fund implements a quantitative investment strategy (the **Strategy**) that takes long positions on a diversified basket composed of North American equities through the BNP Paribas GURU Equity US Long Total Return Index (the **Strategy Index**).
- 2.2 The objective of the model used to build the Strategy Index is to select stocks using a Return/Outlook/Valuation approach. The objective is to examine the investment universe in order to identify the stocks benefiting from a sustainable business model, favourable outlook and attractive valuation. The investment universe of the Strategy Index is composed of North America's largest stock market capitalisations offering satisfactory liquidity conditions.
- 2.3 The Strategy Index benefits from a risk control mechanism which aims at keeping volatility of the Strategy Index below 32% and consists of quantitatively adjusting exposure to the equity basket on a daily basis with any balance invested in non-risky assets. The exposure shall nevertheless not fall below 70%.
- 2.4 The BNP Paribas GURUTM Equity US Long Total Return Index (Bloomberg code: BNPGULTR Index) is an index denominated in USD, calculated with net dividends reinvested. The Strategy Index is a diversified index representing a dynamic investment in a basket of North American equities. The Strategy Index is based on a quantitative model developed by BNP Paribas and is rebalanced every month using a specific algorithm. The rebalancing of the Strategy Index does not involve any cost for the Strategy Index. The Strategy Index is calculated by Solactive AG. It was established in December 2008. For further information on the Strategy Index, investors are invited to consult the following website: <https://indices-globalmarkets.bnpparibas.com>. The complete breakdown of this index and performance information are available on the same page. The index calculation method is available directly at: <https://indices-globalmarkets.bnpparibas.com/nr/GULTMTR.pdf>. Investors may obtain a paper version of the Strategy Index rulebook within one week on written request to THEAM TSA 47000 – 75 318 Paris Cedex 09. E-mail: THEAM.sales.support@bnpparibas.com.
- 2.5 The Sub-fund will not make use of the increased diversification limits provided for in article 44 of the 2010 Act and further described under Section 3.15 of the General Section.

³ GURU is a trade mark of BNP Paribas.

- 2.6 The Strategy is implemented either according to a Synthetic Replication Policy, through the conclusion of OTC Derivatives or in cash by investing directly in the basket of equities that make up the index.
- 2.7 If the Strategy is implemented according to the Synthetic Replication Policy, the Sub-fund will invest its assets in Transferable Securities or Money Market Instruments (the **Financing Assets**) and exchange the performance of up to 100% of the Financing Assets through OTC Derivatives to gain exposure to the Strategy Index. The Underlying Assets mainly consist of the Strategy Index.
- 2.8 The Sub-fund invests at all times at least 75% of its net assets in equities and/or securities treated as equivalent to equities issued by companies of any country. The remainder, namely 25% of its assets maximum, may be invested in any other Transferable Securities or Money Market Instruments.
- 2.9 The Sub-fund may also invest in any other Transferable Securities and cash, and, within a limit of 10% of its net assets, in UCITS and/or other UCIs.
- 2.10 The Sub-fund may use EPM Techniques.

3. GLOBAL EXPOSURE

The Sub-fund uses the commitment approach to monitor its global exposure.

4. BUSINESS DAY - VALUATION DAY

For the purpose of this Special Section, a **Valuation Day** means a Business Day on which the New York stock exchange is open during the whole day (excluding Saturdays and Sundays and Luxembourg and French public holidays).

5. LAUNCH DATE

The Sub-fund was launched on the 14 November 2014 by the merger with the French *fonds commun de placement* THEAM Quant Equity US Guru created on the 29 December 2010.

6. CLASSES

The following Classes⁽⁵⁾, once activated, will be available for subscription by investors:

| Class | Distribution policy | ISIN code | Reference Currency | Dividend | Target subscribers | Minimum Holding Amount ⁽¹⁾ | Initial Net Asset Value |
|---------------------|---------------------|--------------|--------------------|----------|--------------------|---------------------------------------|--|
| N EUR H | ACC | LU1049888495 | EUR | No | All | None | EUR 100 |
| C | ACC | LU1049888578 | USD | Non | All | None | Net asset value of the B units of THEAM Quant Equity US GURU at the merger date divided by 10* |
| C | DIS | LU1049888651 | USD | Yes | All | None | USD 100 |
| C SD ⁽⁴⁾ | DIS | LU1329018300 | USD | Yes | All | None | USD 100 |
| C EUR | ACC | LU1049888735 | EUR | No | All | None | EUR 100 |
| C EUR | DIS | LU1049888818 | EUR | Yes | All | None | EUR 100 |
| C EUR H | ACC | LU1049889030 | EUR | No | All | None | Net asset value of the B EUR H units of THEAM Quant Equity US GURU at the merger date divided by 10* |

| Class | Distribution policy | ISIN code | Reference Currency | Dividend | Target subscribers | Minimum Holding Amount ⁽¹⁾ | Initial Net Asset Value |
|------------|---------------------|--------------|--------------------|----------|-------------------------|---|--|
| C CHF H | ACC | LU1049889113 | CHF | No | All | None | CHF 100 |
| C SEK H | ACC | LU1049889204 | SEK | No | All | None | SEK 100 |
| C NOK H | ACC | LU1049889386 | NOK | No | All | None | NOK 100 |
| Privilege | ACC | LU1179458044 | USD | No | All | 1,000,000 USD/ Portfolio Managers: None | USD 100 |
| Privilege | DIS | LU1179458127 | USD | Yes | All | 1,000,000 USD/ Portfolio Managers: None | USD 100 |
| R GBP | ACC | LU1179458390 | GBP | No | All ⁽²⁾ | None | GBP 100 |
| R GBP | DIS | LU1179458473 | GBP | Yes | All ⁽²⁾ | None | GBP 100 |
| Life EUR | ACC | LU1235101430 | EUR | No | AG Insurance | None | EUR 100 |
| Life EUR H | ACC | LU1329018482 | EUR | No | AG Insurance | None | EUR 100 |
| I | ACC | LU1049889469 | USD | No | Institutional Investors | 100,000 USD / UCI: None | Net asset value of the A units of THEAM Quant Equity US GURU at the merger date divided by 10* |
| I | DIS | LU1049889543 | USD | Yes | Institutional Investors | 100,000 USD / UCI: None | USD 100 |
| I EUR | ACC | LU1049889626 | EUR | No | Institutional Investors | 100,000 USD or equivalent/ UCI: None | Net asset value of the A EUR units of THEAM Quant Equity US GURU at the merger date divided by 10* |
| I EUR | DIS | LU1049889899 | EUR | Yes | Institutional Investors | 100,000 USD or equivalent/ UCI: None | EUR 100 |
| I EUR H | ACC | LU1049889972 | EUR | No | Institutional Investors | 100,000 USD or equivalent/ UCI: None | Net asset value of the A EUR H units of THEAM Quant Equity US GURU at the merger date divided by 10* |
| I CHF | ACC | LU1049890046 | CHF | No | Institutional Investors | 100,000 USD or equivalent/ UCI: None | CHF 100 |
| I CHF H | ACC | LU1049890129 | CHF | No | Institutional Investors | 100,000 USD or equivalent/ UCI: None | CHF 100 |
| I GBP | ACC | LU1049890392 | GBP | No | Institutional Investors | 100,000 USD or equivalent/ UCI: None | GBP 100 |
| I GBP H | ACC | LU1049890475 | GBP | No | Institutional Investors | 100,000 USD or equivalent/ UCI: None | GBP 100 |
| I SEK | ACC | LU1049890558 | SEK | No | Institutional Investors | 100,000 USD or equivalent/ UCI: None | SEK 100 |
| I NOK | ACC | LU1049890632 | NOK | No | Institutional Investors | 100,000 USD or equivalent/ UCI: None | NOK 100 |
| J | ACC | LU1249357762 | USD | No | Institutional Investors | EUR 10 million ⁽³⁾ UCI: None ¹ | USD 100 |
| M | ACC | LU1179458556 | USD | No | Institutional Investors | USD 50 million ⁽³⁾ | USD 100 |

| Class | Distribution policy | ISIN code | Reference Currency | Dividend | Target subscribers | Minimum Holding Amount ⁽¹⁾ | Initial Net Asset Value |
|-------|---------------------|--------------|--------------------|----------|----------------------|---------------------------------------|--|
| X | ACC | LU1049890806 | USD | No | Authorised Investors | USD 5 million | Net asset value of the X USD units of THEAM Quant Equity US GURU at the merger date divided by 10* |

(1) The applicable Minimum Holding Amount may be waived or varied on a case-by-case basis, by the Company or the Management Company.

(2) Only in the countries where the Management Company has decided to market and/or register (if relevant) the Class.

(3) Regarding J and M shares, minimum subscription conditions are assessed on the basis of the total investment, irrespective of currency

(4) The acronym "SD" stands for the French term "super distribuable". SD Classes may distribute dividends on a more frequent basis than other distribution classes.

(5) Each one of the above Classes may only be activated with prior approval of the Board or of the Management Company.

* See Section 8.2 below.

7. FEES AND COSTS

7.1 Subscription Fee, Conversion Fee and Redemption Fee

| Class | Subscription Fee (maximum) | Conversion Fee (maximum) ⁽¹⁾ | Redemption Fee (maximum) |
|------------------|----------------------------|---|--------------------------|
| N shares | 0.00% | 1.50% | None |
| C shares | 3.00% | 1.50% | None |
| Privilege shares | 3.00% | 1.50% | None |
| R shares | 3.00% | 1.50% | None |
| Life shares | 0.00% | 1.50% | None |
| I Shares | 0.00% | 1.50% | None |
| J shares | 0.00% | 1.50% | None |
| M shares | 0.00% | 1.50% | None |
| X shares | 0.00% | 1.50% | None |

(1) In the event of conversion to a sub-fund with a higher subscription fee, the difference may be payable.

7.2 Annual fees and costs payable by the Sub-fund

| Class | Management Company Fee (maximum) | Distribution Fee (maximum) | Performance Fee | Other Fees (maximum) | Taxe d'abonnement ⁽¹⁾ (subscription tax) |
|------------------|----------------------------------|----------------------------|-----------------|----------------------|---|
| N shares | 1.50% | 0.75% | No | 0.35% | 0.05% |
| C shares | 1.50% | No | No | 0.35% | 0.05% |
| Privilege shares | 0.85% | No | No | 0.35% | 0.05% |
| R shares | 0.85% | No | No | 0.35% | 0.05% |
| Life shares | 1.385% | No | No | 0.27% | 0.01% |
| I shares | 0.65% | No | No | 0.35% | 0.01% |
| J shares | 0.65% | No | No | 0.35% | 0.01% |
| M shares | 0.40% | No | No | 0.25% | 0.01% |
| X shares | 0.40% | No | No | 0.35% | 0.01% |

(1) In addition, the Sub-fund may be subject to foreign UCI's tax, and/or other regulators levy, in the country where the sub-fund is registered for distribution.

8. SUBSCRIPTION AND REDEMPTION PROCESS

Initial subscriptions

- 8.1 The Initial Subscription Date of each of the Class is the Class Launch Date. Subscription requests for the Initial Subscription Date must be sent in writing to the Administrative Agent and be received by the Administrative Agent by 12.00 pm (CET) (the **Subscription Cut-Off Time**) at the latest on the day of the Initial Subscription Date.
- 8.2 On the Initial Subscription Date of Class C ACC, Class C EUR H ACC, Class I ACC, Class I EUR ACC, Class I EUR H ACC and Class X ACC Shares, all the assets of THEAM Quant Equity US GURU, a French *fonds commun de placement* subject to the UCITS Directive have been contributed to the Sub-fund. THEAM Quant Equity US GURU has been dissolved without going into liquidation further to this merger. In exchange, the contributing investors of THEAM Quant Equity US GURU have received Shares in the Sub-fund on the basis of the exchange ratio determined as of the effective date of the merger for the corresponding Class. The Shares in the Sub-fund issued further to the contribution have been issued at a price equal to the net asset value per unit of existing units of THEAM Quant Equity US GURU as of the effective date of the merger, divided by 10 and rounded down to the second decimal. As a result, the exchange ratio has then been rounded down to the eighth decimal:

| Contributed class | Sub-fund Class |
|-------------------|----------------|
| B | C ACC |
| B EUR H | C EUR H ACC |
| A | I ACC |
| A EUR | I EUR ACC |
| A EUR H | I EUR H ACC |
| X USD | X ACC |

- 8.3 Class C ACC, Class C EUR H ACC, Class I ACC, Class I EUR ACC, Class I EUR H ACC and Class X ACC Shares benefit from the track record of the relevant contributed class of THEAM Quant Equity US GURU.
- 8.4 Investors for which the subscription documents have been accepted on the Initial Subscription Date will be required to deliver to the account of the Depositary cleared funds for the full amount of their subscription pursuant to their subscription documents on the Initial Subscription Date. If the Depositary does not receive the funds in time the purchase order may be cancelled and the funds returned to the Investor without interest.
- 8.5 The investor will be liable for the costs of late or non-payment in which case the Management Company will have the power to redeem all or part of the Investor's holding of Shares in the Sub-fund (if any) in order to meet such costs. In circumstances where the Management Company at its absolute discretion regards it not practical or feasible to recoup a loss from an applicant for Shares, any losses incurred by the Sub-fund due to late or non-payment of the subscription proceeds in respect of subscription applications received will be borne by the Sub-fund.

Ongoing subscriptions – Subscription Cut-off Time

- 8.6 After the Initial Subscription Date of a Class, subscriptions can be made on any Valuation Day. Subscription requests in respect of a Valuation Day can be made to the Administrative Agent before 12.00 pm (CET) at the latest on the relevant Valuation Day (the **Subscription Cut-off Time**).

Redemptions – Redemption Cut-off Time

- 8.7 Redemptions can be made on any Valuation Day. Redemption requests for Shares in part or in whole in respect of a Valuation Day can be made to the Administrative Agent before 12.00 pm (CET) at the latest on the relevant Valuation Day (the **Redemption Cut-off Time**).
- 8.8 Payment of the redemption proceeds will be made generally 3 Business Days following the relevant Valuation Day.

9. REFERENCE CURRENCY AND HEDGING

The Reference Currency of the Sub-fund is the USD.

10. PROFILE OF THE TYPICAL INVESTOR

Investors in the Sub-fund shall understand and evaluate the Strategy, characteristics and risks of the Sub-fund in order to make an informed investment decision.

11. SPECIFIC RISK FACTORS

- 11.1 Investors should refer to the risk factors set out in Section 19 of the General Section and are in particular invited to consider the following risk factors further described in Section 19 of the General Section:
- (a) Equities;
 - (b) Market volatility;
 - (c) Conflicts of interest;
 - (d) Use of financial derivative instruments.
- 11.2 In addition, Investors should carefully review the following risk disclaimer that is specific to the Sub-fund:

Risks related to the model used by the Strategy Index

- 11.3 The model used to determine the allocation of the Strategy Index is based on fundamental criteria designed to identify the stocks benefiting from a sustainable business model, favourable outlook and attractive valuation in the investment universe. There is a risk that the model will not be efficient as there is no guarantee that the indicators defined will be relevant in the future. They are defined partly on the basis of historical data and there is nothing to guarantee that previous market situations will repeat themselves in the future.

SPECIAL SECTION 6 – THEAM QUANT – EQUITY GURU LONG SHORT

This Special Section must be read in conjunction with the General Section of the Prospectus. This Special Section refers only to the THEAM Quant - Equity GURUTM⁴ Long Short (the **Sub-fund**).

1. INVESTMENT OBJECTIVE AND INVESTMENT POLICY

- 1.1 The objective of the Sub-fund is to increase the value of its assets over the medium term by being exposed to a diversified long/short equity basket, the components of which are chosen using a systematic selection method based on a fundamental analysis of companies.
- 1.2 The Sub-fund will not invest more than 10% of its net assets in units or shares of UCITS or other UCIs.

2. STRATEGY

- 2.1 In order to achieve its investment objective, the Sub-fund implements a quantitative investment strategy (the **Strategy**) that combines long and short positions on a diversified basket composed of European and US equities through the BNP Paribas GURUTM L/S 7 Total Return Index (the **Strategy Index**).
- 2.2 Equities to which the Strategy Index is exposed through a long or short position are selected using a Return/Outlook/Valuation approach. The objective is to examine the investment universe in order to identify stocks considered as having the most promising financial profiles (to which the Strategy Index will be exposed through a long position) and stocks considered the least attractive (to which the Strategy Index will be exposed through a short position). The investment universe of the Strategy Index is composed of the largest stock market capitalisations in Europe and the US offering satisfactory liquidity conditions.
- 2.3 The long exposure of the Strategy Index to the equity market may be kept positive, limited to +30%, when market conditions are considered as favourable. The Strategy Index also benefits from a risk control mechanism which aims to keep volatility of the Strategy below 7% and consists of quantitatively adjusting exposure to the Strategy on a daily basis with any balance invested in non-risky assets.
- 2.4 The BNP Paribas GURUTM L/S 7 Total Return Index (Bloomberg Code: BNPILSTR index) is an index denominated in EUR. The Strategy Index is a diversified index of the long/short equity type composed using a quantitative selection method developed by BNP Paribas and based on the analysis of company fundamentals. The Strategy Index is rebalanced every month using a specific algorithm and the weightings of the Strategy Index components (long and short) are reset at an equal weight in order to remain market neutral. Thus the performance of the Sub-fund should not differ significantly from the multiple of the index performance over the medium to long term. The Strategy Index is calculated by Solactive AG. It was established in November 2008. For further information on the Strategy Index, investors are invited to consult the following website: <https://indices-globalmarkets.bnpparibas.com>. The complete breakdown of this index and the performance information are available on the same page. The index calculation method is available directly at: <https://indices-globalmarkets.bnpparibas.com/nr/GLSTMATR.pdf>. Investors may obtain a paper version of the Strategy Index rulebook within one week on written request to THEAM TSA 47000 – 75 318 Paris Cedex 09. E-mail: THEAM.sales.support@bnpparibas.com.

⁴ GURU is a trade mark of BNP Paribas.

- 2.5 The Strategy Index is a leveraged index due to the long and short position. Leverage is located at the level of the Strategy Index. It should be noted that there are costs relating to replication, rebalancing as well as innovation fees and liquidity costs of 0.50%. In addition there is also a cost, of the order of 1% per year, of short sales of equities in the "short basket".
- 2.6 The Sub-fund will not make use of the increased diversification limits provided for in article 44 of the 2010 Act and further described under Section 3.15 of the General Section.
- 2.7 The Strategy is implemented according to a Synthetic Replication Policy, through the conclusion of OTC Derivatives.
- 2.8 The Synthetic Replication Policy implies that the Sub-fund invests its assets in Transferable Securities or Money Market Instruments (the **Financing Assets**) and exchanges the performance of up to 100% of the Financing Assets through OTC Derivatives to gain exposure to the Strategy. The Underlying Assets mainly consist of the Strategy Index.
- 2.9 The Sub-fund invests at all times at least 75% of its net assets in equities issued by companies that have their registered office in a member country of the European Economic Area, other than non-cooperative countries in the fight against fraud and tax evasion. The remainder, namely 25% of its net assets maximum, may be invested in any other Transferable Securities, in derivatives, Money Market Instruments and/or cash, and also, within a limit of 15% of its net assets, in debt securities of any kind, and within a limit of 10% of its net assets, in UCITS and/or UCIs.
- 2.10 The Sub-fund may use EPM Techniques.

3. GLOBAL EXPOSURE

The Sub-fund uses the commitment approach to monitor its global exposure.

4. BUSINESS DAY - VALUATION DAY

For the purpose of this Special Section, a **Valuation Day** means a Business Day on which the Paris, London, Frankfurt, New York and Stockholm stock exchanges are open during the whole day (excluding Saturdays and Sundays and Luxembourg and French public holidays).

5. LAUNCH DATE

The Sub-fund was launched on the 20 November 2014 by the merger with the French *fonds commun de placement* THEAM Quant Equity Guru Long Short created on the 10 June 2010.

6. CLASSES

The following Classes⁽⁴⁾, once activated, will be available for subscription by investors:

| Class | Distribution policy | ISIN code | Reference Currency | Dividend | Target subscribers | Minimum Holding Amount ⁽¹⁾ | Initial Net Asset Value |
|-------|---------------------|--------------|--------------------|----------|--------------------|---------------------------------------|--|
| N | ACC | LU1049890988 | EUR | No | All | None | EUR 100 |
| C | ACC | LU1049891010 | EUR | No | All | None | Net asset value of the B units of THEAM Quant Equity GURU Long Short at the merger date divided by 10* |
| C | DIS | LU1480587259 | EUR | Yes | All | None | EUR 100 |

| Class | Distribution policy | ISIN code | Reference Currency | Dividend | Target subscribers | Minimum Holding Amount ⁽¹⁾ | Initial Net Asset Value |
|-----------|---------------------|--------------|--------------------|----------|-------------------------|--|--|
| C USD | ACC | LU1049896241 | USD | No | All | None | USD 100 |
| C USD H | ACC | LU1049891101 | USD | No | All | None | USD 100 |
| C CHF H | ACC | LU1049891283 | CHF | No | All | None | CHF 100 |
| C SEK H | ACC | LU1049891366 | SEK | No | All | None | SEK 100 |
| C NOK H | ACC | LU1049896324 | NOK | No | All | None | NOK 100 |
| Privilege | ACC | LU1179458630 | EUR | No | All | 1,000,000 EUR / Portfolio Managers: None | EUR 100 |
| Privilege | DIS | LU1179458713 | EUR | Yes | All | 1,000,000 EUR / Portfolio Managers: None | EUR 100 |
| R GBP | ACC | LU1179458804 | GBP | No | All ⁽²⁾ | None | GBP 100 |
| R GBP | DIS | LU1179458986 | GBP | Yes | All ⁽²⁾ | None | GBP 100 |
| Life | ACC | LU1235101513 | EUR | No | AG Insurance | None | EUR 100 |
| I | ACC | LU1049891440 | EUR | No | Institutional Investors | 100,000 EUR / UCI: None | Net asset value of the A units of THEAM Quant Equity GURU Long Short at the merger date divided by 10* |
| I | DIS | LU1480587093 | EUR | Yes | Institutional Investors | 100,000 EUR / UCI: None | EUR 100 |
| I USD | ACC | LU1049891523 | USD | No | Institutional Investors | 100,000 EUR or equivalent / UCI: None | USD 100 |
| I USD H | ACC | LU1049891796 | USD | No | Institutional Investors | 100,000 EUR or equivalent/ UCI: None | Net asset value of the A USD H units of THEAM Quant Equity GURU Long Short at the merger date divided by 10* |
| I CHF | ACC | LU1049891952 | CHF | No | Institutional Investors | 100,000 EUR or equivalent/ UCI: None | CHF 100 |
| I CHF H | ACC | LU1049892091 | CHF | No | Institutional Investors | 100,000 EUR or equivalent/ UCI: None | CHF 100 |
| I GBP | ACC | LU1049892174 | GBP | No | Institutional Investors | 100,000 EUR or equivalent/ UCI: None | GBP 100 |
| I GBP H | ACC | LU1049892257 | GBP | No | Institutional Investors | 100,000 EUR or equivalent/ UCI: None | GBP 100 |
| I SEK | ACC | LU1049892331 | SEK | No | Institutional Investors | 100,000 EUR or equivalent/ UCI: None | SEK 100 |
| I NOK | ACC | LU1049892414 | NOK | No | Institutional Investors | 100,000 EUR or equivalent/ UCI: None | NOK 100 |
| M | ACC | LU1179459018 | EUR | No | Institutional Investors | EUR 50 million ⁽³⁾ | EUR 100 |
| X | ACC | LU1049892687 | EUR | No | Authorised Investors | EUR 5 million | EUR 100 |

(1) The applicable Minimum Holding Amount may be waived or varied on a case-by-case basis, by the Company or the Management Company.

(2) Only in the countries where the Management Company has decided to market and/or register (if relevant) the Class.

(3) Regarding M shares, minimum subscription conditions are assessed on the basis of the total investment, irrespective of currency

(4) Each one of the above Classes may only be activated with prior approval of the Board or of the Management Company.
 * See Section 8.2 below.

7. FEES AND COSTS

7.1 Subscription Fee, Conversion Fee and Redemption Fee

| Class | Subscription Fee (maximum) | Conversion Fee (maximum) ⁽¹⁾ | Redemption Fee (maximum) |
|------------------|----------------------------|---|--------------------------|
| N shares | 0.00% | 1.50% | None |
| C shares | 3.00% | 1.50% | None |
| Privilege shares | 3.00% | 1.50% | None |
| R shares | 3.00% | 1.50% | None |
| Life shares | 0.00% | 1.50% | None |
| I shares | 0.00% | 1.50% | None |
| M shares | 0.00% | 1.50% | None |
| X shares | 0.00% | 1.50% | None |

(1) In the event of conversion to a sub-fund with a higher subscription fee, the difference may be payable.

7.2 Annual fees and costs payable by the Sub-fund

| Class | Management Company Fee (maximum) | Distribution Fee (maximum) | Performance Fee | Other Fees (maximum) | Taxe d'abonnement ⁽¹⁾ (subscription tax) |
|------------------|----------------------------------|----------------------------|-----------------|----------------------|---|
| N shares | 1.65% | 0.75% | No | 0.35% | 0.05% |
| C shares | 1.65% | No | No | 0.35% | 0.05% |
| Privilege shares | 0.85% | No | No | 0.35% | 0.05% |
| R shares | 0.85% | No | No | 0.35% | 0.05% |
| Life shares | 1.535% | No | No | 0.27% | 0.01% |
| I shares | 0.65% | No | No | 0.35% | 0.01% |
| M shares | 0.40% | No | No | 0.25% | 0.01% |
| X shares | 0.00% | No | No | 0.35% | 0.01% |

(1) In addition, the Sub-fund may be subject to foreign UCI's tax, and/or other regulators levy, in the country where the sub-fund is registered for distribution.

8. SUBSCRIPTION AND REDEMPTION PROCESS

Initial subscriptions

- 8.1 The Initial Subscription Date of each of the Class is the Class Launch Date. Subscription requests for the Initial Subscription Date must be sent in writing to the Administrative Agent and be received by the Administrative Agent by 12.00 pm (CET) (the **Subscription Cut-Off Time**) at the latest on the day of the Initial Subscription Date.
- 8.2 On the Initial Subscription Date of Class C ACC, Class I ACC and Class I USD H ACC Shares, all the assets of THEAM Quant Equity GURU Long Short, a French *fonds commun de placement* subject to the UCITS Directive have been contributed to the Sub-fund. THEAM Quant Equity GURU Long Short has been dissolved without going into liquidation further to this merger. In exchange, the contributing investors of THEAM Quant Equity GURU Long Short have received Shares in the Sub-fund on the basis of the exchange ratio determined as of the effective date of the merger for the corresponding Class. The Shares in the Sub-fund issued further to the contribution have been issued at a price equal to the net asset value per unit of existing units of THEAM Quant Equity GURU Long Short as of the effective date of the merger, divided by 10 and rounded down to

the second decimal. As a result, the exchange ratio has then been rounded down to the eighth decimal:

| Contributed class | Sub-fund Class |
|-------------------|----------------|
| B | C ACC |
| A | I ACC |
| A USD H | I USD H ACC |

- 8.3 Class C ACC, Class I ACC and Class I USD H ACC Shares benefit from the track record of the relevant contributed class of THEAM Quant Equity GURU Long Short.
- 8.4 Investors for which the subscription documents have been accepted on the Initial Subscription Date will be required to deliver to the account of the Depositary cleared funds for the full amount of their subscription pursuant to their subscription documents on the Initial Subscription Date. If the Depositary does not receive the funds in time the purchase order may be cancelled and the funds returned to the Investor without interest.
- 8.5 The investor will be liable for the costs of late or non-payment in which case the Management Company will have the power to redeem all or part of the Investor's holding of Shares in the Sub-fund (if any) in order to meet such costs. In circumstances where the Management Company at its absolute discretion regards it not practical or feasible to recoup a loss from an applicant for Shares, any losses incurred by the Sub-fund due to late or non-payment of the subscription proceeds in respect of subscription applications received will be borne by the Sub-fund.

Ongoing subscriptions – Subscription Cut-off Time

- 8.6 After the Initial Subscription Date of a Class, subscriptions can be made on any Valuation Day. Subscription requests in respect of a Valuation Day can be made to the Administrative Agent before 12.00 pm (CET) at the latest on the relevant Valuation Day (the **Subscription Cut-off Time**).

Redemptions – Redemption Cut-off Time

- 8.7 Redemptions can be made on any Valuation Day. Redemption requests for Shares in part or in whole in respect of a Valuation Day can be made to the Administrative Agent before 12.00 pm (CET) at the latest on the relevant Valuation Day (the **Redemption Cut-off Time**).
- 8.8 Payment of the redemption proceeds will be made generally 3 Business Days following the relevant Valuation Day.

9. REFERENCE CURRENCY AND HEDGING

The Reference Currency of the Sub-fund is the EUR.

10. PROFILE OF THE TYPICAL INVESTOR

Investor in the Sub-fund shall understand and evaluate the Strategy, characteristics and risks of the Sub-fund in order to make an informed investment decision.

11. SPECIFIC RISK FACTORS

- 11.1 Investors should refer to the risk factors set out in Section 19 of the General Section and are in particular invited to consider the following risk factors further described in Section 19 of the General Section:

- (a) Equities;
- (b) Market volatility;
- (c) Conflicts of interest;
- (d) Use of financial derivative instruments (including the specific Synthetic Short Selling risk and the specific Synthetic Leverage risk as the Sub-fund strategy is based on a long/short model).

11.2 In addition, Investors should carefully review the following risk disclaimer that is specific to the Sub-fund:

Risks related to the model used by the Strategy Index

11.3 The model used to determine the allocation of the Strategy Index is based on fundamental criteria designed to identify stocks considered as having the most promising financial profiles (to which the Strategy Index will be exposed through a long position) and stocks considered the least attractive (to which the Strategy Index will be exposed through a short position). There is a risk that the model will not be efficient as there is no guarantee that the indicators defined will be relevant in the future. They are defined partly on the basis of historical data and there is nothing to guarantee that previous market situations will repeat themselves in the future.

SPECIAL SECTION 7 – THEAM QUANT – RAW MATERIALS ENHANCED

This Special Section must be read in conjunction with the General Section of the Prospectus. This Special Section refers only to the THEAM Quant – Raw Materials Enhanced (the **Sub-fund**).

1. INVESTMENT OBJECTIVE AND INVESTMENT POLICY

- 1.1 The objective of the Sub-fund is to increase the value of its assets over the medium term, through a synthetic exposure to the commodity markets, excluding the agricultural and livestock commodities sector.
- 1.2 The Sub-fund will not invest more than 10% of its net assets in units or shares of UCITS or other UCIs.

2. STRATEGY

- 2.1 In order to achieve its investment objective, the Sub-fund implements an investment strategy (the **Strategy**) that takes exposure to the BNP Paribas Strategy C52 Index (the **Strategy Index**) comprised of a basket of commodity futures indices excluding the agricultural and livestock commodities sector.
- 2.2 The Strategy Index (Bloomberg code: BNPIC52P Index) is an index denominated in USD. It is an index representing a diversified investment in a basket of commodities futures indices which optimise the roll mechanism. Each commodity is represented by its own reference index.
- 2.3 The allocation between the commodities futures indices is derived from the composition of the Bloomberg Commodity Ex-Agriculture and Livestock Capped Total Return Index (Bloomberg code: BBUXALCT Index) (the **Benchmark Index**). The Strategy Index is rebalanced every month following any rebalancing of the Benchmark Index. The rebalancing of the Strategy Index does not involve any cost for the Strategy Index.
- 2.4 The Strategy Index is calculated, published and maintained by Standard and Poor's. It was established in May 2001. For further information on the Strategy Index, investors are invited to consult the following website: <https://indices-globalmarkets.bnpparibas.com>. The complete breakdown of this index and performance information are available on the same page. The index calculation method is available directly at: <https://indices-globalmarkets.bnpparibas.com/nr/C52PER.pdf>. Investors may obtain a paper version of the Strategy Index rulebook within one week on written request to THEAM TSA 47000 – 75 318 Paris Cedex 09. E-mail: THEAM.sales.support@bnpparibas.com.
- 2.5 The Sub-fund makes use of the increased diversification limits provided for in article 44 of the 2010 Act and further described under Section 3.15 of the General Section. Each reference index has a weighting of between 0% and 20%, however, the total weighting of indices representing the petroleum sector (WTI crude, Brent, heating oil and gasoline) are between 0 and 35% in view of the predominant portion of the commodity market represented by the petroleum sector.
- 2.6 The Strategy is implemented according to a Synthetic Replication Policy, through the conclusion of OTC Derivatives.
- 2.7 The Synthetic Replication Policy implies that the Sub-fund either (i) invests its assets in short term bonds (the **Financing Assets**) and exchanges the performance of up to 100% of the Financing Assets through OTC Derivatives to gain exposure to the Strategy or (ii) concludes an OTC Derivative with an initial exchange of the net proceeds of the issue of Shares in order to gain exposure to the

Strategy. The Underlying Assets consist of the Strategy Index comprised of a basket of commodity futures indices.

2.8 The Sub-fund may also invest in any other Transferable Securities, cash and, within a limit of 10% of its net assets, in UCITS and/or other UCIs.

2.9 The Sub-fund may use EPM Techniques.

3. GLOBAL EXPOSURE

The Sub-fund uses the commitment approach to monitor its global exposure.

4. BUSINESS DAY - VALUATION DAY

For the purpose of this Special Section, a **Valuation Day** means a Business Day on which the New York and London stock exchanges are open during the whole day (excluding Saturdays and Sundays and Luxembourg and French public holidays).

5. LAUNCH DATE

The Sub-fund was launched on the 30 October 2014 by the merger with the French *fonds commun de placement* THEAM Commodities Enhanced created on the 19 August 2013.

6. CLASSES

The following Classes⁽⁴⁾, once activated, will be available for subscription by investors:

| Class | Distribution policy | ISIN code | Reference Currency | Dividend | Target subscribers | Minimum Holding Amount ⁽¹⁾ | Initial Net Asset Value |
|---------|---------------------|--------------|--------------------|----------|-------------------------|--|---|
| C | ACC | LU1049894113 | USD | No | All | None | USD 100 |
| C | DIS | LU1329018565 | USD | Yes | All | None | USD 100 |
| C EUR H | ACC | LU1049894204 | EUR | No | All | None | EUR 100 |
| R GBP H | ACC | LU1179459794 | GBP | No | All ⁽²⁾ | None | GBP 100 |
| R GBP H | DIS | LU1179459877 | GBP | Yes | All ⁽²⁾ | None | GBP 100 |
| R USD H | ACC | LU1179459950 | USD | No | All ⁽²⁾ | None | USD 100 |
| R EUR H | ACC | LU1179460024 | EUR | No | All ⁽²⁾ | None | EUR 100 |
| R EUR | ACC | LU1179460297 | EUR | No | All ⁽²⁾ | None | EUR 100 |
| I | ACC | LU1049894469 | USD | No | Institutional Investors | 100,000 USD/ UCI: None | USD 100 |
| I CHF H | ACC | LU1081881382 | CHF | No | Institutional Investors | 100,000 USD or equivalent/ UCI: None | CHF 100 |
| I EUR H | ACC | LU1049894543 | EUR | No | Institutional Investors | 100,000 USD or equivalent/ UCI: None | EUR 100 |
| I GBP H | ACC | LU1049894626 | GBP | No | Institutional Investors | 100,000 USD or equivalent/ UCI: None | GBP 100 |
| J EUR H | ACC | LU1049895193 | EUR | No | Institutional Investors | USD 3 million or equivalent ⁽³⁾ for entities belonging to the same financial group | Net asset value of the I EUR H units of THEAM Quant Commodities Enhanced at the merger date divided by 10* |
| X EUR H | ACC | LU1049895516 | EUR | No | Authorised | USD 5 million or | Net asset value |

| Class | Distribution policy | ISIN code | Reference Currency | Dividend | Target subscribers | Minimum Holding Amount ⁽¹⁾ | Initial Net Asset Value |
|---------|---------------------|--------------|--------------------|----------|-------------------------|--|--|
| | | | | | Investors | equivalent | of the X EUR H units of THEAM Quant Commodities Enhanced at the merger date divided by 10* |
| X EUR | ACC | LU1179460370 | EUR | No | Authorised Investors | USD 5 million or equivalent | EUR 100 |
| X USD | ACC | LU1179460453 | USD | No | Authorised Investors | USD 5 million | USD 100 |
| M | ACC | LU1049895607 | USD | No | Institutional Investors | USD 50 million ⁽³⁾ for entities belonging to the same financial group | Net asset value of the M USD units of THEAM Quant Commodities Enhanced at the merger date divided by 10* |
| M EUR H | ACC | LU1049895789 | EUR | No | Institutional Investors | USD 50 million or equivalent ⁽³⁾ for entities belonging to the same financial group | EUR 100 |
| M GBP | ACC | LU1049895862 | GBP | No | Institutional Investors | USD 50 million or equivalent ⁽³⁾ for entities belonging to the same financial group | Net asset value of the M GBP units of THEAM Quant Commodities Enhanced at the merger date divided by 10* |
| M GBP H | ACC | LU1049896084 | GBP | No | Institutional Investors | USD 50 million or equivalent ⁽³⁾ for entities belonging to the same financial group | Net asset value of the M GBP H units of THEAM Quant Commodities Enhanced at the merger date divided by 10* |

(1) The applicable Minimum Holding Amount may be waived or varied on a case-by-case basis, by the Company or the Management Company.

(2) Only in the countries where the Management Company has decided to market and/or register (if relevant) the Class.

(3) Regarding J and M shares, minimum subscription conditions are assessed on the basis of the total investment, irrespective of currency

(4) Each one of the above Classes may only be activated with prior approval of the Board or of the Management Company.

* See Section 8.2 below.

7. FEES AND COSTS

7.1 Subscription Fee, Conversion Fee and Redemption Fee

| Class | Subscription Fee (maximum) | Conversion Fee (maximum) ⁽¹⁾ | Redemption Fee (maximum) |
|----------|----------------------------|---|--------------------------|
| C shares | 3.00% | 1.50% | None |
| R shares | 3.00% | 1.50% | None |
| I shares | 0.00% | 1.50% | None |
| J shares | 0.00% | 1.50% | None |
| M shares | 0.00% | 1.50% | None |
| X shares | 0.00% | 1.50% | None |

(1) In the event of conversion to a sub-fund with a higher subscription fee, the difference may be payable.

7.2 Annual fees and costs payable by the Sub-fund

| Class | Management Company Fee (maximum) | Distribution Fee (maximum) | Performance Fee | Other Fees (maximum) | Taxe d'abonnement ⁽¹⁾ (subscription tax) |
|----------|----------------------------------|----------------------------|-----------------|----------------------|---|
| C shares | 2.00% | No | No | 0.35% | 0.05% |
| R shares | 0.85% | No | No | 0.35% | 0.05% |
| I shares | 0.65% | No | No | 0.35% | 0.01% |
| J shares | 0.50% | No | No | 0.25% | 0.01% |
| M shares | 0.40% | No | No | 0.10% | 0.01% |
| X shares | 0.00% | No | No | 0.25% | 0.01% |

(1) In addition, the Sub-fund may be subject to foreign UCI's tax, and/or other regulators levy, in the country where the sub-fund is registered for distribution.

8. SUBSCRIPTION AND REDEMPTION PROCESS

Initial subscriptions

- 8.1 The Initial Subscription Date of each of the Class is the Class Launch Date. Subscription requests for the Initial Subscription Date must be sent in writing to the Administrative Agent and be received by the Administrative Agent by 12.00 pm (CET) (the **Subscription Cut-Off Time**) at the latest on the day of the Initial Subscription Date.
- 8.2 On the Initial Subscription Date of Class J EUR H ACC, X EUR H ACC, Class M ACC, Class M GBP ACC and Class M GBP H ACC, all the assets of THEAM Quant Commodities Enhanced, a French *fonds commun de placement* subject to the UCITS Directive have been contributed to the Sub-fund. THEAM Quant Commodities Enhanced has been dissolved without going into liquidation further to this merger. In exchange, the contributing investors of THEAM Quant Commodities Enhanced have received Shares in the Sub-fund on the basis of the exchange ratio determined as of the effective date of the merger for the corresponding Class. The Shares in the Sub-fund issued further to the contribution have been issued at a price equal to the net asset value per unit of existing units of THEAM Quant Commodities Enhanced as of the effective date of the merger, divided by 10 and rounded down to the second decimal. As a result, the exchange ratio has then been rounded down to the eighth decimal:

| Contributed class | Sub-fund Class |
|-------------------|----------------|
| I EUR H | J EUR H ACC |
| X EUR H capi | X EUR H ACC |
| M USD capi | M ACC |
| M GBP capi | M GBP ACC |
| M GBP H capi | M GBP H ACC |

- 8.3 Class J EUR H ACC, X EUR H ACC, Class M ACC, Class M GBP ACC and Class M GBP H ACC Shares benefit from the track record of the relevant contributed class of THEAM Quant Commodities Enhanced.
- 8.4 Investors for which the subscription documents have been accepted on the Initial Subscription Date will be required to deliver to the account of the Depositary cleared funds for the full amount of their subscription pursuant to their subscription documents on the Initial Subscription Date. If the Depositary does not receive the funds in time the purchase order may be cancelled and the funds returned to the Investor without interest.

- 8.5 The investor will be liable for the costs of late or non-payment in which case the Management Company will have the power to redeem all or part of the Investor's holding of Shares in the Sub-fund (if any) in order to meet such costs. In circumstances where the Management Company at its absolute discretion regards it not practical or feasible to recoup a loss from an applicant for Shares, any losses incurred by the Sub-fund due to late or non-payment of the subscription proceeds in respect of subscription applications received will be borne by the Sub-fund.

Ongoing subscriptions – Subscription Cut-off Time

- 8.6 After the Initial Subscription Date of a Class, subscriptions can be made on any Valuation Day. Subscription requests in respect of a Valuation Day can be made to the Administrative Agent before 12.00 pm (CET) at the latest on the relevant Valuation Day (the **Subscription Cut-off Time**).

Redemptions – Redemption Cut-off Time

- 8.7 Redemptions can be made on any Valuation Day. Redemption requests for Shares in part or in whole in respect of a Valuation Day can be made to the Administrative Agent before 12.00 pm (CET) at the latest on the relevant Valuation Day (the **Redemption Cut-off Time**).
- 8.8 Payment of the redemption proceeds will be made generally 3 Business Days following the relevant Valuation Day.

9. REFERENCE CURRENCY AND HEDGING

The Reference Currency of the Sub-fund is the USD.

10. PROFILE OF THE TYPICAL INVESTOR

Each Investor in the Sub-fund shall:

- (a) have the knowledge of, and the investment experience in, financial products which use derivatives and/or derivative strategies (such as the Sub-fund) and financial markets generally;
- (b) understand and evaluate the strategy, characteristics and risks of the Sub-fund in order to make an informed investment decision.

11. SPECIFIC RISK FACTORS

- 11.1 Investors should refer to the risk factors set out in Section 19 of the General Section and are in particular invited to consider the following risk factors further described in Section 19 of the General Section:
- (a) Commodity market risk
 - (b) Conflict of interest;
 - (c) Use of Financial Derivative Instruments.
- 11.2 In addition, Investors should carefully review the following risk disclaimer that is specific to the Sub-fund:

Risks related to the algorithm used for the calculation of the Strategy Index

- 11.3 The model used to determine the allocation of the Strategy Index is based on systematic, quantitative mechanisms. There is a risk that the model will not be efficient as there is no guarantee that the indicators defined will be relevant in the future. They are defined partly on the basis of historical data and there is nothing to guarantee that previous market situations will repeat themselves in the future.

SPECIAL SECTION 8 – THEAM QUANT – EQUITY EURO COVERED

This Special Section must be read in conjunction with the General Section of the Prospectus. This Special Section refers only to the THEAM Quant – Equity Euro Covered (the **Sub-fund**).

1. INVESTMENT OBJECTIVE AND INVESTMENT POLICY

- 1.1 The objective of the Sub-fund is to increase the value of its assets over the medium term by being exposed to the European equity market, while reducing the risk by minimising the volatility in the Sub-fund through an options strategy. Consequently, the Sub-fund should offer a downside risk reduction and therefore a risk-return profile improvement compared to a sole investment in the European equity market.
- 1.2 The Sub-fund will not invest more than 10% of its net assets in units or shares of UCITS or other UCIs.

2. STRATEGY

- 2.1 In order to achieve its investment objective, the Sub-fund implements a "buy-write" systematic strategy (the **Strategy**) that combines a long position in the European equity market and a policy of selling short-term call options on the same underlying market, such strategy is called a "covered call" strategy.
- 2.2 The sale of short-term call options generates premiums to increase the net assets of the Sub-fund. Upon maturity of the options, capital losses are recorded or not, depending on whether the underlying of the call option is higher than its strike price (option in the money) or not. This options strategy is particularly appropriate in stable or fairly directionless markets and may underperform the European equity market during sudden major upwards phases.
- 2.3 The Strategy is implemented according to a Synthetic Replication Policy, through the conclusion of OTC Derivatives.
- 2.4 The Synthetic Replication Policy implies that the Sub-fund either (i) invests its assets in Transferable Securities or Money Market Instruments (the **Financing Assets**) and exchanges the performance of up to 100% of the Financing Assets through OTC Derivatives to gain exposure to the Strategy or (ii) concludes an OTC Derivative with an initial exchange of the net proceeds of the issue of Shares in order to gain exposure to the Strategy. The Underlying Assets consist of components of the Euro Stoxx 50 index and options on the same index.
- 2.5 The Euro Stoxx 50 index consists of 50 Eurozone stocks of the largest market capitalisations. It is calculated with net dividends reinvested and published by Stoxx Ltd. Its methodology is available on the following site www.stoxx.com.
- 2.6 As part of the Synthetic Replication Policy, the Sub-fund invests at all times at least 75% of its net assets in equities issued by companies that have their registered office in a Member State of the European Economic Area, other than non-cooperative countries in the fight against fraud and tax evasion. The remainder, namely 25% of its assets maximum, may be invested in any other Transferable Securities or Money Market Instruments.
- 2.7 In exceptional circumstances, depending on the economic environment, the Sub-fund may implement the Strategy directly by investing in the equities making up the European equity exposure and in options and derivatives linked to equity markets.

2.8 The Sub-fund may also invest in any other Transferable Securities, cash and, within a limit of 10% of its net assets, in UCITS and/or other UCIs.

2.9 The Sub-fund may use EPM Techniques.

3. GLOBAL EXPOSURE

The Sub-fund uses the commitment approach to monitor its global exposure.

4. BUSINESS DAY - VALUATION DAY

For the purpose of this Special Section, a **Valuation Day** means a Business Day on which the Paris stock exchange is open during the whole day (excluding Saturdays and Sundays and Luxembourg and French public holidays).

5. LAUNCH DATE

The Sub-fund was launched on the 21 May 2015 by the merger with the French *fonds commun de placement* THEAM Quant Equity Euro Covered created on 19 October 2006.

6. CLASSES

The following Classes⁽⁴⁾, once activated, will be available for subscription by investors:

| Class | Distribution policy | ISIN code | Reference Currency | Dividend | Target subscribers | Minimum Holding Amount ⁽¹⁾ | Initial Net Asset Value |
|-----------|---------------------|--------------|--------------------|----------|--------------------|---|--|
| N | ACC | LU1120431108 | EUR | Non | All | None | Net asset value of the E EUR capi units of THEAM Quant Equity Euro Covered at the merger date divided by 10* |
| C | ACC | LU1120431280 | EUR | Non | All | None | Net asset value of the B EUR capi units of THEAM Quant Equity Euro Covered at the merger date divided by 10* |
| C | DIS | LU1120431363 | EUR | Yes | All | None | EUR 100 |
| C USD | ACC | LU1120431447 | USD | No | All | None | USD 100 |
| C USD | DIS | LU1120431520 | USD | Yes | All | None | USD 100 |
| C USD H | ACC | LU1120431793 | USD | No | All | None | USD 100 |
| C CHF H | ACC | LU1120431876 | CHF | No | All | None | CHF 100 |
| C SEK H | ACC | LU1120431959 | SEK | No | All | None | SEK 100 |
| C NOK H | ACC | LU1120432098 | NOK | No | All | None | NOK 100 |
| Privilege | ACC | LU1179460537 | EUR | No | All | 1,000,000 EUR/ Portfolio Managers: None | EUR 100 |
| Privilege | DIS | LU1179460610 | EUR | Yes | All | 1,000,000 EUR/ Portfolio Managers: None | EUR 100 |
| R GBP | ACC | LU1179460701 | GBP | No | All ⁽²⁾ | None | GBP 100 |
| R GBP | DIS | LU1179460883 | GBP | Yes | All ⁽²⁾ | None | GBP 100 |
| I | ACC | LU1120432171 | EUR | No | Institutional | 100,000 | Net asset value of the |

| Class | Distribution policy | ISIN code | Reference Currency | Dividend | Target subscribers | Minimum Holding Amount ⁽¹⁾ | Initial Net Asset Value |
|---------|---------------------|--------------|--------------------|----------|-------------------------|---------------------------------------|---|
| | | | | | Investors | EUR / UCI: None | A EUR C capi units of THEAM Quant Equity Euro Covered at the merger date divided by 10* |
| I | DIS | LU1120432254 | EUR | Yes | Institutional Investors | 100,000 EUR / UCI: None | Net asset value of the A EUR D distrib units of THEAM Quant Equity Euro Covered at the merger date divided by 10* |
| I USD | ACC | LU1120432338 | USD | No | Institutional Investors | 100,000 EUR or equivalent / UCI: None | USD 100 |
| I USD | DIS | LU1120432411 | USD | Yes | Institutional Investors | 100,000 EUR or equivalent/ UCI: None | USD 100 |
| I USD H | ACC | LU1120432502 | USD | No | Institutional Investors | 100,000 EUR or equivalent/ UCI: None | USD 100 |
| I CHF | ACC | LU1120432684 | CHF | No | Institutional Investors | 100,000 EUR or equivalent/ UCI: None | CHF 100 |
| I CHF H | ACC | LU1120432767 | CHF | No | Institutional Investors | 100,000 EUR or equivalent/ UCI: None | CHF 100 |
| I GBP | ACC | LU1120432841 | GBP | No | Institutional Investors | 100,000 EUR or equivalent/ UCI: None | GBP 100 |
| I GBP H | ACC | LU1120432924 | GBP | No | Institutional Investors | 100,000 EUR or equivalent/ UCI: None | GBP 100 |
| I SEK | ACC | LU1120433062 | SEK | No | Institutional Investors | 100,000 EUR or equivalent/ UCI: None | SEK 100 |
| I NOK | ACC | LU1120433146 | NOK | No | Institutional Investors | 100,000 EUR or equivalent/ UCI: None | NOK 100 |
| M | ACC | LU1179460966 | EUR | No | Institutional Investors | EUR 50 Million ⁽³⁾ | EUR 100 |
| X | ACC | LU1120433229 | EUR | No | Authorised Investors | EUR 5 million | EUR 100 |

(1) The applicable Minimum Holding Amount may be waived or varied on a case-by-case basis, by the Company or the Management Company.

(2) Only in the countries where the Management Company has decided to market and/or register (if relevant) the Class.

(3) Regarding M shares, minimum subscription conditions are assessed on the basis of the total investment, irrespective of currency

(4) Each one of the above Classes may only be activated with prior approval of the Board or of the Management Company.

* See Section 8.2 below.

7. FEES AND COSTS

7.1 Subscription Fee, Conversion Fee and Redemption Fee

| Class | Subscription Fee (maximum) | Conversion Fee (maximum) ⁽¹⁾ | Redemption Fee (maximum) |
|------------------|----------------------------|---|--------------------------|
| N shares | 0.00% | 1.50% | None |
| C shares | 3.00% | 1.50% | None |
| Privilege shares | 3.00% | 1.50% | None |
| R shares | 3.00% | 1.50% | None |
| I shares | 0.00% | 1.50% | None |
| M shares | 0.00% | 1.50% | None |
| X shares | 0.00% | 1.50% | None |

(1) In the event of conversion to a sub-fund with a higher subscription fee, the difference may be payable.

7.2 Annual fees and costs payable by the Sub-fund

| Class | Management Company Fee (maximum) | Distribution Fee (maximum) | Performance Fee | Other Fees (maximum) | Taxe d'abonnement ⁽¹⁾ (subscription tax) |
|------------------|----------------------------------|----------------------------|-----------------|----------------------|---|
| N shares | 1.50% | 0.50% | No | 0.35% | 0.05% |
| C shares | 1.50% | No | No | 0.35% | 0.05% |
| Privilege shares | 0.80% | No | No | 0.35% | 0.05% |
| R shares | 0.80% | No | No | 0.35% | 0.05% |
| I shares | 0.60% | No | No | 0.35% | 0.01% |
| M shares | 0.40% | No | No | 0.25% | 0.01% |
| X shares | 0.00% | No | No | 0.35% | 0.01% |

(1) In addition, the Sub-fund may be subject to foreign UCI's tax, and/or other regulators levy, in the country where the sub-fund is registered for distribution

8. SUBSCRIPTION AND REDEMPTION PROCESS

Initial subscriptions

- 8.1 The Initial Subscription Date of each of the Class is the Class Launch Date. Subscription requests for the Initial Subscription Date must be sent in writing to the Administrative Agent and be received by the Administrative Agent by 12.00 pm (CET) (the **Subscription Cut-Off Time**) at the latest on the day of the Initial Subscription Date.
- 8.2 On the Initial Subscription Date of Class I ACC, Class I DIS, Class C ACC and Class N ACC Shares, all the assets of THEAM Quant Equity Euro Covered, a French *fonds commun de placement* subject to the UCITS Directive have been contributed to the Sub-fund. THEAM Quant Equity Euro Covered has been dissolved without going into liquidation further to this merger. In exchange, the contributing investors of THEAM Quant Equity Euro Covered have received Shares in the Sub-fund on the basis of the exchange ratio determined as of the effective date of the merger for the corresponding Class. The Shares in the Sub-fund issued further to the contribution have been issued at a price equal to the net asset value per unit of existing units of THEAM Quant Equity Euro Covered as of the effective date of the merger, divided by 10 and rounded down to the second decimal. As a result, the exchange ratio has then been rounded down to the eighth decimal:

| Contributed class | Sub-fund Class |
|--------------------------|-----------------------|
| A EUR C capi | I ACC |
| A EUR D distri | I DIS |
| B EUR capi | C ACC |
| E EUR capi | N ACC |

- 8.3 Class I ACC, Class I DIS, Class C ACC and Class N ACC Shares benefit from the track record of the relevant contributed class of THEAM Quant Equity Euro Covered.
- 8.4 Investors for which the subscription documents have been accepted on the Initial Subscription Date will be required to deliver to the account of the Depositary cleared funds for the full amount of their subscription pursuant to their subscription documents on the Initial Subscription Date. If the Depositary does not receive the funds in time the purchase order may be cancelled and the funds returned to the Investor without interest.
- 8.5 The investor will be liable for the costs of late or non-payment in which case the Management Company will have the power to redeem all or part of the Investor's holding of Shares in the Sub-fund (if any) in order to meet such costs. In circumstances where the Management Company at its absolute discretion regards it not practical or feasible to recoup a loss from an applicant for Shares, any losses incurred by the Sub-fund due to late or non-payment of the subscription proceeds in respect of subscription applications received will be borne by the Sub-fund.

Ongoing subscriptions – Subscription Cut-off Time

- 8.6 After the Initial Subscription Date of a Class, subscriptions can be made on any Valuation Day. Subscription requests in respect of a Valuation Day can be made to the Administrative Agent before 12.00 pm (CET) at the latest on the relevant Valuation Day (the **Subscription Cut-off Time**).

Redemptions – Redemption Cut-off Time

- 8.7 Redemptions can be made on any Valuation Day. Redemption requests for Shares in part or in whole in respect of a Valuation Day can be made to the Administrative Agent before 12.00 pm (CET) at the latest on the relevant Valuation Day (the **Redemption Cut-off Time**).
- 8.8 Payment of the redemption proceeds will be made generally 3 Business Days following the relevant Valuation Day.

9. REFERENCE CURRENCY AND HEDGING

The Reference Currency of the Sub-fund is the EUR.

10. PROFILE OF THE TYPICAL INVESTOR

Each Investor in the Sub-fund shall:

- (a) have the knowledge of, and the investment experience in, financial products which use derivatives and/or derivative strategies (such as the Sub-fund) and financial markets generally;
- (b) understand and evaluate the Strategy, characteristics and risks of the Sub-fund in order to make an informed investment decision.

11. SPECIFIC RISK FACTORS

11.1 Investors should refer to the risk factors set out in Section 19 of the General Section and are in particular invited to consider the following risk factors further described in Section 19 of the General Section:

- (a) Equities;
- (b) Market volatility;
- (c) Conflicts of interest;
- (d) Use of financial derivative instruments.

SPECIAL SECTION 9 – THEAM QUANT – EQUITY US COVERED

This Special Section must be read in conjunction with the General Section of the Prospectus. This Special Section refers only to the THEAM Quant – Equity US Covered (the **Sub-fund**).

1. INVESTMENT OBJECTIVE AND INVESTMENT POLICY

- 1.1 The objective of the Sub-fund is to increase the value of its assets over the medium term by being exposed to the US equity market, while reducing the risk by minimising the volatility in the Sub-fund through an options strategy. Consequently, the sub-fund should offer a downside risk reduction and therefore a risk-return profile improvement compared to a sole investment in the US equity market.
- 1.2 The Sub-fund will not invest more than 10% of its net assets in units or shares of UCITS or other UCIs.

2. STRATEGY

- 2.1 In order to achieve its investment objective, the Sub-fund implements a "buy-write" systematic strategy (the **Strategy**) that combines a long position in the US Equity market and a policy of selling short-term call options on the same underlying market, such strategy is called a "covered call" strategy.
- 2.2 The sale of short-term call options generates premiums to increase the net assets of the Sub-fund. Upon maturity of the options, capital losses are recorded or not, depending on whether the underlying of the call option is higher than its strike price (option in the money) or not. This options strategy is particularly appropriate in stable or fairly directionless markets and may underperform the US Equity market during sudden major upwards phases.
- 2.3 The Strategy is implemented according to a Synthetic Replication Policy, through the conclusion of OTC Derivatives.
- 2.4 The Synthetic Replication Policy implies that the Sub-fund either (i) invests its assets in Transferable Securities or Money Market Instruments (the **Financing Assets**) and exchanges the performance of up to 100% of the Financing Assets through OTC Derivatives to gain exposure to the Strategy or (ii) concludes an OTC Derivative with an initial exchange of the net proceeds of the issue of Shares in order to gain exposure to the Strategy. As part of the Synthetic Replication Policy, the Sub-fund only invests its assets in Transferable Securities or Money Market Instruments (the **Financing Assets**) and exchange the performance of up to 100% of the Financing Assets through OTC Derivatives to gain exposure to the Strategy. The Underlying Assets consist of components of the S&P 500 index and options on the same index.
- 2.5 As part of the Synthetic Replication Policy, the Sub-fund invests at all times at least 75% of its net assets in equities and/or securities treated as equivalent to equities issued by companies of any country. The remainder, namely 25% of its assets maximum, may be invested in any other Transferable Securities or Money Market Instruments.
- 2.6 The S&P 500 index is composed of 500 stocks representing the US equity market. It is calculated with net dividends reinvested and published by Standard & Poor's. Its methodology is available on <http://www.spindices.com/>.

- 2.7 In exceptional circumstances, depending on the economic environment, the Sub-fund may implement the Strategy directly by investing in the equities making up the US Equity exposure and in options and derivatives linked to equity markets.
- 2.8 The Sub-fund may also invest in any other Transferable Securities and cash, and, within a limit of 10% of its net assets, in UCITS and/or other UCIs.
- 2.9 The Sub-fund may use EPM Techniques.

3. GLOBAL EXPOSURE

The Sub-fund uses the commitment approach to monitor its global exposure.

4. BUSINESS DAY - VALUATION DAY

For the purpose of this Special Section, a **Valuation Day** means a Business Day on which the New York stock exchange is open during the whole day (excluding Saturdays and Sundays and Luxembourg and French public holidays).

5. LAUNCH DATE

The Sub-fund was launched on the 18 June 2015 by the merger with the French *fonds commun de placement* THEAM Quant Equity US Covered created on the 16 May 2008.

6. CLASSES

The following Classes⁽⁴⁾, once activated, will be available for subscription by investors:

| Class | Distribution policy | ISIN code | Reference Currency | Dividend | Target subscribers | Minimum Holding Amount ⁽¹⁾ | Initial Net Asset Value |
|-----------|---------------------|--------------|--------------------|----------|--------------------|---------------------------------------|--|
| N | ACC | LU1120433492 | USD | Non | All | None | USD 100 |
| C | ACC | LU1120433575 | USD | Non | All | None | Net asset value of the B USD capi units of THEAM Quant Equity US Covered at the merger date divided by 10* |
| C | DIS | LU1120433658 | USD | Yes | All | None | EUR 100 |
| C EUR | ACC | LU1120433732 | EUR | No | All | None | Net asset value of the B EUR capi units of THEAM Quant Equity US Covered at the merger date divided by 10* |
| C EUR | DIS | LU1120433815 | EUR | Yes | All | None | EUR 100 |
| C EUR H | ACC | LU1120433906 | EUR | No | All | None | EUR 100 |
| C EUR H | DIS | LU1120434037 | EUR | Yes | All | None | EUR 100 |
| C CHF H | ACC | LU1120434110 | CHF | No | All | None | CHF 100 |
| C SEK H | ACC | LU1120434201 | SEK | No | All | None | SEK 100 |
| C NOK H | ACC | LU1120434383 | NOK | No | All | None | NOK 100 |
| Privilege | ACC | LU1179461006 | USD | No | All | 1,000,000 USD/ | USD 100 |

| Class | Distribution policy | ISIN code | Reference Currency | Dividend | Target subscribers | Minimum Holding Amount ⁽¹⁾ | Initial Net Asset Value |
|-----------|---------------------|--------------|--------------------|----------|-------------------------|--|--|
| | | | | | | Portfolio Managers: None | |
| Privilege | DIS | LU1179461188 | USD | Yes | All | 1,000,000 USD/ Portfolio Managers: None | USD 100 |
| R GBP | ACC | LU1179461261 | GBP | No | All ⁽²⁾ | None | GBP 100 |
| R GBP | DIS | LU1179461345 | GBP | Yes | All ⁽²⁾ | None | GBP 100 |
| I | ACC | LU1120434466 | USD | No | Institutional Investors | 100,000 USD / UCI: None | Net asset value of the A USD capi units of THEAM Quant Equity US Covered at the merger date divided by 10* |
| I | DIS | LU1120434540 | USD | Yes | Institutional Investors | 100,000 USD / UCI: None | USD 100 |
| I EUR | ACC | LU1120434623 | EUR | No | Institutional Investors | 100,000 USD or equivalent/ UCI: None | EUR 100 |
| I EUR | DIS | LU1120434896 | EUR | Yes | Institutional Investors | 100,000 USD or equivalent/ UCI: None | EUR 100 |
| I EUR H | ACC | LU1120434979 | EUR | No | Institutional Investors | 100,000 USD or equivalent/ UCI: None | EUR 100 |
| I CHF | ACC | LU1120435190 | CHF | No | Institutional Investors | 100,000 USD or equivalent/ UCI: None | CHF 100 |
| I CHF H | ACC | LU1120435356 | CHF | No | Institutional Investors | 100,000 USD or equivalent/ UCI: None | CHF 100 |
| I GBP | ACC | LU1120435430 | GBP | No | Institutional Investors | 100,000 USD or equivalent/ UCI: None | 100 GBP |
| I GBP H | ACC | LU1120435604 | GBP | No | Institutional Investors | 100,000 USD or equivalent/ UCI: None | GBP 100 |
| I SEK | ACC | LU1120435786 | SEK | No | Institutional Investors | 100,000 USD or equivalent/ UCI: None | SEK 100 |
| I NOK | ACC | LU1120435869 | NOK | No | Institutional Investors | 100,000 USD or equivalent/ UCI: None | NOK 100 |
| M | ACC | LU1179461428 | USD | No | Institutional investors | USD 50 | USD 100 |

| Class | Distribution policy | ISIN code | Reference Currency | Dividend | Target subscribers | Minimum Holding Amount ⁽¹⁾ | Initial Net Asset Value |
|-------|---------------------|--------------|--------------------|----------|----------------------|---------------------------------------|-------------------------|
| | | | | | | Million ⁽³⁾ | |
| X | ACC | LU1120435943 | USD | No | Authorised Investors | EUR 5 million | USD 100 |

(1) The applicable Minimum Holding Amount may be waived or varied on a case-by-case basis, by the Company or the Management Company.

(2) Only in the countries where the Management Company has decided to market and/or register (if relevant) the Class.

(3) Regarding M shares, minimum subscription conditions are assessed on the basis of the total investment, irrespective of currency.

(4) Each one of the above Classes may only be activated with prior approval of the Board or of the Management Company.

* See Section 8.2 below.

7. FEES AND COSTS

7.1 Subscription Fee, Conversion Fee and Redemption Fee

| Class | Subscription Fee (maximum) | Conversion Fee (maximum) ⁽¹⁾ | Redemption Fee (maximum) |
|------------------|----------------------------|---|--------------------------|
| N shares | 0.00% | 1.50% | None |
| C shares | 3.00% | 1.50% | None |
| Privilege shares | 3.00% | 1.50% | None |
| R shares | 3.00% | 1.50% | None |
| I shares | 0.00% | 1.50% | None |
| M shares | 0.00% | 1.50% | None |
| X shares | 0.00% | 1.50% | None |

(1) In the event of conversion to a sub-fund with a higher subscription fee, the difference may be payable.

7.2 Annual fees and costs payable by the Sub-fund

| Class | Management Company Fee (maximum) | Distribution Fee (maximum) | Performance Fee | Other Fees (maximum) | Taxe d'abonnement ⁽¹⁾ (subscription tax) |
|------------------|----------------------------------|----------------------------|-----------------|----------------------|---|
| N shares | 1.50% | 0.75% | No | 0.35% | 0.05% |
| C shares | 1.50% | No | No | 0.35% | 0.05% |
| Privilege shares | 0.80% | No | No | 0.35% | 0.05% |
| R shares | 0.80% | No | No | 0.35% | 0.05% |
| I shares | 0.60% | No | No | 0.35% | 0.01% |
| M shares | 0.40% | No | No | 0.25% | 0.01% |
| X shares | 0.00% | No | No | 0.35% | 0.01% |

(1) In addition, the Sub-fund may be subject to foreign UCI's tax, and/or other regulators levy, in the country where the sub-fund is registered for distribution.

8. SUBSCRIPTION AND REDEMPTION PROCESS

Initial subscriptions

- 8.1 The Initial Subscription Date of each of the Class is the Class Launch Date. Subscription requests for the Initial Subscription Date must be sent in writing to the Administrative Agent and be received by the Administrative Agent by 12.00 pm (CET) (the **Subscription Cut-Off Time**) at the latest on the day of the Initial Subscription Date.

- 8.2 On the Initial Subscription Date of Class I ACC, Class C ACC and C EUR ACC Shares, all the assets of THEAM Quant Equity US Covered, a French fonds commun de placement subject to the UCITS Directive have been contributed to the Sub-fund. THEAM Quant Equity US Covered has been dissolved without going into liquidation further to this merger. In exchange, the contributing investors of THEAM Quant Equity US Covered have received Shares in the Sub-fund on the basis of the exchange ratio determined as of the effective date of the merger for the corresponding Class. The Shares in the Sub-fund issued further to the contribution have been issued at a price equal to the net asset value per unit of existing units of THEAM Quant Equity US Covered as of the effective date of the merger, divided by 10 and rounded down to the second decimal. As a result, the exchange ratio has then been rounded down to the eighth decimal:

| Contributed class | Sub-fund Class |
|-------------------|----------------|
| A USD capi | I ACC |
| B USD Capi | C ACC |
| B EUR Capi | C EUR ACC |

- 8.3 Class I ACC, Class C ACC and C EUR ACC Shares benefit from the track record of the relevant contributed class of THEAM Quant Equity US Covered.
- 8.4 Investors for which the subscription documents have been accepted on the Initial Subscription Date will be required to deliver to the account of the Depositary cleared funds for the full amount of their subscription pursuant to their subscription documents on the Initial Subscription Date. If the Depositary does not receive the funds in time the purchase order may be cancelled and the funds returned to the Investor without interest.
- 8.5 The investor will be liable for the costs of late or non-payment in which case the Management Company will have the power to redeem all or part of the Investor's holding of Shares in the Sub-fund (if any) in order to meet such costs. In circumstances where the Management Company at its absolute discretion regards it not practical or feasible to recoup a loss from an applicant for Shares, any losses incurred by the Sub-fund due to late or non-payment of the subscription proceeds in respect of subscription applications received will be borne by the Sub-fund.

Ongoing subscriptions – Subscription Cut-off Time

- 8.6 After the Initial Subscription Date of a Class, subscriptions can be made on any Valuation Day. Subscription requests in respect of a Valuation Day can be made to the Administrative Agent before 12.00 pm (CET) at the latest on the relevant Valuation Day (the **Subscription Cut-off Time**).

Redemptions – Redemption Cut-off Time

- 8.7 Redemptions can be made on any Valuation Day. Redemption requests for Shares in part or in whole in respect of a Valuation Day can be made to the Administrative Agent before 12.00 pm (CET) at the latest on the relevant Valuation Day (the **Redemption Cut-off Time**).
- 8.8 Payment of the redemption proceeds will be made generally 3 Business Days following the relevant Valuation Day.

9. EU SAVINGS DIRECTIVE

Out.

10. REFERENCE CURRENCY AND HEDGING

The Reference Currency of the Sub-fund is the USD.

11. PROFILE OF THE TYPICAL INVESTOR

Investors in the Sub-fund are expected to:

- (a) have the knowledge of, and the investment experience in, financial products which use derivatives and/or derivative strategies (such as the Sub-fund) and financial markets generally;
- (b) understand and can evaluate the strategy, characteristics and risks of the Sub-fund in order to make an informed investment decision.

12. SPECIFIC RISK FACTORS

Investors should refer to the risk factors set out in Section 19 of the General Section and are in particular invited to consider the following risk factors further described in Section 19 of the General Section:

- (a) Equities;
- (b) Market volatility;
- (c) Conflicts of interest;
- (d) Use of financial derivative instruments.

SPECIAL SECTION 10 – THEAM QUANT – EQUITY EMERGING GURU

This Special Section must be read in conjunction with the General Section of the Prospectus. This Special Section refers only to the THEAM Quant - Equity Emerging GURU⁵ (the **Sub-fund**).

1. INVESTMENT OBJECTIVE AND INVESTMENT POLICY

- 1.1 The objective of the Sub-fund is to increase the value of its assets over the medium term by being exposed to a dynamic basket of equities listed on emerging markets or operating on these markets, the components of which are chosen using a systematic selection method based on a fundamental analysis of companies.
- 1.2 The Sub-fund will not invest more than 10% of its net assets in units or shares of UCITS or other UCIs.

2. STRATEGY

- 2.1 In order to achieve its investment objective, the Sub-fund implements a systematic investment strategy (the **Strategy**) that takes long positions on a diversified basket composed of emerging markets equities through the BNP Paribas GURUTM Equity Global Emerging TR Volcap 32 USD Index (the **Strategy Index**).
- 2.2 The objective of the model used to build the Strategy Index is to select stocks using a Profitability/Outlook/Valuation approach. The objective is to examine the investment universe in order to identify the stocks benefiting from a sustainable business model, favourable outlook and attractive valuation. The investment universe of the Strategy Index is composed of emerging markets largest stock market capitalisations offering satisfactory liquidity conditions.
- 2.3 The Strategy Index benefits from a risk control mechanism which aims at keeping volatility of the Strategy Index below 32% and consists of systematically adjusting exposure to the equity basket on a daily basis with any balance invested in non-risky assets. The exposure shall nevertheless not fall below 70%.
- 2.4 The BNP Paribas GURUTM Equity Global Emerging TR Volcap 32 USD Index (Bloomberg code: BNPIGEMT Index) is an index denominated in USD, calculated with net dividends reinvested. The Strategy Index is a diversified index representing a dynamic investment in a basket of emerging markets equities. The Strategy Index is based on a systematic model developed by BNP Paribas and is rebalanced every month using a specific algorithm. The Strategy Index is calculated by Solactive AG. It was established in December 2010. For further information on the Strategy Index, investors are invited to consult the following website: <https://indices-globalmarkets.bnpparibas.com>. The complete breakdown of this index and performance information are available on the same page. The index calculation method is available directly at: <https://indices-globalmarkets.bnpparibas.com/nr/GEMTTR.pdf>. Investors may obtain a paper version of the Strategy Index rulebook within one week on written request to THEAM TSA 47000 – 75 318 Paris Cedex 09. E-mail: THEAM.sales.support@bnpparibas.com.
- 2.5 The performance of the Strategy Index (and indirectly that of the Sub-fund) is reduced by:
 - (a) annual replication costs linked to the monthly readjustment of each portfolio and innovation fees and liquidity costs equal to 0.46%, applied to the exposure to the Strategy (i.e., approximately 100% of the NAV of the Sub-fund) and

⁵ GURU is a trade mark of BNP Paribas.

- (b) costs of 0.23% resulting from management of the volatility control mechanism which will only be applied to the portion of the portfolio readjusted for this purpose (this mechanism enables shareholders to be protected in the event that volatility becomes too high).

- 2.6 The Sub-fund will not make use of the increased diversification limits provided for in article 44 of the 2010 Act and further described under Section 3.15 of the General Section.
- 2.7 The Strategy is implemented either according to a Synthetic Replication Policy, through the conclusion of OTC Derivatives or in cash by investing directly in the basket of equities that make up the index.
- 2.8 If the Strategy is implemented according to the Synthetic Replication Policy, the Sub-fund will invest its assets in Transferable Securities or Money Market Instruments (the **Financing Assets**) and exchange the performance of up to 100% of the Financing Assets through OTC Derivatives to gain exposure to the Strategy Index. The Underlying Assets mainly consist of the Strategy Index. The exposure to a specific financial index may evolve depending on the evolution of financial indices over time and the Management Company may decide to change the exposure to other financial indices to achieve the investment objective of the Sub-fund.

The Sub-fund invests at all times at least 75% of its net assets in equities and/or securities treated as equivalent to equities issued by companies of any country, other than non-cooperative countries in the fight against fraud and tax evasion. The remainder, namely 25% of its assets maximum, may be invested in any other Transferable Securities, in derivatives, Money Market Instruments and/or cash, and also, within a limit of 15% of its net assets, in debt securities of any kind, and within a limit of 10% of its net assets, in UCITS and/or UCIs.

- 2.9 The Sub-fund may use EPM Techniques.

3. GLOBAL EXPOSURE

The Sub-fund uses the commitment approach to monitor its global exposure.

4. BUSINESS DAY - VALUATION DAY

For the purpose of this Special Section, a **Valuation Day** means a Business Day on which the New York, Hong Kong, London, Kuala Lumpur, Johannesburg, Taiwan and Seoul stock exchanges are open during the whole day (excluding Saturdays and Sundays and Luxembourg and French public holidays).

5. LAUNCH DATE

The Sub-fund was launched on the 6 May 2015 by the merger with the French *fonds commun de placement* THEAM Quant Guru Global Emerging Equity created on the 23 February 2012.

6. CLASSES

The following Classes⁽⁴⁾, once activated, will be available for subscription by investors:

| Class | Distribution policy | ISIN code | Reference Currency | Dividend | Target subscribers | Minimum Holding Amount ⁽¹⁾ | Initial Net Asset Value |
|---------|---------------------|--------------|--------------------|----------|--------------------|---------------------------------------|-------------------------|
| N EUR H | ACC | LU1120436081 | EUR | No | All | None | EUR 100 |
| C | ACC | LU1120436164 | USD | Non | All | None | USD 100 |
| C | DIS | LU1120436248 | USD | Yes | All | None | USD 100 |

| Class | Distribution policy | ISIN code | Reference Currency | Dividend | Target subscribers | Minimum Holding Amount ⁽¹⁾ | Initial Net Asset Value |
|------------|---------------------|--------------|--------------------|----------|-------------------------|---|---|
| C EUR | ACC | LU1120436321 | EUR | No | All | None | Net asset value of the B EUR units of THEAM Quant Guru Global Emerging Equity at the merger date divided by 10* |
| C EUR | DIS | LU1120436594 | EUR | Yes | All | None | EUR 100 |
| C EUR H | ACC | LU1120436677 | EUR | No | All | None | Net asset value of the B EUR H units of THEAM Quant Guru Global Emerging Equity at the merger date divided by 10* |
| C EUR H | DIS | LU1245560070 | EUR | Yes | All | None | EUR 100 |
| C CHF H | ACC | LU1120436750 | CHF | No | All | None | CHF 100 |
| C SEK H | ACC | LU1120436834 | SEK | No | All | None | SEK 100 |
| C NOK H | ACC | LU1120436917 | NOK | No | All | None | NOK 100 |
| Privilege | ACC | LU1179461691 | USD | No | All | 1,000,000 USD/ Portfolio Managers: None | USD 100 |
| Privilege | ACC | LU1179461857 | EUR | No | All | 1,000,000 USD or equivalent/ Portfolio Managers: None | EUR 100 |
| R GBP | ACC | LU1179461931 | GBP | No | All ⁽²⁾ | None | GBP 100 |
| R GBP | DIS | LU1179462079 | GBP | Yes | All ⁽²⁾ | None | GBP 100 |
| Life EUR | ACC | LU1235101604 | EUR | No | AG Insurance | None | EUR 100 |
| Life EUR H | ACC | LU1329018649 | EUR | No | AG Insurance | None | EUR 100 |
| I | ACC | LU1120437055 | USD | No | Institutional Investors | 100,000 USD / UCI: None | Net asset value of the A units of THEAM Quant Guru Global Emerging Equity at the merger date divided by 10* |
| I | DIS | LU1120437139 | USD | Yes | Institutional Investors | 100,000 USD / UCI: None | USD 100 |
| I EUR | ACC | LU1120437212 | EUR | No | Institutional Investors | 100,000 USD or equivalent/ UCI: None | EUR 100 |
| I EUR | DIS | LU1120437303 | EUR | Yes | Institutional Investors | 100,000 USD or equivalent/ UCI: None | EUR 100 |
| I EUR H | ACC | LU1120437568 | EUR | No | Institutional Investors | 100,000 USD or equivalent/ UCI: None | EUR 100 |
| I CHF | ACC | LU1120437642 | CHF | No | Institutional Investors | 100,000 USD or equivalent/ UCI: None | CHF 100 |
| I CHF H | ACC | LU1120437725 | CHF | No | Institutional Investors | 100,000 USD or equivalent/ UCI: None | CHF 100 |
| I GBP | ACC | LU1120437998 | GBP | No | Institutional Investors | 100,000 USD or equivalent/ UCI: None | GBP 100 |
| I GBP H | ACC | LU1120438020 | GBP | No | Institutional Investors | 100,000 USD or equivalent/ UCI: None | GBP 100 |

| Class | Distribution policy | ISIN code | Reference Currency | Dividend | Target subscribers | Minimum Holding Amount ⁽¹⁾ | Initial Net Asset Value |
|-------|---------------------|--------------|--------------------|----------|-------------------------|---------------------------------------|-------------------------|
| | | | | | | None | |
| I SEK | ACC | LU1120438293 | SEK | No | Institutional Investors | 100,000 USD or equivalent/ UCI: None | SEK 100 |
| I NOK | ACC | LU1120438376 | NOK | No | Institutional Investors | 100,000 USD or equivalent/ UCI: None | NOK100 |
| M | ACC | LU1179462152 | USD | No | Institutional Investors | USD 50 million ⁽³⁾ | USD 100 |
| X | ACC | LU1120438533 | USD | No | Authorised Investors | USD 5 million | USD 100 |

(1) The applicable Minimum Holding Amount may be waived or varied on a case-by-case basis, by the Company or the Management Company.

(2) Only in the countries where the Management Company has decided to market and/or register (if relevant) the Class.

(3) Regarding M shares, minimum subscription conditions are assessed on the basis of the total investment, irrespective of currency

(4) Each one of the above Classes may only be activated with prior approval of the Board or of the Management Company.

* See Section 8.2 below.

7. FEES AND COSTS

7.1 Subscription Fee, Conversion Fee and Redemption Fee

| Class | Subscription Fee (maximum) | Conversion Fee (maximum) ⁽¹⁾ | Redemption Fee (maximum) |
|------------------|----------------------------|---|--------------------------|
| N shares | 0.00% | 1.50% | None |
| C shares | 3.00% | 1.50% | None |
| Privilege shares | 3.00% | 1.50% | None |
| R shares | 3.00% | 1.50% | None |
| Life shares | 0.00% | 1.50% | None |
| I Shares | 0.00% | 1.50% | None |
| M shares | 0.00% | 1.50% | None |
| X shares | 0.00% | 1.50% | None |

(1) In the event of conversion to a sub-fund with a higher subscription fee, the difference may be payable.

7.2 Annual fees and costs payable by the Sub-fund

| Class | Management Company Fee (maximum) | Distribution Fee (maximum) | Performance Fee | Other Fees (maximum) | Taxe d'abonnement ⁽¹⁾ (subscription tax) |
|------------------|----------------------------------|----------------------------|-----------------|----------------------|---|
| N shares | 1.65% | 0.75% | No | 0.35% | 0.05% |
| C shares | 1.65% | No | No | 0.35% | 0.05% |
| Privilege shares | 0.85% | No | No | 0.35% | 0.05% |
| R shares | 0.85% | No | No | 0.35% | 0.05% |
| Life shares | 1.535% | No | No | 0.27% | 0.01% |
| I shares | 0.65% | No | No | 0.35% | 0.01% |
| M shares | 0.40% | No | No | 0.25% | 0.01% |
| X shares | 0.00% | No | No | 0.35% | 0.01% |

(1) In addition, the Sub-fund may be subject to foreign UCI's tax, and/or other regulators levy, in the country where the sub-fund is registered for distribution.

8. SUBSCRIPTION AND REDEMPTION PROCESS

Initial subscriptions

8.1 The Initial Subscription Date of each of the Class is the Class Launch Date. Subscription requests for the Initial Subscription Date must be sent in writing to the Administrative Agent and be received by

the Administrative Agent by 12.00 pm (CET) (the **Subscription Cut-Off Time**) at the latest on the Business Day of the Initial Subscription Date.

- 8.2 On the Initial Subscription Date of Class C EUR ACC, Class C EUR H ACC and Class I ACC Shares, all the assets of THEAM Quant Guru Global Emerging Equity, a French fonds commun de placement subject to the UCITS Directive have been contributed to the Sub-fund. THEAM Quant Guru Global Emerging Equity has been dissolved without going into liquidation further to this merger. In exchange, the contributing investors of THEAM Quant Guru Global Emerging Equity have received Shares in the Sub-fund on the basis of the exchange ratio determined as of the effective date of the merger for the corresponding Class. The Shares in the Sub-fund issued further to the contribution have been issued at a price equal to the net asset value per unit of existing units of THEAM Quant Guru Global Emerging Equity as of the effective date of the merger, divided by 10 and rounded down to the second decimal. As a result, the exchange ratio has then been rounded down to the eighth decimal:

| Contributed class | Sub-fund Class |
|-------------------|----------------|
| B EUR | C EUR ACC |
| B EUR H | C EUR H ACC |
| A | I ACC |

- 8.3 Class C EUR ACC, Class C EUR H ACC and Class I ACC Shares benefit from the track record of the relevant contributed class of THEAM Quant Guru Global Emerging Equity.
- 8.4 Investors for which the subscription documents have been accepted on the Initial Subscription Date will be required to deliver to the account of the Depositary cleared funds for the full amount of their subscription pursuant to their subscription documents on the Initial Subscription Date. If the Depositary does not receive the funds in time the purchase order may be cancelled and the funds returned to the Investor without interest.
- 8.5 The investor will be liable for the costs of late or non-payment in which case the Management Company will have the power to redeem all or part of the Investor's holding of Shares in the Sub-fund (if any) in order to meet such costs. In circumstances where the Management Company at its absolute discretion regards it not practical or feasible to recoup a loss from an applicant for Shares, any losses incurred by the Sub-fund due to late or non-payment of the subscription proceeds in respect of subscription applications received will be borne by the Sub-fund.

Ongoing subscriptions – Subscription Cut-off Time

- 8.6 After the Initial Subscription Date of a Class, subscriptions can be made on any Valuation Day. Subscription requests in respect of a Valuation Day can be made to the Administrative Agent before 4.00 pm (CET) at the latest on the Business Day preceding the relevant Valuation Day (the **Subscription Cut-off Time**).

Redemptions – Redemption Cut-off Time

- 8.7 Redemptions can be made on any Valuation Day. Redemption requests for Shares in part or in whole in respect of a Valuation Day can be made to the Administrative Agent before 4.00 pm (CET) at the latest on the Business Day preceding the relevant Valuation Day (the **Redemption Cut-off Time**).
- 8.8 Payment of the redemption proceeds will be made generally 3 Business Days following the relevant Valuation Day.

9. REFERENCE CURRENCY AND HEDGING

The Reference Currency of the Sub-fund is the USD.

10. PROFILE OF THE TYPICAL INVESTOR

Each Investor in the Sub-fund shall understand and evaluate the Strategy, characteristics and risks of the Sub-fund in order to make an informed investment decision.

11. SPECIFIC RISK FACTORS

11.1 Investors should refer to the risk factors set out in Section 19 of the General Section and are in particular invited to consider the following risk factors further described in Section 19 of the General Section:

- (a) Equities;
- (b) Market volatility;
- (c) Conflicts of interest;
- (d) Use of financial derivative instruments.

11.2 In addition, Investors should carefully review the following risks disclaimer that are specific to the Sub-fund:

Risks related to the model used by the Strategy Index

11.3 The model used to determine the allocation of the Strategy Index is based on fundamental criteria designed to identify the stocks benefiting from a sustainable business model, favourable outlook and attractive valuation in the investment universe. There is a risk that the model will not be efficient as there is no guarantee that the indicators defined will be relevant in the future. They are defined partly on the basis of historical data and there is nothing to guarantee that previous market situations will repeat themselves in the future.

Equity risk: risk associated with changes in the emerging "equity" market

11.4 The Sub-fund generates exposure to emerging equity markets by replicating the performance of the Strategy Index either through direct investment or via a forward financial instrument. Shareholders are therefore exposed to declines in the Strategy Index. As a result, a decline in the equities composing the Strategy Index will lead to a decline in the Sub-fund's net asset value. Indeed, in view of the Sub-fund's structure, its valuation will depend on changes in the value of shares of companies based in emerging countries. Thus, in the event of a drop in emerging markets, the Sub-fund's net asset value would fall.

11.5 The Sub-fund's exposure to emerging markets may involve greater risk of potential loss than investment in or exposure to developed markets. This risk is linked, in particular, to increased market volatility, lower trading volumes in the target assets, possible economic and/or political instability, risks of market closure or government restrictions on foreign investment, and more generally to market operating and monitoring conditions which may differ from the standards prevailing on the large international exchanges. As the Sub-fund is exposed to emerging markets via forward financial instruments, investors are reminded that, given the nature of the underlyings, this type of transaction may undergo significant changes with different conditions to those concluded on other markets. These transactions may therefore be adjusted following the occurrence of certain

events such as regulatory changes or a fall in liquidity. These adjustments may negatively affect the Sub-fund's performance.

SPECIAL SECTION 11 – THEAM QUANT – ABSOLUTE ALPHA

This Special Section must be read in conjunction with the General Section of the Prospectus. This Special Section refers only to the THEAM Quant – Absolute Alpha (the **Sub-fund**).

1. INVESTMENT OBJECTIVE AND INVESTMENT POLICY

- 1.1 The objective of the Sub-fund is to increase the value of its assets over the medium term, through the use of quantitative investment strategies across different asset classes.
- 1.2 The Sub-fund will not invest more than 10% of its net assets in units or shares of UCITS or other UCIs.

2. STRATEGY

- 2.1 In order to achieve its investment objective, the Sub-fund implements a strategy (the **Strategy**) allocating its assets between different strategies by identifying single sources of return coming from market opportunities or inefficiencies across different asset classes and combining them within a balanced risk-adjusted portfolio. The Sub-fund is in particular be exposed to the equity, volatility, interest rates, foreign exchange and commodities market risk premia through, but not limited to, relative value, momentum, long-short, volatility and term structure strategies. The Sub-fund may however not be exposed to all of the aforementioned asset classes/strategies at all times. As an illustration, volatility risk premium strategies aim at generating return from the structural difference between the implied and realised volatility. Momentum strategies aim at capturing the tendency of out- or underperforming assets to continue such trends in the future. The objective of term structure strategies is to maximise the information embedded in the term structure, which represents the current forward curve of a given asset. To implement the Strategy, the Sub-fund uses a Synthetic Replication Policy through the conclusion of OTC Derivatives.
- 2.2 The Synthetic Replication Policy implies that the Sub-fund either (i) invests its assets in Transferable Securities or in Money Market Instruments (the **Financing Assets**) and exchanges the performance of up to 100% of the Financing Assets through OTC Derivatives to gain exposure to the Strategy or (ii) concludes an OTC Derivative with an initial exchange of the net proceeds of the issue of Shares in order to gain exposure to the Strategy. The Underlying Assets consist either of financial indices or spot positions, options, futures and forward contracts on either financial indices or on equities, fixed income, foreign exchange and indices on commodities. The Sub-fund is in particular exposed to volatility products with underlyings among the main equity and interest rates markets, as well as long-short positions on equities, commodities and futures on equity volatility, and to foreign exchange forward contracts. The weights allocated to the risk premia strategies are based upon their inverse extreme downside risk aiming for a balanced and risk-controlled portfolio.
- 2.3 The exposure to a specific financial index may evolve depending on the evolution of financial indices over time and the Management Company may decide to change the exposure to other financial indices to achieve the investment objective of the Sub-fund. The Sub-fund may use the increased diversification limits provided for in article 44 of the 2010 Act and further described under Section 3.15 of the General Section in respect of indices on commodities. The rebalancing of the indices, which corresponds to technical adjustments based upon systematic algorithms, can be as much as daily. The financial indices methodology may embed certain costs in the Strategy which cover amongst other things replication costs in running the index which may vary over time in line with prevailing market conditions. Investors are invited to consult the following webpage <http://docfinder.is.bnpparibas-ip.com/api/files/12947207-2905-4997-BB35-70F1BE44BE5A> to obtain a list of financial indices to which the Sub-fund is exposed. Links to the complete breakdown of the indices, performance information and calculation methodology are available on the same page.

- 2.4 In exceptional circumstances, depending on the economic environment, the Sub-fund may use listed financial derivative instruments, spot positions or OTC Derivatives on volatility, equities, fixed-income, foreign exchange, indices on commodities and eligible financial indices.
- 2.5 The Sub-fund may also invest in any other Transferable Securities, cash and, within a limit of 10% of its net assets, in UCITS and/or other UCIs.
- 2.6 The Sub-fund may use EPM Techniques.

3. GLOBAL EXPOSURE

- 3.1 The Sub-fund uses the absolute VaR approach to monitor its global exposure. The VaR of the Sub-fund's portfolio, with confidence interval of 99% and a detention period of 20 Business days, will not exceed 20% of the Sub-fund's Net Asset Value.

The leverage of the Sub-fund (defined as the sum of the absolute values of the derivatives notional (with neither netting nor hedging arrangement) divided by NAV is expected to be around 200%.

| Absolute Alpha | Expected Leverage | Maximum Leverage |
|----------------|-------------------|------------------|
| Total | 2 | 2 |

4. BUSINESS DAY - VALUATION DAY

For the purpose of this Special Section, a **Valuation Day** means any Business Day on which the French, German, UK and US stock exchanges are open during the whole day (excluding Saturdays and Sundays and Luxembourg and French public holidays).

5. LAUNCH DATE

The Sub-fund was launched on 7 August 2015.

6. CLASSES

The following Classes⁽³⁾, once activated, will be available for subscription by investors:

| Class | Distribution Policy | ISIN code | Reference Currency | Dividend | Target subscribers | Minimum Holding Amount ⁽¹⁾ | Initial Net Asset Value |
|-----------|---------------------|--------------|--------------------|----------|-------------------------|---|-------------------------|
| Privilege | ACC | LU1179462319 | EUR | No | All | 1,000,000 EUR/ Portfolio Managers: None | EUR 100 |
| Privilege | DIS | LU1179462400 | EUR | Yes | All | 1,000,000 EUR/ Portfolio Managers: None | EUR 100 |
| I | ACC | LU1120439341 | EUR | No | Institutional Investors | 100,000 EUR / UCI: None | EUR 100 |
| I | DIS | LU1179462749 | EUR | Yes | Institutional Investors | 100,000 EUR / UCI: None | EUR 100 |
| I USD | ACC | LU1549368311 | USD | No | Institutional Investors | 100,000 EUR or equivalent/ UCI: None | USD 100 |
| I USD H | ACC | LU1120439697 | USD | No | Institutional Investors | 100,000 EUR or equivalent/ UCI: None | USD 100 |
| I GBP H | ACC | LU1120439853 | GBP | No | Institutional Investors | 100,000 EUR or equivalent/ UCI: None | GBP 100 |

| Class | Distribution Policy | ISIN code | Reference Currency | Dividend | Target subscribers | Minimum Holding Amount ⁽¹⁾ | Initial Net Asset Value |
|---------|---------------------|--------------|--------------------|----------|-------------------------|---|-------------------------|
| I CHF H | ACC | LU1120440190 | CHF | No | Institutional Investors | 100,000 EUR or equivalent/ UCI: None | CHF 100 |
| I SEK | ACC | LU1480586368 | SEK | No | Institutional Investors | 100,000 EUR or equivalent/ UCI: None | SEK 100 |
| J | ACC | LU1480586103 | EUR | No | Institutional Investors | EUR 10 Million ⁽²⁾ UCI : None | EUR 100 |
| J USD | ACC | LU1549368402 | USD | No | Institutional Investors | EUR 10 Million or equivalent ⁽²⁾ UCI : None | USD 100 |
| J USD H | ACC | LU1549368584 | USD | No | Institutional Investors | EUR 10 Million or equivalent ⁽²⁾ UCI : None | USD 100 |
| J GBP H | ACC | LU1542715385 | GBP | No | Institutional Investors | EUR 10 Million or equivalent ⁽²⁾ UCI : None | GBP 100 |
| M | ACC | LU1179462822 | EUR | No | Institutional Investors | EUR 50 Million ⁽²⁾ | EUR 100 |
| X | ACC | LU1120440943 | EUR | No | Authorised Investors | EUR 5 million | EUR 100 |

(1) The applicable Minimum Holding Amount may be waived or varied on a case-by-case basis, by the Company or the Management Company

(2) Regarding J and M shares, minimum subscription conditions are assessed on the basis of the total investment, irrespective of currency

(3) Each one of the above Classes may only be activated with prior approval of the Board or of the Management Company.

7. FEES AND COSTS

7.1 Subscription Fee, Conversion Fee and Redemption Fee

| Class | Subscription Fee (maximum) | Conversion Fee (maximum) ⁽¹⁾ | Redemption Fee (maximum) |
|------------------|----------------------------|---|--------------------------|
| Privilege shares | 3.00% | 1.50% | None |
| I shares | 0.00% | 1.50% | None |
| J shares | 0.00% | 1.50% | None |
| M shares | 0.00% | 1.50% | None |
| X shares | 0.00% | 1.50% | None |

(1) In the event of conversion to a sub-fund with a higher subscription fee, the difference may be payable.

7.2 Annual fees and costs payable by the Sub-fund

| Class | Management Company Fee (maximum) | Distribution Fee (maximum) | Performance Fee | Other Fees (maximum) | Taxe d'abonnement ⁽¹⁾ (subscription tax) |
|------------------|----------------------------------|----------------------------|-----------------|----------------------|---|
| Privilege shares | 0.85% | No | No | 0.35% | 0.05% |
| I shares | 0.65% | No | No | 0.35% | 0.01% |
| J shares | 0.55% | No | No | 0.35% | 0.01% |
| M shares | 0.40% | No | No | 0.25% | 0.01% |
| X shares | 0.00% | No | No | 0.25% | 0.01% |

(1) In addition, the Sub-fund may be subject to foreign UCI's tax, and/or other regulators levy, in the country where the sub-fund is registered for distribution.

8. SUBSCRIPTION AND REDEMPTION PROCESS

Initial subscriptions

- 8.1 The Initial Subscription Date of each of the Class is the Class Launch Date. Subscription requests for the Initial Subscription Date must be sent in writing to the Administrative Agent and be received by the Administrative Agent by 12.00 pm (CET) (the **Subscription Cut-Off Time**) at the latest on the Initial Subscription Date.
- 8.2 Investors for which the subscription documents have been accepted on the Initial Subscription Date will be required to deliver to the account of the Depositary cleared funds for the full amount of their subscription pursuant to their subscription documents on the Initial Subscription Date. If the Depositary does not receive the funds in time the purchase order may be cancelled and the funds returned to the Investor without interest.
- 8.3 The investor will be liable for the costs of late or non-payment in which case the Management Company will have the power to redeem all or part of the Investor's holding of Shares in the Sub-fund (if any) in order to meet such costs. In circumstances where the Management Company at its absolute discretion regards it not practical or feasible to recoup a loss from an applicant for Shares, any losses incurred by the Sub-fund due to late or non-payment of the subscription proceeds in respect of subscription applications received will be borne by the Sub-fund.

Ongoing subscriptions – Subscription Cut-off Time

- 8.4 After the Initial Subscription Date of a Class, subscriptions can be made on any Valuation Day. Subscription requests in respect of a Valuation Day can be made to the Administrative Agent before 12.00 pm (CET) at the latest on the relevant Valuation Day (the **Subscription Cut-off Time**).

Redemptions – Redemption Cut-off Time

- 8.5 Redemptions can be made on any Valuation Day. Redemption requests for Shares in part or in whole in respect of a Valuation Day can be made to the Administrative Agent before 12.00 pm (CET) at the latest on the relevant Valuation Day (the **Redemption Cut-off Time**).
- 8.6 Payment of the redemption proceeds will be made generally 3 Business Days following the relevant Valuation Day.

9. REFERENCE CURRENCY AND HEDGING

The Reference Currency of the Sub-fund is the EUR.

10. PROFILE OF THE TYPICAL INVESTOR

Each Investor in the Sub-fund shall:

- (a) have the knowledge of, and the investment experience in, financial products which use derivatives and/or derivative strategies (such as the Sub-fund) and financial markets generally;
- (b) understand and evaluate the Strategy, characteristics and risks of the Sub-fund in order to make an informed investment decision.

11. SPECIFIC RISK FACTORS

11.1 Investors should refer to the risk factors set out in Section 19 of the General Section and are in particular invited to consider the following risk factors further described in Section 19 of the General Section:

- (a) Market volatility;
- (b) Conflict of interest;
- (c) Commodity market risk;
- (d) Interest rates;
- (e) Risks in transactions in currencies;
- (f) Use of financial derivative instruments (including the specific Synthetic Short Selling risk and the specific Synthetic Leverage risk as some of the Sub-fund strategies may be based on a long/short model).

11.2 In addition, investors should carefully review the following risk disclaimer that is specific to the Sub-fund:

Risks related to the algorithms used for the calculation of the Strategy

11.3 The allocation model used by the Strategy, as well as the several risk premia strategies models, are based on certain criteria for yielding and risk calculation based on historical results. It is therefore possible that the models are not fully efficient, as past situations may not necessarily be reproduced in the future. The use of these models is consequently not a guarantee for future results of the Strategy.

SPECIAL SECTION 12 – THEAM QUANT – EQUITY WORLD EMPLOYEE SCHEME

This Special Section must be read in conjunction with the General Section of the Prospectus. This Special Section refers only to the THEAM Quant – Equity World Employee Scheme (the **Sub-fund**).

1. INVESTMENT OBJECTIVE AND INVESTMENT POLICY

- 1.1 The objective of the Sub-fund is to increase the value of its assets over the long term by being exposed to the BNP Paribas WRE Total Return Index. The exposure to the BNP Paribas WRE Total Return Index will however be adapted through a systematic volatility control mechanism as described below. Thanks to this mechanism and during a period of three years starting from the Initial Subscription Date (the **Initial Period**), the volatility of the Sub-fund will be maintained to a low level whereas, after the Initial Period, the volatility of the Sub-fund will be higher.
- 1.2 The Sub-fund will not invest more than 10% of its net assets in units or shares of UCITS or other UCIs.

2. STRATEGY

- 2.1 In order to achieve its investment objective, the Sub-fund implements a systematic strategy (the **Strategy**) that offers a dynamic exposure to the BNP Paribas WRE Total Return Index (the **Strategy Index**) with a variable level of volatility.
- 2.2 The objective of the model used to build the Strategy Index is to select stocks using a Return/Outlook/Valuation approach. The objective is to examine the investment universe in order to identify the stocks benefiting from a sustainable business model, favourable outlook and attractive valuation. The investment universe of the Strategy Index is composed of the renewable energy equity market of the countries present in the MSCI World Countries Index.
- 2.3 The Strategy benefits from a systematic risk control mechanism which aims at keeping volatility of the Strategy at a specific volatility level in quantitatively adjusting the exposure to the Strategy Index on a daily basis. The volatility level is set at 3% during the Initial Period and will be set to 28% from the end of the Initial Period. Therefore, due to this high difference of volatility level between those two periods, the Sub-fund will be mostly exposed to less risky assets during the Initial Period and subsequently mainly exposed to the Strategy Index performance after the end of that Initial Period.
- 2.4 The Strategy Index to which the Strategy will be exposed is the BNP Paribas WRE Total Return Index (Bloomberg Code: BNPIRETE Index). The Strategy Index is a BNP Paribas proprietary index, calculated, published and maintained by Solactive AG. The objective of the Strategy Index is to select, through a quantitative allocation mechanism based on fundamental criteria, stock from companies producing energy from renewable resources. It was established in October 2007. The Strategy Index is rebalanced twice annually using a specific algorithm. The rebalancing of the Strategy Index does not involve any cost for the Strategy Index. For further information on the Strategy Index, investors are invited to consult the following website: <https://indices-globalmarkets.bnpparibas.com>. The complete breakdown of the Strategy Index and performance information are available on the same page. The Strategy Index calculation method is available directly at: <https://indices-globalmarkets.bnpparibas.com/nr/RETETR.pdf>. Investors may obtain a paper version of the Strategy Index rulebook within one week on written request to THEAM TSA 47000 – 75 318 Paris Cedex 09. E-mail: THEAM.sales.support@bnpparibas.com.
- 2.5 The Sub-fund will not make use of the increased diversification limits provided for in article 44 of the 2010 Act and further described under Section 3.15 of the General Section.

- 2.6 The Strategy is implemented according to a Synthetic Replication Policy, through the conclusion of OTC Derivatives.
- 2.7 The Synthetic Replication Policy implies that the Sub-fund either (i) invests its assets in Transferable Securities or Money Market Instruments (the **Financing Assets**) and exchanges the performance of up to 100% of the Financing Assets through OTC Derivatives to gain exposure to the Strategy or (ii) concludes an OTC Derivative with an initial exchange of the net proceeds of the issue of Shares in order to gain exposure to the Strategy. The Underlying Assets consist of the Strategy Index.
- 2.8 The Sub-fund may also invest in any other Transferable Securities, cash and, within a limit of 10% of its net assets, in UCITS and/or other UCIs.
- 2.9 The Sub-fund may use EPM Techniques.

3. GLOBAL EXPOSURE

The Sub-fund uses the commitment approach to monitor its global exposure.

4. BUSINESS DAY - VALUATION DAY

For the purpose of this Special Section, a **Valuation Day** means a Business Day on which the New York and London stock exchanges are open during the whole day (excluding Saturdays and Sundays and Luxembourg and French public holidays).

5. LAUNCH DATE

15 April 2015.

6. CLASSES

The following Classes, once activated, will be available for subscription by investors:

| Class | Distribution policy | ISIN code | Reference Currency | Dividend | Target subscribers | Minimum Holding Amount ⁽¹⁾ | Initial Net Asset Value |
|-------|---------------------|--------------|--------------------|----------|--------------------|---------------------------------------|-------------------------|
| C | ACC | LU1184722848 | EUR | No | All | None | EUR 100 |

(1) The applicable Minimum Holding Amount may be waived or varied on a case-by-case basis, by the Company or the Management Company.

7. FEES AND COSTS

7.1 Subscription Fee, Conversion Fee and Redemption Fee

| Class | Subscription Fee (maximum) | Conversion Fee (maximum) ⁽¹⁾ | Redemption Fee (maximum) |
|----------|----------------------------|---|--------------------------|
| C shares | 5.00% | 5.00% | None |

(1) In the event of conversion to a sub-fund with a higher subscription fee, the difference may be payable.

7.2 Annual fees and costs payable by the Sub-fund

| Class | Management Company Fee (maximum) | Distribution Fee (maximum) | Performance Fee | Other Fees (maximum) | Taxe d'abonnement ⁽¹⁾ (subscription tax) |
|----------|----------------------------------|----------------------------|-----------------|----------------------|---|
| C shares | 0.35% | No | No | 0.10% | 0.05% |

(1) In addition, the Sub-fund may be subject to foreign UCI's tax, and/or other regulators levy, in the country where the sub-fund is registered for distribution;

8. SUBSCRIPTION AND REDEMPTION PROCESS

Initial subscriptions

- 8.1 The Initial Subscription Date is the Class Launch Date. Subscription requests for the Initial Subscription Date must be sent in writing to the Administrative Agent and be received by the Administrative Agent by 4.00 pm (CET) (the **Subscription Cut-Off Time**) at the latest on the day preceding the Initial Subscription Date.
- 8.2 Investors for which the subscription documents have been accepted on the Initial Subscription Date will be required to deliver to the account of the Depositary cleared funds for the full amount of their subscription pursuant to their subscription documents on the Initial Subscription Date. If the Depositary does not receive the funds in time the purchase order may be cancelled and the funds returned to the Investor without interest.
- 8.3 The investor will be liable for the costs of late or non-payment in which case the Management Company will have the power to redeem all or part of the Investor's holding of Shares in the Sub-fund (if any) in order to meet such costs. In circumstances where the Management Company at its absolute discretion regards it not practical or feasible to recoup a loss from an applicant for Shares, any losses incurred by the Sub-fund due to late or non-payment of the subscription proceeds in respect of subscription applications received will be borne by the Sub-fund.

Ongoing subscriptions – Subscription Cut-off Time

- 8.4 After the Initial Subscription Date of the Class, subscriptions can be made on any Valuation Day. Subscription requests in respect of a Valuation Day can be made to the Administrative Agent before 4.00 pm (CET) at the latest on the day preceding the relevant Valuation Day (the **Subscription Cut-off Time**).

Redemptions – Redemption Cut-off Time

- 8.5 Redemptions can be made on any Valuation Day. Redemption requests for Shares in part or in whole in respect of a Valuation Day can be made to the Administrative Agent before 4.00 pm (CET) at the latest on the day preceding the relevant Valuation Day (the **Redemption Cut-off Time**).
- 8.6 Payment of the redemption proceeds will be made generally 3 Business Days following the relevant Valuation Day.

9. REFERENCE CURRENCY AND HEDGING

The Reference Currency of the Sub-fund is the EUR.

10. PROFILE OF THE TYPICAL INVESTOR

Each Investor in the Sub-fund shall:

- (a) have the knowledge of, and the investment experience in, financial products which use derivatives and/or derivative strategies (such as the Sub-fund) and financial markets generally;
- (b) understand and evaluate the Strategy, characteristics and risks of the Sub-fund in order to make an informed investment decision.

11. SPECIFIC RISK FACTORS

11.1 Investors should refer to the risk factors set out in Section 19 of the General Section and are in particular invited to consider the following risk factors further described in Section 19 of the General Section:

- (a) Conflict of interest;
- (b) Equities;
- (c) Market Volatility;
- (d) Use of Financial Derivative Instruments.

11.2 In addition, Investors should carefully review the following risk disclaimer that is specific to the Sub-fund:

Risks related to the algorithm used for the calculation of the Strategy Index

11.3 The model used to determine the allocation of the Strategy Index is based on systematic, quantitative mechanisms. There is a risk that the model will not be efficient as there is no guarantee that the indicators defined will be relevant in the future. They are defined partly on the basis of historical data and there is nothing to guarantee that previous market situations will repeat themselves in the future.

SPECIAL SECTION 13 – THEAM QUANT – EQUITY EUROPE GURU

This Special Section must be read in conjunction with the General Section of the Prospectus. This Special Section refers only to the THEAM Quant - Equity Europe GURU⁶ (the **Sub-fund**).

1. INVESTMENT OBJECTIVE AND INVESTMENT POLICY

- 1.1 The objective of the Sub-fund is to increase the value of its assets over the medium term by being exposed to a dynamic basket of equities listed on European markets or operating on these markets, the components of which are chosen using a systematic selection method based on a fundamental analysis of companies.
- 1.2 The Sub-fund will not invest more than 10% of its net assets in units or shares of UCITS or other UCIs.

2. STRATEGY

- 2.1 In order to achieve its investment objective, the Sub-fund implements a quantitative investment strategy (the **Strategy**) that takes long positions on a diversified basket composed of European markets equities through the BNP Paribas GURUTM Equity Europe Long Total Return Index (the **Strategy Index**).
- 2.2 The objective of the model used to build the Strategy Index is to select stocks using a Profitability/Outlook/Valuation approach. The objective is to examine the investment universe in order to identify the stocks benefiting from a sustainable business model, favourable outlook and attractive valuation. The investment universe of the Strategy Index is composed of Europe's markets largest stock market capitalisations offering satisfactory liquidity conditions.
- 2.3 The Strategy Index benefits from a risk control mechanism which aims at keeping volatility of the Strategy Index below 32% and consists of systematically adjusting exposure to the equity basket on a daily basis with any balance invested in non-risky assets. The exposure shall nevertheless not fall below 70%.
- 2.4 The BNP Paribas GURUTM Equity Europe Long Total Return Index (Bloomberg code: BNPGELTR index) is an index denominated in EUR, calculated with net dividends reinvested. The Strategy Index is a diversified index representing a dynamic investment in a basket of European markets equities. The Strategy Index is based on a systematic model developed by BNP Paribas and is rebalanced every month using a specific algorithm. The rebalancing of the Strategy Index does not involve any cost for the Strategy Index. The Strategy Index is calculated by Solactive AG. It was established in December 2008. For further information on the Strategy Index, investors are invited to consult the following website: <https://indices-globalmarkets.bnpparibas.com>. The complete breakdown of this index and performance information are available on the same page. The index calculation method is available directly at: <https://indices-globalmarkets.bnpparibas.com/nr/GELMTR.pdf>. Investors may obtain a paper version of the Strategy Index rulebook within one week on written request to THEAM TSA 47000 – 75 318 Paris Cedex 09. E-mail: THEAM.sales.support@bnpparibas.com.
- 2.5 The Sub-fund will not make use of the increased diversification limits provided for in article 44 of the 2010 Act and further described under Section 3.15 of the General Section.

⁶ GURU is a trade mark of BNP Paribas.

- 2.6 The Strategy is implemented either according to a Synthetic Replication Policy, through the conclusion of OTC Derivatives or in cash by investing directly in the basket of equities that make up the index.
- 2.7 If the Strategy is implemented according to the Synthetic Replication Policy, the Sub-fund will invest its assets in Transferable Securities or Money Market Instruments (the **Financing Assets**) and exchange the performance of up to 100% of the Financing Assets through OTC Derivatives to gain exposure to the Strategy Index. The Underlying Assets mainly consist of the Strategy Index.
- 2.8 The Sub-fund invests at all times at least 75% of its net assets in equities issued by companies that have their registered office in a Member State of the European Economic Area, other than non-cooperative countries in the fight against fraud and tax evasion. The remainder, namely 25% of its assets maximum, may be invested in any other Transferable Securities, in derivatives, Money Market Instruments and/or cash, and also, within a limit of 15% of its net assets, in debt securities of any kind, and within a limit of 10% of its net assets, in UCITS and/or UCIs.
- 2.9 The Sub-fund may use EPM Techniques.

3. GLOBAL EXPOSURE

The Sub-fund uses the commitment approach to monitor its global exposure.

4. BUSINESS DAY - VALUATION DAY

For the purpose of this Special Section, a **Valuation Day** means a Business Day on which stock exchanges are open during the whole day in France, United Kingdom, Germany, Sweden, Italy, Switzerland, Norway and Denmark (excluding Saturdays and Sundays and Luxembourg and French public holidays).

5. LAUNCH DATE

The Sub-fund was launched on the 14 January 2016 by the merger with the French *fonds commun de placement* THEAM Quant Equity Europe Guru created on the 7 May 2009.

6. CLASSES

The following Classes⁽⁵⁾, once activated, will be available for subscription by investors:

| Class | Distribution policy | ISIN code | Reference Currency | Dividend | Target subscribers | Minimum Holding Amount ⁽¹⁾ | Initial Net Asset Value |
|---------------------|---------------------|--------------|--------------------|----------|--------------------|---------------------------------------|--|
| N | ACC | LU1235104020 | EUR | No | All | None | Net asset value of the E units of THEAM Quant Equity Europe Guru at the merger date divided by 10* |
| C | ACC | LU1235104293 | EUR | Non | All | None | Net asset value of the B units of THEAM Quant Equity Europe Guru at the merger date divided by 10* |
| C | DIS | LU1235104376 | EUR | Yes | All | None | EUR 100 |
| C SD ⁽⁴⁾ | DIS | LU1329018722 | EUR | Yes | All | None | EUR 100 |
| C USD | ACC | LU1235104459 | USD | No | All | None | USD 100 |

| Class | Distribution policy | ISIN code | Reference Currency | Dividend | Target subscribers | Minimum Holding Amount ⁽¹⁾ | Initial Net Asset Value |
|-----------------|---------------------|--------------|--------------------|----------|-------------------------|---|--|
| C USD H | ACC | LU1235104533 | USD | No | All | None | USD 100 |
| C CHF H | ACC | LU1235104616 | CHF | No | All | None | CHF 100 |
| Privilege | ACC | LU1235104707 | EUR | Non | All | EUR 1,000,000 Portfolio Managers: none | EUR 100 |
| Privilege | DIS | LU1235104889 | EUR | Yes | All | EUR 1,000,000 Portfolio Managers: none | EUR 100 |
| Privilege USD | ACC | LU1235104962 | USD | No | All | EUR 1,000,000 or equivalent Portfolio Managers: none | USD 100 |
| Privilege USD H | ACC | LU1235105001 | USD | No | All | EUR 1,000,000 or equivalent Portfolio Managers: none | USD 100 |
| Privilege GBP | ACC | LU1235105183 | GBP | No | All | EUR 1,000,000 or equivalent Portfolio Managers: none | GBP 100 |
| Privilege CHF | ACC | LU1235105266 | CHF | No | All | EUR 1,000,000 or equivalent Portfolio Managers: none | CHF 100 |
| R GBP H | ACC | LU1235105340 | GBP | No | All ⁽²⁾ | None | GBP 100 |
| R GBP H | DIS | LU1235105423 | GBP | Yes | All ⁽²⁾ | None | GBP 100 |
| Life | ACC | LU1235105696 | EUR | No | AG Insurance | None | EUR 100 |
| I | ACC | LU1235105779 | EUR | No | Institutional Investors | EUR 100 000 UCI: none | Net asset value of the A units of THEAM Quant Equity Europe Guru at the merger date divided by 10* |
| I | DIS | LU1235105852 | EUR | Yes | Institutional Investors | EUR 100 000 UCI: none | EUR 100 |
| I USD | ACC | LU1235105936 | USD | No | Institutional Investors | EUR 100 000 or equivalent UCI: none | USD 100 |
| I USD H | ACC | LU1235106074 | USD | No | Institutional Investors | EUR 100 000 or equivalent UCI: none | USD 100 |
| I CHF H | ACC | LU1235106157 | CHF | No | Institutional Investors | EUR 100 000 or equivalent UCI: none | CHF 100 |
| I GBP | ACC | LU1235106231 | GBP | No | Institutional Investors | EUR 100 000 or equivalent UCI: none | GBP 100 |
| I GBP | DIS | LU1235106314 | GBP | Yes | Institutional Investors | EUR 100 000 or equivalent UCI: none | GBP 100 |
| I SEK | ACC | LU1235106405 | SEK | No | Institutional Investors | EUR 100 000 or equivalent UCI: none | SEK 100 |
| I NOK | ACC | LU1235106587 | NOK | No | Institutional Investors | EUR 100 000 or equivalent UCI: none | NOK 100 |

| Class | Distribution policy | ISIN code | Reference Currency | Dividend | Target subscribers | Minimum Holding Amount ⁽¹⁾ | Initial Net Asset Value |
|---------|---------------------|--------------|--------------------|----------|-------------------------|--|-------------------------|
| J EUR | ACC | LU1480592689 | EUR | No | Institutional Investors | EUR 10 million ⁽³⁾ UCI: None | EUR 100 |
| J GBP H | ACC | LU1542715039 | GBP | No | Institutional Investors | EUR 10 million or equivalent ⁽³⁾ UCI: None | GBP 100 |
| M | ACC | LU1235106660 | EUR | No | Institutional Investors | EUR 50 million ⁽³⁾ | EUR 100 |
| X | ACC | LU1235106744 | EUR | No | Authorised Investors | EUR 5 million | EUR 100 |

(1) The applicable Minimum Holding Amount may be waived or varied on a case-by-case basis, by the Company or the Management Company.

(2) Only in the countries where the Management Company has decided to market and/or register (if relevant) the Class.

(3) Regarding J and M shares, minimum subscription conditions are assessed on the basis of the total investment, irrespective of currency

(4) The acronym "SD" stands for the French term "super distribuable". SD Classes may distribute dividends on a more frequent basis than other distribution classes.

(5) Each one of the above Classes may only be activated with prior approval of the Board or of the Management Company.

* See Section 8.2 below.

7. FEES AND COSTS

7.1 Subscription Fee, Conversion Fee and Redemption Fee

| Class | Subscription Fee (maximum) | Conversion Fee (maximum) ⁽¹⁾ | Redemption Fee (maximum) |
|------------------|----------------------------|---|--------------------------|
| N shares | 0.00% | 1.50% | None |
| C shares | 3.00% | 1.50% | None |
| Privilege Shares | 3.00% | 1.50% | None |
| R shares | 3.00% | 1.50% | None |
| Life shares | 0.00% | 1.50% | None |
| I Shares | 0.00% | 1.50% | None |
| J shares | 0.00% | 1.50% | None |
| M shares | 0.00% | 1.50% | None |
| X shares | 0.00% | 1.50% | None |

(1) In the event of conversion to a sub-fund with a higher subscription fee, the difference may be payable.

7.2 Annual fees and costs payable by the Sub-fund

| Class | Management Company Fee (maximum) | Distribution Fee (maximum) | Performance Fee | Other Fees (maximum) | Taxe d'abonnement ⁽¹⁾ (subscription tax) |
|------------------|----------------------------------|----------------------------|-----------------|----------------------|---|
| N shares | 1.50% | 0.50% | No | 0.35% | 0.05% |
| C shares | 1.50% | No | No | 0.35% | 0.05% |
| Privilege shares | 0.85% | No | No | 0.35% | 0.05% |
| R shares | 0.85% | No | No | 0.35% | 0.05% |
| Life shares | 1.385% | No | No | 0.27% | 0.01% |
| I shares | 0.65% | No | No | 0.25% | 0.01% |
| J shares | 0.40% | No | No | 0.35% | 0.01% |
| M shares | 0.40% | No | No | 0.25% | 0.01% |
| X shares | 0.00% | No | No | 0.35% | 0.01% |

(1) In addition, the Sub-fund may be subject to foreign UCI's tax, and/or other regulators levy, in the country where the sub-fund is registered for distribution

8. SUBSCRIPTION AND REDEMPTION PROCESS

Initial subscriptions

- 8.1 The Initial Subscription Date of each of the Class is the Class Launch Date. Subscription requests for the Initial Subscription Date must be sent in writing to the Administrative Agent and be received by the Administrative Agent by 12.00 pm (CET) (the **Subscription Cut-Off Time**) at the latest on the day of the Initial Subscription Date.
- 8.2 On the Initial Subscription Date of Class C ACC, Class I ACC, and Class N ACC Shares, all the assets of THEAM Quant Equity Europe Guru, a French *fonds commun de placement* subject to the UCITS Directive have been contributed to the Sub-fund. THEAM Quant Equity Europe Guru has been dissolved without going into liquidation further to this merger. In exchange, the contributing investors of THEAM Quant Equity Europe Guru have received Shares in the Sub-fund on the basis of the exchange ratio determined as of the effective date of the merger for the corresponding Class. The Shares in the Sub-fund issued further to the contribution have been issued at a price equal to the net asset value per unit of existing units of THEAM Quant Equity Europe Guru as of the effective date of the merger, divided by 10 and rounded down to the second decimal. As a result, the exchange ratio has then been rounded down to the eighth decimal:

| Contributed class | Sub-fund Class |
|-------------------|----------------|
| B | C ACC |
| A | I ACC |
| E | N ACC |

- 8.3 Class C ACC, Class I ACC and Class N ACC Shares benefit from the track record of the relevant contributed class of THEAM Quant Equity Europe Guru.
- 8.4 Investors for which the subscription documents have been accepted on the Initial Subscription Date will be required to deliver to the account of the Depositary cleared funds for the full amount of their subscription pursuant to their subscription documents on the Initial Subscription Date. If the Depositary does not receive the funds in time the purchase order may be cancelled and the funds returned to the Investor without interest.
- 8.5 The investor will be liable for the costs of late or non-payment in which case the Management Company will have the power to redeem all or part of the Investor's holding of Shares in the Sub-fund (if any) in order to meet such costs. In circumstances where the Management Company at its absolute discretion regards it not practical or feasible to recoup a loss from an applicant for Shares, any losses incurred by the Sub-fund due to late or non-payment of the subscription proceeds in respect of subscription applications received will be borne by the Sub-fund.

Ongoing subscriptions – Subscription Cut-off Time

- 8.6 After the Initial Subscription Date of a Class, subscriptions can be made on any Valuation Day. Subscription requests in respect of a Valuation Day can be made to the Administrative Agent before 12.00 pm (CET) at the latest on the relevant Valuation Day (the **Subscription Cut-off Time**).

Redemptions – Redemption Cut-off Time

- 8.7 Redemptions can be made on any Valuation Day. Redemption requests for Shares in part or in whole in respect of a Valuation Day can be made to the Administrative Agent before 12.00 pm (CET) at the latest on the relevant Valuation Day (the **Redemption Cut-off Time**).

- 8.8 Payment of the redemption proceeds will be made generally 3 Business Days following the relevant Valuation Day.

9. REFERENCE CURRENCY AND HEDGING

The Reference Currency of the Sub-fund is the EUR.

10. PROFILE OF THE TYPICAL INVESTOR

Each Investor in the Sub-fund shall understand and evaluate the Strategy, characteristics and risks of the Sub-fund in order to make an informed investment decision.

11. SPECIFIC RISK FACTORS

- 11.1 Investors should refer to the risk factors set out in Section 19 of the General Section and are in particular invited to consider the following risk factors further described in Section 19 of the General Section:

- (a) Equities;
- (b) Market volatility;
- (c) Conflicts of interest;
- (d) Use of financial derivative instruments.

- 11.2 In addition, Investors should carefully review the following risks disclaimer that are specific to the Sub-fund:

Risks related to the model used by the Strategy Index

- 11.3 The model used to determine the allocation of the Strategy Index is based on fundamental criteria designed to identify the stocks benefiting from a sustainable business model, favourable outlook and attractive valuation in the investment universe. There is a risk that the model will not be efficient as there is no guarantee that the indicators defined will be relevant in the future. They are defined partly on the basis of historical data and there is nothing to guarantee that previous market situations will repeat themselves in the future.

SPECIAL SECTION 14 – THEAM QUANT – EQUITY WORLD GURU

This Special Section must be read in conjunction with the General Section of the Prospectus. This Special Section refers only to the THEAM Quant - Equity World GURU⁷ (the **Sub-fund**).

1. INVESTMENT OBJECTIVE AND INVESTMENT POLICY

- 1.1 The objective of the Sub-fund is to increase the value of its assets over the medium term by being exposed to a dynamic basket of equities listed on worldwide markets or operating on these markets, the components of which are chosen using a systematic selection method based on a fundamental analysis of companies.
- 1.2 The Sub-fund will not invest more than 10% of its net assets in units or shares of UCITS or other UCIs.

2. STRATEGY

- 2.1 In order to achieve its investment objective, the Sub-fund implements a quantitative investment strategy (the **Strategy**) that takes long positions on a diversified basket composed of worldwide markets equities through the BNP Paribas GURUTM Equity All Country Long TR volcap 32 Index (the **Strategy Index**).
- 2.2 The objective of the model used to build the Strategy Index is to select stocks using a Profitability/Outlook/Valuation approach. The objective is to examine the investment universe in order to identify the stocks benefiting from a sustainable business model, favourable outlook and attractive valuation. The investment universe of the Strategy Index is composed of world's markets largest stock market capitalisations offering satisfactory liquidity conditions.
- 2.3 The Strategy Index benefits from a risk control mechanism which aims at keeping volatility of the Strategy Index below 32% and consists of systematically adjusting exposure to the equity basket on a daily basis with any balance invested in non-risky assets. The exposure shall nevertheless not fall below 70%.
- 2.4 The BNP Paribas GURUTM Equity All Country Long TR volcap 32 Index (Bloomberg code: BNPIGWAT index) is an index denominated in USD, calculated with net dividends reinvested. The Strategy Index is a diversified index representing a dynamic investment in a basket of Worldwide markets equities. The Strategy Index is based on a systematic model developed by BNP Paribas and is rebalanced every month using a specific algorithm. The Strategy Index is calculated by Solactive AG. It was established in December 2008. For further information on the Strategy Index, investors are invited to consult the following website: <https://indices-globalmarkets.bnpparibas.com>. The complete breakdown of this index and performance information are available on the same page. The index calculation method is available directly at: <https://indices-globalmarkets.bnpparibas.com/nr/GWATTR.pdf>. Investors may obtain a paper version of the Strategy Index rulebook within one week on written request to THEAM TSA 47000 – 75 318 Paris Cedex 09. E-mail: THEAM.sales.support@bnpparibas.com.
- 2.5 The performance of the Strategy Index (and indirectly that of the Sub-fund) will be reduced by:
 - (a) annual replication costs linked to the monthly readjustment of each portfolio and innovation fees and liquidity costs equal to 0.30%, applied to the exposure to the Strategy (i.e., approximately 100% of the NAV of the Sub-fund); and

⁷ GURU is a trade mark of BNP Paribas.

- (b) costs of 0.15% resulting from management of the volatility control mechanism which will only be applied to the portion of the portfolio readjusted for this purpose (this mechanism enables shareholders to be protected in the event that volatility becomes too high).

- 2.6 The Sub-fund will not make use of the increased diversification limits provided for in article 44 of the 2010 Act and further described under Section 3.15 of the General Section.
- 2.7 The Strategy will be implemented either according to a Synthetic Replication Policy, through the conclusion of OTC Derivatives or in cash by investing directly in the basket of equities that make up the index.
- 2.8 If the Strategy is implemented according to the Synthetic Replication Policy, the Sub-fund will invest its assets in Transferable Securities or Money Market Instruments (the **Financing Assets**) and exchange the performance of up to 100% of the Financing Assets through OTC Derivatives to gain exposure to the Strategy Index. The Underlying Assets will mainly consist of the Strategy Index.
- 2.9 The Sub-fund invests at all times at least 75% of its net assets in equities and/or securities treated as equivalent to equities issued by companies of any country, other than non-cooperative countries in the fight against fraud and tax evasion. The remainder, namely 25% of its assets maximum, may be invested in any other Transferable Securities, in derivatives, Money Market Instruments and/or cash, and also, within a limit of 15% of its net assets, in debt securities of any kind, and within a limit of 10% of its net assets, in UCITS and/or UCIs.
- 2.10 The Sub-fund may use EPM Techniques.

3. GLOBAL EXPOSURE

The Sub-fund will use the commitment approach to monitor its global exposure.

4. BUSINESS DAY - VALUATION DAY

For the purpose of this Special Section, a Valuation Day means any Business Day except if one or several stock exchanges that provide 10% or more of the sub-fund's equity exposure are closed or are expected to close. However, it is still possible for the management company to publish a net asset value on a given business day even if this 10% threshold is exceeded.

5. LAUNCH DATE

The Sub-fund is not yet launched at the date of this prospectus. It will be launched upon decision of the Board.

"I PlusCAP" class of shares was launched on 17 September 2015 in the sub-fund "Quant Equity World GURU" of the SICAV Parworld, a Luxembourg SICAV subject to part I of the 2010 Act with registered office at 60, avenue J.F. Kennedy, L-1855 Luxembourg, Grand Duchy of Luxembourg. Upon decision of the Board to launch the Sub-fund, the "I PlusCAP" class of shares (and all shares in that class) will be merged into Class I ACC of the Sub-fund.

6. CLASSES

The following Classes⁽⁴⁾, once activated, will be available for subscription by investors:

| Class | Distribution policy | ISIN code | Reference Currency | Dividend | Target subscribers | Minimum Holding Amount ⁽¹⁾ | Initial Net Asset Value |
|-------|---------------------|-----------|--------------------|----------|--------------------|---------------------------------------|-------------------------|
|-------|---------------------|-----------|--------------------|----------|--------------------|---------------------------------------|-------------------------|

| Class | Distribution policy | ISIN code | Reference Currency | Dividend | Target subscribers | Minimum Holding Amount ⁽¹⁾ | Initial Net Asset Value |
|-----------------|---------------------|--------------|--------------------|----------|--------------------|--|-------------------------|
| N | ACC | LU1235106827 | USD | No | All | None | USD 100 |
| C | ACC | LU1235107049 | USD | No | All | None | USD 100 |
| C | DIS | LU1235107122 | USD | Yes | All | None | USD 100 |
| C EUR | ACC | LU1235107395 | EUR | No | All | None | EUR 100 |
| C EUR | DIS | LU1235107478 | EUR | Yes | All | None | EUR 100 |
| C EUR H | ACC | LU1235107551 | EUR | No | All | None | EUR 100 |
| C CHF H | ACC | LU1235107635 | CHF | No | All | None | CHF 100 |
| C SEK H | ACC | LU1235107718 | SEK | No | All | None | SEK 100 |
| C NOK H | ACC | LU1235107809 | NOK | No | All | None | NOK 100 |
| C SGD | ACC | LU1235107981 | SGD | No | All | None | SGD 100 |
| C HKD | ACC | LU1235108013 | HKD | No | All | None | HKD 100 |
| R GBP | ACC | LU1235108104 | GBP | No | All ⁽²⁾ | None | GBP 100 |
| R GBP | DIS | LU1235108286 | GBP | Yes | All ⁽²⁾ | None | GBP 100 |
| Life EUR | ACC | LU1235108369 | EUR | No | AG Insurance | None | EUR 100 |
| Life EUR H | ACC | LU1329018995 | EUR | No | AG Insurance | None | EUR100 |
| Privilege | ACC | LU1235108443 | USD | No | All | USD 1,000,000,- Portfolio Managers: none | USD 100 |
| Privilege | DIS | LU1235108526 | USD | Yes | All | USD 1,000,000,- Portfolio Managers: none | USD 100 |
| Privilege EUR | ACC | LU1235108799 | EUR | No | All | USD 1,000,000 or equivalent, Portfolio Managers: none | EUR 100 |
| Privilege EUR H | ACC | LU1235108872 | EUR | No | All | USD 1,000,000 or equivalent, Portfolio Managers: none | EUR 100 |
| Privilege CHF | ACC | LU1235108955 | CHF | No | All | USD 1,000,000 or equivalent, Portfolio Managers: none | CHF 100 |

| Class | Distribution policy | ISIN code | Reference Currency | Dividend | Target subscribers | Minimum Holding Amount ⁽¹⁾ | Initial Net Asset Value |
|---------------|---------------------|--------------|--------------------|----------|-------------------------|---|--|
| Privilege GBP | ACC | LU1235109094 | GBP | No | All | USD 1,000,000 or equivalent, Portfolio Managers: none | GBP 100 |
| I | ACC | LU1235109177 | USD | No | Institutional Investors | USD 100 000 UCI: none | Net asset value of the I Plus CAP units of Parworld - Quant Equity World Guru at the merger date |
| I | DIS | LU1235109250 | USD | Yes | Institutional Investors | USD 100 000 UCI: none | USD 100 |
| I EUR | ACC | LU1235109334 | EUR | No | Institutional Investors | USD 100 000 or equivalent UCI: none | EUR 100 |
| I EUR H | ACC | LU1235109417 | EUR | No | Institutional Investors | USD 100 000 or equivalent UCI: none | EUR 100 |
| I CHF H | ACC | LU1235109508 | CHF | No | Institutional Investors | USD 100 000 or equivalent UCI: none | CHF 100 |
| I GBP | DIS | LU1235109680 | GBP | Yes | Institutional Investors | USD 100 000 or equivalent UCI: none | GBP 100 |
| I GBP | ACC | LU1235109763 | GBP | No | Institutional Investors | USD 100 000 or equivalent UCI: none | GBP 100 |
| I SEK | ACC | LU1235109847 | SEK | No | Institutional Investors | USD 100 000 or equivalent UCI: none | SEK 100 |
| I NOK | ACC | LU1235109920 | NOK | No | Institutional Investors | USD 100 000 or equivalent UCI: none | NOK 100 |
| I SGD | ACC | LU1235110001 | SGD | No | Institutional Investors | USD 100 000 or equivalent UCI: none | SGD 100 |
| I HKD | ACC | LU1235110183 | HKD | No | Institutional Investors | USD 100 000 or equivalent UCI: none | HKD 100 |
| J | ACC | LU1235110266 | USD | No | Institutional Investors | USD 10 million ⁽³⁾ UCI: None | USD 100 |
| M | ACC | LU1235110340 | USD | No | Institutional Investors | USD 50 million ⁽³⁾ | USD 100 |
| X | ACC | LU1235110423 | USD | No | Authorised Investors | None | USD 100 |

(1) The applicable Minimum Holding Amount may be waived or varied on a case-by-case basis, by the Company or the Management Company.

(2) Only in the countries where the Management Company has decided to market and/or register (if relevant) the Class

(3) Regarding J and M shares, minimum subscription conditions are assessed on the basis of the total investment, irrespective of currency

(4) Each one of the above Classes may only be activated with prior approval of the Board or of the Management Company.

* See Section 8.2 below.

7. FEES AND COSTS

7.1 Subscription Fee, Conversion Fee and Redemption Fee

| Class | Subscription Fee (maximum) | Conversion Fee (maximum) ⁽¹⁾ | Redemption Fee (maximum) |
|------------------|----------------------------|---|--------------------------|
| N shares | 0.00% | 1.50% | None |
| C shares | 3.00% | 1.50% | None |
| R Shares | 3.00% | 1.50% | None |
| Life shares | 0.00% | 1.50% | None |
| Privilege Shares | 3.00% | 1.50% | None |
| I Shares | 0.00% | 1.50% | None |
| J shares | 0.00% | 1.50% | None |
| M shares | 0.00% | 1.50% | None |
| X shares | 0.00% | 0.00% | None |

(1) In the event of conversion to a sub-fund with a higher subscription fee, the difference may be payable.

7.2 Annual fees and costs payable by the Sub-fund

| Class | Management Company Fee (maximum) | Distribution Fee (maximum) | Performance Fee | Other Fees (maximum) | Taxe d'abonnement ⁽¹⁾ (subscription tax) |
|------------------|----------------------------------|----------------------------|-----------------|----------------------|---|
| N shares | 1.50% | 0.75% | No | 0.40% | 0.05% |
| C shares | 1.50% | No | No | 0.40% | 0.05% |
| R shares | 0.85% | No | No | 0.40% | 0.05% |
| Life shares | 1.385% | No | No | 0.32% | 0.01% |
| Privilege Shares | 0.85% | No | No | 0.40% | 0.05% |
| I Shares | 0.65% | No | No | 0.35% | 0.01% |
| J shares | 0.40% | No | No | 0.35% | 0.01% |
| M shares | 0.40% | No | No | 0.25% | 0.01% |
| X shares | 0.00% | No | No | 0.35% | 0.01% |

(1) In addition, the Sub-fund may be subject to foreign UCI's tax, and/or other regulators levy, in the country where the sub-fund is registered for distribution

8. SUBSCRIPTION AND REDEMPTION PROCESS

Initial subscriptions

- 8.1 The Initial Subscription Date of each of the Class is the Class Launch Date. Subscription requests for the Initial Subscription Date must be sent in writing to the Administrative Agent and be received by the Administrative Agent by 4.00 pm (CET) (the **Subscription Cut-Off Time**) at the latest on the Business Day preceding the Initial Subscription Date.
- 8.2 On the Initial Subscription Date of Class I ACC Shares, the assets under management of Class I Plus CAP of Parworld Quant Equity World Guru, a Luxembourg Sub-fund of the SICAV Parworld subject to the UCITS Directive will be contributed to the Sub-fund. The contributing investors of Parworld Quant Equity World Guru Class I Plus CAP will receive Shares in the Sub-fund on the basis of the exchange ratio determined as of the effective date of the merger for the corresponding Class. The Shares in the Sub-fund issued further to the contribution will be issued at a price equal to the net asset value per share of the I Plus CAP class of shares of Parworld Quant Equity World Guru as of the effective date of the merger.

| Contributed class | Sub-fund Class |
|-------------------|----------------|
| I Plus CAP | I ACC |

- 8.3 Class I ACC Shares benefit from the track record of the contributed class of Parworld Quant Equity World Guru.
- 8.4 Investors for which the subscription documents have been accepted on the Initial Subscription Date will be required to deliver to the account of the Depositary cleared funds for the full amount of their subscription pursuant to their subscription documents on the Initial Subscription Date. If the Depositary does not receive the funds in time the purchase order may be cancelled and the funds returned to the Investor without interest.
- 8.5 The investor will be liable for the costs of late or non-payment in which case the Management Company will have the power to redeem all or part of the Investor's holding of Shares in the Sub-fund (if any) in order to meet such costs. In circumstances where the Management Company at its absolute discretion regards it not practical or feasible to recoup a loss from an applicant for Shares, any losses incurred by the Sub-fund due to late or non-payment of the subscription proceeds in respect of subscription applications received will be borne by the Sub-fund.

Ongoing subscriptions – Subscription Cut-off Time

- 8.6 After the Initial Subscription Date of a Class, subscriptions can be made on any Valuation Day. Subscription requests in respect of a Valuation Day can be made to the Administrative Agent before 4.00 pm (CET) at the latest on the Business Day preceding the relevant Valuation Day (the **Subscription Cut-off Time**).

Redemptions – Redemption Cut-off Time

- 8.7 Redemptions can be made on any Valuation Day. Redemption requests for Shares in part or in whole in respect of a Valuation Day can be made to the Administrative Agent before 4.00 pm (CET) at the latest on the Business Day preceding the relevant Valuation Day (the **Redemption Cut-off Time**).
- 8.8 Payment of the redemption proceeds will be made generally 3 Business Days following the relevant Valuation Day.

9. REFERENCE CURRENCY AND HEDGING

The Reference Currency of the Sub-fund is the USD.

10. PROFILE OF THE TYPICAL INVESTOR

Each Investor in the Sub-fund shall understand and evaluate the Strategy, characteristics and risks of the Sub-fund in order to make an informed investment decision.

11. SPECIFIC RISK FACTORS

- 11.1 Investors should refer to the risk factors set out in Section 19 of the General Section and are in particular invited to consider the following risk factors further described in Section 19 of the General Section:
- (a) Equities;
 - (b) Market volatility;
 - (c) Conflicts of interest;
 - (d) Use of financial derivative instruments.

- 11.2 In addition, Investors should carefully review the following risks disclaimer that are specific to the Sub-fund:

Risks related to the model used by the Strategy Index

- 11.3 The model used to determine the allocation of the Strategy Index is based on fundamental criteria designed to identify the stocks benefiting from a sustainable business model, favourable outlook and attractive valuation in the investment universe. There is a risk that the model will not be efficient as there is no guarantee that the indicators defined will be relevant in the future. They are defined partly on the basis of historical data and there is nothing to guarantee that previous market situations will repeat themselves in the future.

SPECIAL SECTION 15 – THEAM QUANT – EQUITY ASIA GURU

This Special Section must be read in conjunction with the General Section of the Prospectus. This Special Section refers only to the THEAM Quant - Equity Asia GURU⁸ (the **Sub-fund**).

1. INVESTMENT OBJECTIVE AND INVESTMENT POLICY

- 1.1 The objective of the Sub-fund is to increase the value of its assets over the medium term by being exposed to a dynamic basket of equities listed on Asian markets or operating on these markets, the components of which are chosen using a systematic selection method based on a fundamental analysis of companies.
- 1.2 The Sub-fund will not invest more than 10% of its net assets in units or shares of UCITS or other UCIs.

2. STRATEGY

- 2.1 In order to achieve its investment objective, the Sub-fund implements a quantitative investment strategy (the **Strategy**) that takes long positions on a diversified basket composed of Asian markets equities through the BNP Paribas GURUTM Equity Asia ex Japan Long Total Return volcap 32 USD Index (the **Strategy Index**).
- 2.2 The objective of the model used to build the Strategy Index is to select stocks using a Profitability/Outlook/Valuation approach. The objective is to examine the investment universe in order to identify the stocks benefiting from a sustainable business model, favourable outlook and attractive valuation. The investment universe of the Strategy Index is composed of Asian markets largest stock market capitalisations (Ex-Japan) offering satisfactory liquidity conditions.
- 2.3 The Strategy Index benefits from a risk control mechanism which aims at keeping volatility of the Strategy Index below 32% and consists of systematically adjusting exposure to the equity basket on a daily basis with any balance invested in non-risky assets. The exposure shall nevertheless not fall below 70%.
- 2.4 The BNP Paribas GURUTM Equity Asia ex Japan Long Total Return volcap 32 USD Index (Bloomberg code: BNPGALTR index)) is an index denominated in USD, calculated with net dividends reinvested. The Strategy Index is a diversified index representing a dynamic investment in a basket of Asian markets equities (Ex-Japan). The Strategy Index is based on a systematic model developed by BNP Paribas and is rebalanced every month using a specific algorithm. The Strategy Index is calculated by Solactive AG. It was established in December 2008. For further information on the Strategy Index, investors are invited to consult the following website: <https://indices-globalmarkets.bnpparibas.com>. The complete breakdown of this index and performance information are available on the same page. The index calculation method is available directly at: <https://indices-globalmarkets.bnpparibas.com/nr/GAL2TR.pdf>. Investors may obtain a paper version of the Strategy Index rulebook within one week on written request to THEAM TSA 47000 – 75 318 Paris Cedex 09. E-mail: THEAM.sales.support@bnpparibas.com.
- 2.5 The performance of the Strategy Index (and indirectly that of the Sub-fund) is reduced by:
 - (a) annual replication costs linked to the monthly readjustment of each portfolio and innovation fees and liquidity costs equal to 0.56%, applied to the exposure to the Strategy (i.e., approximately 100% of the NAV of the Sub-fund) and

⁸ GURU is a trade mark of BNP Paribas.

- (b) costs of 0.28% resulting from management of the volatility control mechanism which will only be applied to the portion of the portfolio readjusted for this purpose (this mechanism enables shareholders to be protected in the event that volatility becomes too high).

- 2.6 The Sub-fund will not make use of the increased diversification limits provided for in article 44 of the 2010 Act and further described under Section 3.15 of the General Section.
- 2.7 The Strategy is implemented either according to a Synthetic Replication Policy, through the conclusion of OTC Derivatives or in cash by investing directly in the basket of equities that make up the index.
- 2.8 If the Strategy is implemented according to the Synthetic Replication Policy, the Sub-fund will invest its assets in Transferable Securities or Money Market Instruments (the **Financing Assets**) and exchange the performance of up to 100% of the Financing Assets through OTC Derivatives to gain exposure to the Strategy Index. The Underlying Assets mainly consist of the Strategy Index. The exposure to a specific financial index may evolve depending on the evolution of financial indices over time and the Management Company may decide to change the exposure to other financial indices to achieve the investment objective of the Sub-fund.

The Sub-fund invests at all times at least 75% of its net assets in equities and/or securities treated as equivalent to equities issued by companies of any country, other than non-cooperative countries in the fight against fraud and tax evasion. The remainder, namely 25% of its assets maximum, may be invested in any other Transferable Securities, in derivatives, Money Market Instruments and/or cash, and also, within a limit of 15% of its net assets, in debt securities of any kind, and within a limit of 10% of its net assets, in UCITS and/or UCIs.

- 2.9 The Sub-fund may use EPM Techniques.

3. GLOBAL EXPOSURE

The Sub-fund uses the commitment approach to monitor its global exposure.

4. BUSINESS DAY - VALUATION DAY

For the purpose of this Special Section, a **Valuation Day** means a Business Day on which the Paris, Hong Kong, Shanghai, Taiwan, Singapore, Seoul and Bombay stock exchanges are open during the whole day (excluding Saturdays and Sundays and Luxembourg and French public holidays).

5. LAUNCH DATE

The Sub-fund was launched on the 19 November 2015 by the merger with the French *fonds commun de placement* THEAM Quant' Guru Asia Equity created on the 22 July 2011.

6. CLASSES

The following Classes⁽⁴⁾, once activated, will be available for subscription by investors:

| Class | Distribution policy | ISIN code | Reference Currency | Dividend | Target subscribers | Minimum Holding Amount ⁽¹⁾ | Initial Net Asset Value |
|-------|---------------------|--------------|--------------------|----------|--------------------|---------------------------------------|--|
| N | ACC | LU1235110696 | USD | No | All | None | USD 100 |
| C | ACC | LU1235110779 | USD | Non | All | None | Net asset value of the B USD units of THEAM Quant' Guru Asia Equity at the merger date |

| | | | | | | | |
|--------------------|-----|--------------|-----|-----|----------------------------|---|----------------|
| | | | | | | | divided by 10* |
| C | DIS | LU1235110852 | USD | Yes | All | None | USD 100 |
| C EUR | ACC | LU1235110936 | EUR | No | All | None | EUR 100 |
| C EUR H | ACC | LU1235111074 | EUR | No | All | None | EUR 100 |
| C SGD | ACC | LU1235111157 | SGD | No | All | None | SGD 100 |
| C GBP H | ACC | LU1235111231 | GBP | No | All | None | GBP 100 |
| C HKD | ACC | LU1235111314 | HKD | No | All | None | HKD 100 |
| Privilege | ACC | LU1235111405 | USD | Non | All | USD 1,000,000 Portfolio Managers: none | USD 100 |
| Privilege | DIS | LU1235111587 | USD | Yes | All | USD 1,000,000 Portfolio Managers: none | USD 100 |
| Privilege EUR | ACC | LU1235111660 | EUR | No | All | USD 1,000,000 or equivalent Portfolio Managers: none | EUR 100 |
| Privilege EUR H | ACC | LU1235111744 | EUR | No | All | USD 1,000,000 or equivalent Portfolio Managers: none | EUR 100 |
| R GBP | ACC | LU1235111827 | GBP | No | All ⁽²⁾ | None | GBP 100 |
| R GBP | DIS | LU1235112049 | GBP | Yes | All ⁽²⁾ | None | GBP 100 |
| I | ACC | LU1235112122 | USD | No | Institutional Investors | USD 100 000 UCI: none | USD 100 |
| I | DIS | LU1235112395 | USD | Yes | Institutional Investors | USD 100 000 UCI: none | USD 100 |
| I EUR | ACC | LU1235112478 | EUR | No | Institutional Investors | USD 100 000 or equivalent UCI: none | EUR 100 |
| I EUR H | ACC | LU1235112551 | EUR | No | Institutional Investors | USD 100 000 or equivalent UCI: none | EUR 100 |
| I SGD | ACC | LU1235112635 | SGD | No | Institutional Investors | USD 100 000 or equivalent UCI: none | SGD 100 |
| I GBP H | ACC | LU1235112718 | GBP | No | Institutional Investors | USD 100 000 or equivalent UCI: none | GBP 100 |
| I HKD | ACC | LU1235112809 | GBP | Yes | Institutional Investors | USD 100 000 or equivalent UCI: none | HKD 100 |
| M | ACC | LU1235112981 | USD | No | Institutional Investors | USD 50 million ⁽³⁾ | USD 100 |
| X | ACC | LU1235113013 | USD | No | Authorised Investors | USD 5 million | USD 100 |

(1) The applicable Minimum Holding Amount may be waived or varied on a case-by-case basis, by the Company or the Management Company.

(2) Only in the countries where the Management Company has decided to market and/or register (if relevant) the Class

(3) Regarding M shares, minimum subscription conditions are assessed on the basis of the total investment, irrespective of currency

(4) Each one of the above Classes may only be activated with prior approval of the Board or of the Management Company.

* See Section 8.2 below.

7. FEES AND COSTS

7.1 Subscription Fee, Conversion Fee and Redemption Fee

| Class | Subscription Fee (maximum) | Conversion Fee (maximum) ⁽¹⁾ | Redemption Fee (maximum) |
|------------------|----------------------------|---|--------------------------|
| N shares | 0.00% | 1.50% | None |
| C shares | 3.00% | 1.50% | None |
| Privilege Shares | 3.00% | 1.50% | None |
| R shares | 3.00% | 1.50% | None |
| I Shares | 0.00% | 1.50% | None |
| M shares | 0.00% | 1.50% | None |
| X shares | 0.00% | 1.50% | None |

(1) In the event of conversion to a sub-fund with a higher subscription fee, the difference may be payable.

7.2 Annual fees and costs payable by the Sub-fund

| Class | Management Company Fee (maximum) | Distribution Fee (maximum) | Performance Fee | Other Fees (maximum) | Taxe d'abonnement ⁽¹⁾ (subscription tax) |
|------------------|----------------------------------|----------------------------|-----------------|----------------------|---|
| N shares | 1.65% | 0.75% | No | 0.35% | 0.05% |
| C shares | 1.65% | No | No | 0.35% | 0.05% |
| Privilege shares | 0.85% | No | No | 0.35% | 0.05% |
| R shares | 0.85% | No | No | 0.35% | 0.05% |
| I shares | 0.65% | No | No | 0.25% | 0.01% |
| M shares | 0.40% | No | No | 0.25% | 0.01% |
| X shares | 0.00% | No | No | 0.35% | 0.01% |

(1) In addition, the Sub-fund may be subject to foreign UCI's tax, and/or other regulators levy, in the country where the sub-fund is registered for distribution

8. SUBSCRIPTION AND REDEMPTION PROCESS

Initial subscriptions

- 8.1 The Initial Subscription Date of each of the Class is the Class Launch Date. Subscription requests for the Initial Subscription Date must be sent in writing to the Administrative Agent and be received by the Administrative Agent by 12.00 pm (CET) (the **Subscription Cut-Off Time**) at the latest on the day of the Initial Subscription Date.
- 8.2 On the Initial Subscription Date of Class C ACC Shares, all the assets of THEAM Quant' Guru Asia Equity, a French fonds commun de placement subject to the UCITS Directive have been contributed to the Sub-fund. THEAM Quant' Guru Asia Equity has been dissolved without going into liquidation further to this merger. In exchange, the contributing investors of THEAM Quant' Guru Asia Equity have received Shares in the Sub-fund on the basis of the exchange ratio determined as of the effective date of the merger for the corresponding Class. The Shares in the Sub-fund issued further to the contribution have been issued at a price equal to the net asset value per unit of existing units of THEAM Quant' Guru Asia Equity as of the effective date of the merger, divided by 10 and rounded down to the second decimal. As a result, the exchange ratio has then been rounded down to the eighth decimal:

| Contributed class | Sub-fund Class |
|-------------------|----------------|
| B USD | C ACC |

- 8.3 Class C ACC Shares benefit from the track record of the relevant contributed class of THEAM Quant Guru Asia Equity.
- 8.4 Investors for which the subscription documents have been accepted on the Initial Subscription Date will be required to deliver to the account of the Depositary cleared funds for the full amount of their subscription pursuant to their subscription documents on the Initial Subscription Date. If the Depositary does not receive the funds in time the purchase order may be cancelled and the funds returned to the Investor without interest.
- 8.5 The investor will be liable for the costs of late or non-payment in which case the Management Company will have the power to redeem all or part of the Investor's holding of Shares in the Sub-fund (if any) in order to meet such costs. In circumstances where the Management Company at its absolute discretion regards it not practical or feasible to recoup a loss from an applicant for Shares, any losses incurred by the Sub-fund due to late or non-payment of the subscription proceeds in respect of subscription applications received will be borne by the Sub-fund.

Ongoing subscriptions – Subscription Cut-off Time

- 8.6 After the Initial Subscription Date of a Class, subscriptions can be made on any Valuation Day. Subscription requests in respect of a Valuation Day can be made to the Administrative Agent before 4.00 pm (CET) at the latest on the day preceding the relevant Valuation Day (the **Subscription Cut-off Time**).

Redemptions – Redemption Cut-off Time

- 8.7 Redemptions can be made on any Valuation Day. Redemption requests for Shares in part or in whole in respect of a Valuation Day can be made to the Administrative Agent before 4.00 pm (CET) at the latest on the day preceding the relevant Valuation Day (the **Redemption Cut-off Time**).
- 8.8 Payment of the redemption proceeds will be made generally 3 Business Days following the relevant Valuation Day.

9. REFERENCE CURRENCY AND HEDGING

The Reference Currency of the Sub-fund is the USD.

10. PROFILE OF THE TYPICAL INVESTOR

Each Investor in the Sub-fund shall understand and evaluate the Strategy, characteristics and risks of the Sub-fund in order to make an informed investment decision.

11. SPECIFIC RISK FACTORS

- 11.1 Investors should refer to the risk factors set out in Section 19 of the General Section and are in particular invited to consider the following risk factors further described in Section 19 of the General Section:
 - (a) Equities;
 - (b) Market volatility;
 - (c) Conflicts of interest;
 - (d) Use of financial derivative instruments.

- 11.2 In addition, Investors should carefully review the following risks disclaimer that are specific to the Sub-fund:

Risks related to the model used by the Strategy Index

- 11.3 The model used to determine the allocation of the Strategy Index is based on fundamental criteria designed to identify the stocks benefiting from a sustainable business model, favourable outlook and attractive valuation in the investment universe. There is a risk that the model will not be efficient as there is no guarantee that the indicators defined will be relevant in the future. They are defined partly on the basis of historical data and there is nothing to guarantee that previous market situations will repeat themselves in the future.

Equity risk: risk associated with changes in the Asian equity market

- 11.4 The Sub-fund generates exposure to Asian equity markets (Ex-Japan) by replicating the performance of the Strategy Index either through direct investment or via a forward financial instrument. Shareholders are therefore exposed to declines in the Strategy Index. As a result, a decline in the equities composing the Strategy Index will lead to a decline in the Sub-fund's net asset value. Indeed, in view of the Sub-fund's structure, its valuation will depend on changes in the value of shares of companies based in Asian countries (Ex-Japan). Thus, in the event of a drop in Asian markets, the Sub-fund's net asset value would fall.

SPECIAL SECTION 16 – THEAM QUANT – EQUITY EUROPE INCOME PROTECTED

This Special Section must be read in conjunction with the General Section of the Prospectus. This Special Section refers only to the THEAM Quant - Equity Europe Income Protected (the **Sub-fund**).

1. INVESTMENT OBJECTIVE AND INVESTMENT POLICY

- 1.1 The objective of the Sub-fund is to provide income and capital growth (i) by being exposed to a basket of high-dividend European equities and (ii) by implementing a systematic options strategy which aims at generating additional income and reducing risk by minimising volatility in the Sub-fund. In addition, the Sub-fund benefits from a protection mechanism from the Guarantor whereby, on each Valuation Day, the Net Asset Value per Share of each Class is at least 80% of the maximum Net Asset Value per Share of the Class reached over the previous year, as further described below.
- 1.2 The Sub-fund will not invest more than 10% of its net assets in units or shares of UCITS or other UCIs.

2. STRATEGY

- 2.1 In order to achieve its investment objective, the Sub-fund implements a quantitative investment strategy (the **Strategy**) that combines two performance pillars:
 - (a) a long exposure to a basket high-dividend European equities through the BNP Paribas High Dividend Yield Europe Equity Long TR EUR Index (the **Strategy Index**). The Strategy Index aims at selecting equities following a process based on the analysis of their ability to pay high, recurring and sustainable dividends; and
 - (b) a complementary systematic options strategy on the Euro Stoxx 50 index intended to improve the risk/return ratio compared to a direct investment in the Strategy Index by taking short positions on call options on the on the Euro Stoxx 50 index which aim at generating additional income while limiting the Sub-fund's volatility and long positions on put options on the on the Euro Stoxx 50 index in order to reduce the Sub-fund's volatility.
- 2.2 The BNP Paribas High Dividend Yield Europe Equity Long TR EUR Index (Bloomberg code: BNPIHDEN Index) is an index denominated in EUR, calculated with net dividends reinvested. The Strategy Index is based on a quantitative algorithm developed by BNP Paribas and is rebalanced every quarter using a specific algorithm. The Strategy Index is calculated, published and maintained by Structured Solutions. It was established in January 2013. The rebalancing of the Strategy Index does not involve any cost for the Strategy Index. For further information on the Strategy Index, investors are invited to consult the following website: <https://indices-globalmarkets.bnpparibas.com>. The complete breakdown of this index and performance information are available on the same page. The index calculation method is available directly at: <https://indices-globalmarkets.bnpparibas.com/nr/HDENTR.pdf>. Investors may obtain a paper version of the Strategy Index rulebook within one week on written request to THEAM TSA 47000 – 75 318 Paris Cedex 09. E-mail: THEAM.sales.support@bnpparibas.com.
- 2.3 The protection mechanism associated to each Class consists in generating variable exposure to the performance of the Strategy. Exposure to the Strategy is determined by carrying out allocation using a quantitative mechanism and ranges from 0% to 100% and varies each day depending on both the performance of the Strategy and the level of protection of each Class obtained via the rolling protection mechanism.

- 2.4 The Strategy is implemented according to a Synthetic Replication Policy, through the conclusion of OTC Derivatives.
- 2.5 The Synthetic Replication Policy implies that the Sub-fund either (i) invests its assets in Transferable Securities or Money Market Instruments (the **Financing Assets**) and exchanges the performance of up to 100% of the Financing Assets through OTC Derivatives to gain exposure to the Strategy or (ii) concludes an OTC Derivative with an initial exchange of the net proceeds of the issue of Shares in order to gain exposure to the Strategy. The Underlying Assets consist of the Strategy Index and options on the Euro Stoxx 50 index.
- 2.6 In exceptional circumstances, depending on the economic environment, the Sub-fund may implement the Strategy directly by investing in the equities making up the Strategy Index, in options and derivatives linked to equity markets, in cash or money-market instruments.
- 2.7 The Sub-fund may also invest in any other Transferable Securities and cash, and, within a limit of 10% of its NAV, in UCITS and/or other UCIs. Cumulated investment in money-market instruments and/or cash, in debt securities of any kind, in UCITS and/or UCIs cannot exceed 25% of the NAV.
- 2.8 The Sub-fund may use EPM Techniques.

3. GUARANTEE

- 3.1 Upon the launch of the Sub-fund, a Guarantee is issued by the Guarantor. The Guarantor guarantees to the Sub-fund that the Net Asset Value per Share of each Class is, on each Valuation Day, at least equal to eighty percent (80%) of the maximum Net Asset Value per Share reached over the period (A) starting on the latest of (i) each Class Launch Date, and (ii) the date falling on the same date the year before such Valuation Day, and (B) ending on such Valuation Day (the **Guaranteed Price**). In respect of Distribution Class, the Guaranteed Price is adjusted by any distributions made over the above mentioned period.
- 3.2 The Guarantee is effective during a period starting as of the Sub-fund Launch Date and remains in full force and effect until (and including) until a date that is 12 months after the Sub-fund Launch Date (the **Termination Date**), but the Guarantee will automatically be extended until the date (the **Extended Termination Date**) which is the first anniversary date of (i) the Termination Date (in respect of the first extension), or (ii) the preceding Extended Termination Date (in respect of any subsequent extension) except in case of prior termination of the Guarantee by the Guarantor or the Management Company. A notification of termination of the Guarantee must be notified in writing to the other party twelve (12) months before each anniversary date (the **Termination Notification**). The costs of the Guarantee will be included in the swap confirmation relating to the Guarantee.
- 3.3 Shareholders are thus ensured that, until the Termination Date, in respect of any redemption request made to the Sub-fund in respect of the relevant Class, the redemption price of their Shares will be at least equal to the Guaranteed Price (less a Redemption Fee, as applicable). **If the Guarantee is not extended by the Guarantor, Shareholders will cease to benefit from the Guarantee as from the Valuation Day immediately following the Extended Termination Date. Shareholders will be duly informed by the Management Company at the latest one month after the Termination Notification if the Guarantor does not opt for an extension of the Guarantee or if the Management Company terminates the Guarantee.**
- 3.4 The Guarantee is granted for maximum outstanding Shares of 3,000,000.00. This amount could be increased, subject to the prior consent of the Guarantor and the Management Company. Beyond these maximum outstanding Shares of 3,000,000.00, the Company will not accept further subscription or conversions of Shares.

- 3.5 The Guarantee may however be (i) reduced or (ii) terminated early as further described in the last paragraph of Sections 3.1(l) to 3.1(n) of the General Section.

4. GLOBAL EXPOSURE

The Sub-fund uses the commitment approach to monitor its global exposure.

5. VALUATION DAY

For the purpose of this Special Section, a **Valuation Day** means a Business Day on which stock exchanges are open during the whole day in France, United Kingdom, Germany, Sweden, Italy, Switzerland, Norway and Denmark (excluding Saturdays and Sundays and Luxembourg and French public holidays).

6. LAUNCH DATE

7 August 2015.

7. CLASSES

The following Classes⁽⁵⁾, once activated, will be available for subscription by investors:

| Class | Distribution policy | ISIN code | Reference Currency | Dividend | Target subscribers | Minimum Holding Amount ⁽¹⁾ | Initial Net Asset Value |
|-------------------|---------------------|--------------|--------------------|----------|-------------------------|---------------------------------------|-------------------------|
| Protected C | ACC | LU1235113104 | EUR | No | All | None | EUR 100 |
| Protected C | DIS | LU1245555310 | EUR | Yes | All | None | EUR 100 |
| Protected C USD | ACC | LU1245555401 | USD | No | All | None | USD 100 |
| Protected C USD | DIS | LU1245555666 | USD | Yes | All | None | USD 100 |
| Protected C USD H | ACC | LU1245556045 | USD | No | All | None | USD 100 |
| Protected C USD H | DIS | LU1245556128 | USD | Yes | All | None | USD 100 |
| Protected C CHF H | ACC | LU1245556391 | CHF | No | All | None | CHF 100 |
| Protected I | ACC | LU1235113286 | EUR | No | Institutional Investors | EUR 100,000 / UCI: None | EUR 100 |
| Protected I | DIS | LU1245556474 | EUR | Yes | Institutional Investors | EUR 100,000 / UCI: None | EUR 100 |
| Protected I USD | ACC | LU1245556557 | USD | No | Institutional Investors | EUR 100,000 or equivalent / UCI: None | USD 100 |
| Protected I USD | DIS | LU1245556714 | USD | Yes | Institutional Investors | EUR 100,000 or equivalent / UCI: None | USD 100 |
| Protected I USD H | ACC | LU1245556805 | USD | No | Institutional Investors | EUR 100,000 or equivalent / UCI: None | USD 100 |
| Protected I USD H | DIS | LU1245556987 | USD | Yes | Institutional Investors | EUR 100,000 or equivalent / UCI: None | USD 100 |
| Protected I CHF | ACC | LU1245557019 | CHF | No | Institutional Investors | EUR 100,000 or equivalent / UCI: None | CHF 100 |
| Protected I CHF | DIS | LU1245557100 | CHF | Yes | Institutional Investors | EUR 100,000 or equivalent / UCI: None | CHF 100 |
| Protected I GBP H | ACC | LU1245557282 | GBP | No | Institutional Investors | EUR 100,000 or equivalent / UCI: None | GBP 100 |
| Protected I GBP H | DIS | LU1245557365 | GBP | Yes | Institutional | EUR 100,000 | GBP 100 |

| | | | | | Investors | or equivalent/ UCI: None | |
|---------------------|-----|--------------|-----|-----|----------------------------|--|---------|
| Protected J | ACC | LU1245557449 | EUR | No | Institutional Investors | EUR 10 million ⁽³⁾ UCI: None | EUR 100 |
| Protected J | DIS | LU1245557522 | EUR | Yes | Institutional Investors | EUR 10 million ⁽³⁾ UCI: None | EUR 100 |
| Protected Privilege | ACC | LU1235113369 | EUR | No | All | EUR 1,000,000 / Portfolio Managers: None | EUR 100 |
| Protected Privilege | DIS | LU1245557795 | EUR | Yes | All | EUR 1,000,000 / Portfolio Managers: None | EUR 100 |
| Protected N | ACC | LU1235113443 | EUR | No | All | None | EUR 100 |
| Protected N | DIS | LU1245557878 | EUR | Yes | All | None | EUR 100 |
| Protected R GBP H | ACC | LU1235113526 | GBP | No | All ⁽²⁾ | None | GBP 100 |
| Protected R GBP H | DIS | LU1245557951 | GBP | Yes | All ⁽²⁾ | None | GBP 100 |
| Protected X | ACC | LU1245558090 | EUR | No | Authorised Investors | EUR 5,000,000 | EUR 100 |

- (1) The applicable Minimum Holding Amount may be waived or varied on a case-by-case basis, by the Company or the Management Company.
- (2) Only in the countries where the Management Company has decided to market and/or register (if relevant) the Class
- (3) Regarding Protected J shares, minimum subscription conditions are assessed on the basis of the total investment, irrespective of currency
- (4) In entering into the Guarantee agreement and the above mentioned financial derivatives instruments, the Management Company and the Company will ensure that the assets and liabilities of each Class are contractually segregated by means of contractual limited recourse provisions.
- (5) Each one of the above Classes may only be activated with prior approval of the Board or of the Management Company.

8. FEES AND COSTS

8.1 Subscription Fee, Conversion Fee and Redemption Fee

| Class | Subscription Fee (maximum) | Conversion Fee (maximum) ⁽¹⁾ | Redemption Fee (maximum) |
|----------------------------|----------------------------|---|--------------------------|
| Protected N shares | 0.00% | 1.50% | None |
| Protected C shares | 3.00% | 1.50% | None |
| Protected Privilege shares | 3.00% | 1.50% | None |
| Protected I shares | 0.00% | 1.50% | None |
| Protected J shares | 0.00% | 1.50% | None |
| Protected R shares | 3.00% | 1.50% | None |
| Protected X shares | 0.00% | 1.50% | None |

- (1) In the event of conversion to a sub-fund with a higher subscription fee, the difference may be payable.

8.2 Annual fees and costs payable by the Sub-fund

| Class | Management Company Fee (maximum) | Distribution Fee (maximum) | Performance Fee | Other Fees (maximum) | Taxe d'abonnement ⁽¹⁾ (subscription tax) |
|-------------------------------|--|-------------------------------|-----------------|-------------------------|---|
| Protected N shares | 1.50% | 0.75% | No | 0.35% | 0.05% |
| Protected C shares | 1.50% | No | No | 0.35% | 0.05% |
| Protected Privilege shares | 0.80% | No | No | 0.35% | 0.05% |

| | | | | | |
|--------------------|-------|----|----|-------|-------|
| Protected I shares | 0.60% | No | No | 0.35% | 0.01% |
| Protected J shares | 0.50% | No | No | 0.35% | 0.01% |
| Protected R shares | 0.80% | No | No | 0.35% | 0.05% |
| Protected X shares | 0.00% | No | No | 0.35% | 0.01% |

(1) In addition, the Sub-fund may be subject to foreign UCI's tax, and/or other regulators levy, in the country where the sub-fund is registered for distribution

9. SUBSCRIPTION AND REDEMPTION PROCESS

Initial subscriptions

- 9.1 The Initial Subscription Date of each of the Class is the Class Launch Date. Subscription requests for the Initial Subscription Date must be sent in writing to the Administrative Agent and be received by the Administrative Agent by 12.00 pm (CET) (the **Subscription Cut-Off Time**) at the latest on the day of the Initial Subscription Date.
- 9.2 Investors for which the subscription documents have been accepted on the Initial Subscription Date will be required to deliver to the account of the Depositary cleared funds for the full amount of their subscription pursuant to their subscription documents on the Initial Subscription Date. If the Depositary does not receive the funds in time the purchase order may be cancelled and the funds returned to the Investor without interest.
- 9.3 The investor will be liable for the costs of late or non-payment in which case the Management Company will have the power to redeem all or part of the Investor's holding of Shares in the Sub-fund (if any) in order to meet such costs. In circumstances where the Management Company at its absolute discretion regards it not practical or feasible to recoup a loss from an applicant for Shares, any losses incurred by the Sub-fund due to late or non-payment of the subscription proceeds in respect of subscription applications received will be borne by the Sub-fund.

Ongoing subscriptions – Subscription Cut-off Time

- 9.4 After the Initial Subscription Date of a Class, subscriptions can be made on any Valuation Day. Subscription requests in respect of a Valuation Day can be made to the Administrative Agent before 12.00 pm (CET) at the latest on the relevant Valuation Day (the **Subscription Cut-off Time**).

Redemptions – Redemption Cut-off Time

- 9.5 Redemptions can be made on any Valuation Day. Redemption requests for Shares in part or in whole in respect of a Valuation Day can be made to the Administrative Agent before 12.00 pm (CET) at the latest on the relevant Valuation Day (the **Redemption Cut-off Time**).
- 9.6 Payment of the redemption proceeds will be made generally 3 Business Days following the relevant Valuation Day.

10. REFERENCE CURRENCY AND HEDGING

The Reference Currency of the Sub-fund is the EUR

11. PROFILE OF THE TYPICAL INVESTOR

Each Investor in the Sub-fund shall:

- (a) have the knowledge of, and the investment experience in, financial products which use derivatives and/or derivative strategies (such as the Sub-fund) and financial markets generally;
- (b) understand and evaluate the Strategy, characteristics and risks of the Sub-fund in order to make an informed investment decision.

12. SPECIFIC RISK FACTORS

12.1 Investors should refer to the risk factors set out in Section 19 of the General Section and are in particular invited to consider the following risk factors further described in Section 19 of the General Section:

- (a) Equities;
- (b) Market volatility;
- (c) Conflicts of interest;
- (d) Use of financial derivative instruments;
- (e) Risk on cross liabilities for all Class;
- (f) Risk linked to the Guarantee.

In addition, Investors should carefully review the following risk disclaimer that is specific to the Sub-fund:

Risks related to the model used by the Strategy

12.2 The model used to determine the allocation of the Strategy Index is based on fundamental criteria designed to assess the dividend growth potential, dividend stability and creditworthiness of each company in the investment universe. There is a risk that the model will not be efficient as there is no guarantee that the indicators defined will be relevant in the future. They are defined partly on the basis of historical data and there is nothing to guarantee that previous market situations will repeat themselves in the future.

12.3 Furthermore, the complementary strategies implemented by the Sub-fund are based on a systematic management approach using historical signals. Investors should also be aware that the options purchased and sold may have the Euro Stoxx 50 price index and not the Strategy Index as underlying. There is therefore a risk that the overall model is not efficient and is not a guarantee of future results, in particular in the event of any divergence between the Euro Stoxx 50 price index and the Strategy Index.

Risks related to the protection mechanism

12.4 The rolling protection mechanism implemented linked to the Guarantee involves that on any Business Day, the Net Asset Value per Share of each Class of the Sub-fund cannot fall by more than 20% against the maximum Net Asset Value reached (i) between the Class Launch Date of the Class for any Valuation Day until one year later, or (ii) reached over the previous year for any subsequent Valuation Day. Therefore, if the Net Asset Value per Share of each Class falls, the levels of protection will also be reduced accordingly. There is thus a risk that investors may lose almost all of their capital if they hold their Shares for a long period.

Risk of default of the Guarantor

- 12.5 Shareholders' attention is drawn to the fact that they are exposed to the risk of default of the Guarantor.

SPECIAL SECTION 17 – THEAM QUANT – EQUITY US INCOME PROTECTED

This Special Section must be read in conjunction with the General Section of the Prospectus. This Special Section refers only to the THEAM Quant - Equity US Income Protected (the **Sub-fund**).

1. INVESTMENT OBJECTIVE AND INVESTMENT POLICY

- 1.1 The objective of the Sub-fund is to provide income and capital growth (i) by being exposed to a basket of high-dividend U.S. equities and (ii) by implementing a systematic options strategy which aims at generating additional income and reducing risk by minimising the volatility in the Sub-fund. In addition, the Sub-fund benefits from a protection mechanism from the Guarantor whereby, on each Valuation Day, the Net Asset Value per Share of each Class is at least 80% of the maximum Net Asset Value per Share of the Class reached over the previous year, as further described below.
- 1.2 The Sub-fund will not invest more than 10% of its net assets in units or shares of UCITS or other UCIs.

2. STRATEGY

- 2.1 In order to achieve its investment objective, the Sub-fund implements a quantitative investment strategy (the **Strategy**) that combines two performance pillars:
 - (a) a long exposure to a basket of high-dividend U.S. equities through the BNP Paribas High Dividend Yield US Equity Long TR USD Index (the **Strategy Index**). The Strategy Index aims at selecting equities following a process based on the analysis of their ability to pay high, recurring and sustainable dividends; and
 - (b) a complementary systematic options strategy on the S&P500 index intended to improve the risk/return ratio compared to a direct investment in the Strategy Index by taking short positions on call options on the S&P 500 index which aim at generating additional income while limiting the Sub-fund's volatility and long positions on put options on the S&P 500 index in order to reduce the Sub-fund's volatility.
- 2.2 The BNP Paribas High Dividend Yield US Equity Long TR USD Index (Bloomberg code: BNPIHDUN Index) is an index denominated in USD, calculated with net dividends reinvested. The Strategy Index is a diversified index representing a dynamic investment in a basket of US equities. The Strategy Index is based on a quantitative algorithm developed by BNP Paribas and is rebalanced every month using a specific algorithm. The rebalancing of the Strategy Index does not involve any cost for the Strategy Index. The Strategy Index is calculated, published and maintained by Solactive AG. It was established in October 2013. For further information on the Strategy Index, investors are invited to consult the following website: <https://indices-globalmarkets.bnpparibas.com>. The complete breakdown of this index and performance information are available on the same page. The index calculation method is available directly at: <https://indices-globalmarkets.bnpparibas.com/nr/HDUNTR.pdf>. Investors may obtain a paper version of the Strategy Index rulebook within one week on written request to THEAM TSA 47000 – 75 318 Paris Cedex 09. E-mail: THEAM.sales.support@bnpparibas.com.
- 2.3 The protection mechanism associated to each Class consists in generating variable exposure to the performance of the Strategy. Exposure to the Strategy is determined by carrying out allocation using a quantitative mechanism and ranges from 0% to 100% and varies each day depending on both the performance of the Strategy and the level of protection of each Class obtained via the rolling protection mechanism.

- 2.4 The Strategy is implemented according to a Synthetic Replication Policy, through the conclusion of OTC Derivatives.
- 2.5 The Synthetic Replication Policy implies that the Sub-fund either (i) invests its assets in Transferable Securities or Money Market Instruments (the **Financing Assets**) and exchanges the performance of up to 100% of the Financing Assets through OTC Derivatives to gain exposure to the Strategy or (ii) concludes an OTC Derivative with an initial exchange of the net proceeds of the issue of Shares in order to gain exposure to the Strategy. The Underlying Assets consist of the Strategy Index and options on the S&P500 index.
- 2.6 In exceptional circumstances, depending on the economic environment, the Sub-fund may implement the Strategy directly by investing in the equities making up the Strategy Index, in options and derivatives linked to equity markets, in cash or money-market instruments.
- 2.7 The Sub-fund may also invest in any other Transferable Securities and cash, and, within a limit of 10% of its NAV, in UCITS and/or other UCIs. Cumulated investment in money-market instruments and/or cash, in debt securities of any kind, in UCITS and/or UCIs cannot exceed 25% of the NAV.
- 2.8 The Sub-fund may use EPM Techniques.

3. GUARANTEE

- 3.1 Upon the launch of the Sub-fund, a Guarantee is issued by the Guarantor. The Guarantor guarantees to the Sub-fund that the Net Asset Value per Share of each Class is, on each Valuation Day, at least equal to eighty percent (80%) of the maximum Net Asset Value per Share reached over the period (A) starting on the latest of (i) each Class Launch Date, and (ii) the date falling on the same date the year before such Valuation Day, and (B) ending on such Valuation Day (the **Guaranteed Price**). In respect of Distribution Class, the Guaranteed Price is adjusted by any distributions made over the above mentioned period.
- 3.2 The Guarantee is effective during a period starting as of the Sub-fund Launch Date and remains in full force and effect until (and including) a date that is 12 months after the Sub-fund Launch Date (the **Termination Date**), but the Guarantee will be automatically extended every year until the date (the **Extended Termination Date**) which is the first anniversary date of (i) the Termination Date (in respect of the first extension), or (ii) the preceding Extended Termination Date (in respect of any subsequent extension) except in case of prior termination of the Guarantee by the Guarantor or the Management Company. A notification of termination of the Guarantee must be notified in writing to the other party twelve (12) months before each anniversary date (the **Termination Notification**). The costs of the Guarantee will be included in the swap confirmation relating to the Guarantee.
- 3.3 Shareholders are thus ensured that, until the Roll Date, in respect of any redemption request made to the Sub-fund in respect of the relevant Class, the redemption price of their Shares will be at least equal to the Guaranteed Price (less a Redemption Fee, as applicable). **If the Guarantee is not extended by the Guarantor, Shareholders will cease to benefit from the Guarantee as from the Valuation Day immediately following the Extended Termination Date. Shareholders will be duly informed by the Management Company at the latest one month after the Termination Notification if the Guarantor does not opt for an extension of the Guarantee or if the Management Company terminates the Guarantee.**
- 3.4 The Guarantee is granted for maximum outstanding Shares of 3,000,000.00. This amount could be increased, subject to the prior consent of the Guarantor and the Management Company. Beyond these maximum outstanding Shares of 3,000,000.00, the Company will not accept further subscription or conversions of Shares.

- 3.5 The Guarantee may however be (i) reduced or (ii) terminated early as further described in the last paragraph of Sections 3.1(l) to 3.1(n) of the General Section.

4. GLOBAL EXPOSURE

The Sub-fund uses the commitment approach to monitor its global exposure.

5. VALUATION DAY

For the purpose of this Special Section, a **Valuation Day** means a Business Day on which the New York stock exchange is open during the whole day (excluding Saturdays and Sundays and Luxembourg and French public holidays).

6. LAUNCH DATE

7 August 2015.

7. CLASSES

The following Classes⁽⁵⁾, once activated, will be available for subscription by investors:

| Class | Distribution policy | ISIN code | Reference Currency | Dividend | Target subscribers | Minimum Holding Amount ⁽¹⁾ | Initial Net Asset Value |
|---------------------|---------------------|--------------|--------------------|----------|-------------------------|--|-------------------------|
| Protected C | ACC | LU1235113799 | USD | No | All | None | USD 100 |
| Protected C | DIS | LU1245558173 | USD | Yes | All | None | USD 100 |
| Protected C EUR | ACC | LU1245558256 | EUR | No | All | None | EUR 100 |
| Protected C EUR | DIS | LU1245558330 | EUR | Yes | All | None | EUR 100 |
| Protected C EUR H | ACC | LU1245558413 | EUR | No | All | None | EUR 100 |
| Protected I | ACC | LU1235113872 | USD | No | Institutional Investors | USD 100,000 / UCI: None | USD 100 |
| Protected I | DIS | LU1245559908 | USD | Yes | Institutional Investors | USD 100,000 / UCI: None | USD 100 |
| Protected I EUR | ACC | LU1245558504 | EUR | No | Institutional Investors | USD 100,000 or equivalent/ UCI: None | EUR 100 |
| Protected I EUR H | ACC | LU1245558686 | EUR | No | Institutional Investors | USD 100,000 or equivalent/ UCI: None | EUR 100 |
| Protected I EUR H | DIS | LU1245558769 | EUR | Yes | Institutional Investors | USD 100,000 or equivalent/ UCI: None | EUR 100 |
| Protected I CHF | ACC | LU1245558843 | CHF | No | Institutional Investors | USD 100,000 or equivalent/ UCI: None | CHF 100 |
| Protected I CHF H | DIS | LU1245558926 | CHF | Yes | Institutional Investors | USD 100,000 or equivalent/ UCI: None | CHF 100 |
| Protected I GBP | ACC | LU1245559064 | GBP | No | Institutional Investors | USD 100,000 or equivalent/ UCI: None | GBP 100 |
| Protected I GBP | DIS | LU1245559148 | GBP | Yes | Institutional Investors | USD 100,000 or equivalent/ UCI: None | GBP 100 |
| Protected J EUR | ACC | LU1245559221 | EUR | No | Institutional Investors | USD 10,000,000 or equivalent ⁽³⁾ UCI: None | EUR 100 |
| Protected Privilege | ACC | LU1235113955 | USD | No | All | USD 1,000,000 / Portfolio Managers: None | USD 100 |
| Protected Privilege | DIS | LU1245559494 | USD | Yes | All | USD 1,000,000 / Portfolio Managers: None | USD 100 |
| Protected N | ACC | LU1235114094 | USD | No | All | None | USD 100 |
| Protected N | DIS | LU1245559577 | USD | Yes | All | None | USD 100 |

| | | | | | | | |
|-----------------|-----|--------------|-----|-----|-------------------------|-------------------------------|---------|
| Protected M | ACC | LU1245559650 | USD | No | Institutional Investors | USD 50,000,000 ⁽³⁾ | USD 100 |
| Protected R GBP | ACC | LU1235114177 | GBP | No | All ⁽²⁾ | None | GBP 100 |
| Protected R GBP | DIS | LU1245559734 | GBP | Yes | All ⁽²⁾ | None | GBP 100 |
| Protected X | ACC | LU1245559817 | USD | No | All | None | USD 100 |

- (1) The applicable Minimum Holding Amount may be waived or varied on a case-by-case basis, by the Company or the Management Company.
- (2) Only in the countries where the Management Company has decided to market and/or register (if relevant) the Class
- (3) Regarding Protected J and Protected M shares, minimum subscription conditions are assessed on the basis of the total investment, irrespective of currency
- (4) In entering into the Guarantee agreement and the above mentioned financial derivatives instruments, the Management Company and the Company will ensure that the assets and liabilities of each Class are contractually segregated by means of contractual limited recourse provisions.
- (5) Each one of the above Classes may only be activated with prior approval of the Board or of the Management Company.

8. FEES AND COSTS

8.1 Subscription Fee, Conversion Fee and Redemption Fee

| Class | Subscription Fee (maximum) | Conversion Fee (maximum) ⁽¹⁾ | Redemption Fee (maximum) |
|----------------------------|----------------------------|---|--------------------------|
| Protected N shares | 0.00% | 1.50% | None |
| Protected C shares | 3.00% | 1.50% | None |
| Protected Privilege shares | 3.00% | 1.50% | None |
| Protected I shares | 0.00% | 1.50% | None |
| Protected J shares | 0.00% | 1.50% | None |
| Protected M shares | 0.00% | 1.50% | None |
| Protected R shares | 3.00% | 1.50% | None |
| Protected X shares | 0.00% | 1.50% | None |

- (1) In the event of conversion to a sub-fund with a higher subscription fee, the difference may be payable.

8.2 Annual fees and costs payable by the Sub-fund

| Class | Management Company Fee (maximum) | Distribution Fee (maximum) | Performance Fee | Other Fees (maximum) | Taxe d'abonnement ⁽¹⁾ (subscription tax) |
|----------------------------|----------------------------------|----------------------------|-----------------|----------------------|---|
| Protected N shares | 1.50% | 0.75% | No | 0.35% | 0.05% |
| Protected C shares | 1.50% | No | No | 0.35% | 0.05% |
| Protected Privilege shares | 0.80% | No | No | 0.35% | 0.05% |
| Protected I shares | 0.60% | No | No | 0.35% | 0.01% |
| Protected J shares | 0.50% | No | No | 0.35% | 0.01% |
| Protected M shares | 0.40% | No | No | 0.25% | 0.01% |
| Protected R shares | 0.80% | No | No | 0.35% | 0.05% |
| Protected X shares | 0.00% | No | No | 0.35% | 0.01% |

- (1) In addition, the Sub-fund may be subject to foreign UCI's tax, and/or other regulators levy, in the country where the sub-fund is registered for distribution

9. SUBSCRIPTION AND REDEMPTION PROCESS

Initial subscriptions

- 9.1 The Initial Subscription Date of each of the Class is the Class Launch Date. Subscription requests for the Initial Subscription Date must be sent in writing to the Administrative Agent and be received by the Administrative Agent by 12.00 pm (CET) (the **Subscription Cut-Off Time**) at the latest on the day of the Initial Subscription Date.

- 9.2 Investors for which the subscription documents have been accepted on the Initial Subscription Date will be required to deliver to the account of the Depositary cleared funds for the full amount of their subscription pursuant to their subscription documents on the Initial Subscription Date. If the Depositary does not receive the funds in time the purchase order may be cancelled and the funds returned to the Investor without interest.
- 9.3 The investor will be liable for the costs of late or non-payment in which case the Management Company will have the power to redeem all or part of the Investor's holding of Shares in the Sub-fund (if any) in order to meet such costs. In circumstances where the Management Company at its absolute discretion regards it not practical or feasible to recoup a loss from an applicant for Shares, any losses incurred by the Sub-fund due to late or non-payment of the subscription proceeds in respect of subscription applications received will be borne by the Sub-fund.

Ongoing subscriptions – Subscription Cut-off Time

- 9.4 After the Initial Subscription Date of a Class, subscriptions can be made on any Valuation Day. Subscription requests in respect of a Valuation Day can be made to the Administrative Agent before 12.00 pm (CET) at the latest on the relevant Valuation Day (the **Subscription Cut-off Time**).

Redemptions – Redemption Cut-off Time

- 9.5 Redemptions can be made on any Valuation Day. Redemption requests for Shares in part or in whole in respect of a Valuation Day can be made to the Administrative Agent before 12.00 pm (CET) at the latest on the relevant Valuation Day (the **Redemption Cut-off Time**).
- 9.6 Payment of the redemption proceeds will be made generally 3 Business Days following the relevant Valuation Day.

10. REFERENCE CURRENCY AND HEDGING

The Reference Currency of the Sub-fund is the USD.

11. PROFILE OF THE TYPICAL INVESTOR

Each Investor in the Sub-fund shall:

- (a) have the knowledge of, and the investment experience in, financial products which use derivatives and/or derivative strategies (such as the Sub-fund) and financial markets generally;
- (b) understand and evaluate the Strategy, characteristics and risks of the Sub-fund in order to make an informed investment decision.

12. SPECIFIC RISK FACTORS

- 12.1 Investors should refer to the risk factors set out in Section 19 of the General Section and are in particular invited to consider the following risk factors further described in Section 19 of the General Section:
- (a) Equities;
 - (b) Market volatility;
 - (c) Conflicts of interest;

- (d) Use of financial derivative instruments;
- (e) Risk on cross liabilities for all Class;
- (f) Risk linked to the Guarantee.

12.2 In addition, Investors should carefully review the following risk disclaimer that is specific to the Sub-fund:

Risks related to the model used by the Strategy

- 12.3 The model used to determine the allocation of the Strategy Index is based on fundamental criteria designed to assess the dividend growth potential, dividend stability and creditworthiness of each company in the investment universe. There is a risk that the model will not be efficient as there is no guarantee that the indicators defined will be relevant in the future. They are defined partly on the basis of historical data and there is nothing to guarantee that previous market situations will repeat themselves in the future.
- 12.4 Furthermore, the complementary strategies implemented by the Sub-fund are based on a systematic management approach using historical signals. Investors should also be aware that the options purchased and sold may have the S&P 500 and not the Strategy Index as underlying. There is therefore a risk that the overall model is not efficient and is not a guarantee of future results, in particular in the event of any divergence between the S&P 500 and the Strategy Index.

Risks related to the protection mechanism

- 12.5 The rolling protection mechanism implemented linked to the Guarantee involves that on any Business Day, the Net Asset Value per Share of each Class of the Sub-fund cannot fall by more than 20% against the maximum Net Asset Value reached (i) between the Class Launch Date of the Class for any Valuation Day until one year later, or (ii) reached over the previous year for any subsequent Valuation Day. Therefore, if the Net Asset Value per Share of each Class falls, the levels of protection will also be reduced accordingly. There is thus a risk that investors may lose almost all of their capital if they hold their Shares for a long period.

Risk of default of the Guarantor

- 12.6 Shareholders' attention is drawn to the fact that they are exposed to the risk of default of the Guarantor.

SPECIAL SECTION 18 – THEAM QUANT – BALANCED SUSTAINABLE

This Special Section must be read in conjunction with the General Section of the Prospectus. This Special Section refers only to the THEAM Quant – Balanced Sustainable (the **Sub-fund**).

1. INVESTMENT OBJECTIVE AND INVESTMENT POLICY

- 1.1 The objective of the Sub-fund is to provide capital growth, by being exposed to a portfolio of ethical government, supranational and corporate bonds as well as European and US equities having a high social responsibility policy. Therefore, the Sub-fund aims to provide a risk-adjusted return by implementing a systematic option strategy adjusting dynamically the exposure on European and US equities. The Sub-fund will benefit from the upside potential on equity markets while limiting substantially the volatility and drawdowns compared to these markets.
- 1.2 The Sub-fund will not invest more than 10% of its net assets in units or shares of UCITS or other UCIs.

2. STRATEGY

- 2.1 In order to achieve its investment objective, the Sub-fund implements a quantitative investment strategy (the **Strategy**) that combines two performance pillars:
 - (a) a long exposure to (i) a basket of ethical government, supranational and corporate bonds which aim to replicate the Solactive Liquid Green Bond Index (the **Bond Index**) for around 90% of its net assets and (ii) to money market UCITS which meet environmental, social and governance criteria (**ESG**) for around 10% of its net assets; and
 - (b) a complementary systematic options strategy on the Solactive Ethical Europe Equity Index 2 (the **Europe Strategy Index**) and on the Solactive Ethical US Equity Index (the **US Strategy Index**) intended to give exposure to the ethical European and US equity market.
- 2.2 The Bond Index (the Solactive Liquid Green Bond Index, Bloomberg Code: SOLGREEL Index) is a diversified index representing an investment in a basket of liquid green bonds issued by governments, supranational entities or corporate entities. The Bond Index is a Solactive proprietary index, calculated, published and maintained by Solactive AG. It was established on 31 December 2013. The Bond Index is rebalanced monthly using a specific algorithm and such rebalancing does not involve any cost at the Bond Index level. For further information on the Bond Index, investors are invited to consult the following website: <http://www.solactive.com>. The complete breakdown of this index and performance information is available on the same page. The index calculation method is available directly at: <http://www.solactive.com/wp-content/uploads/2015/02/Prelim-Guideline-Website1.pdf>.
- 2.3 The Europe Strategy Index to which the Strategy is exposed is the Solactive Ethical Europe Equity Index 2 (Bloomberg Code: SOLEE2 Index). The Europe Strategy Index is a diversified index representing a dynamic investment in a basket of equities paying high dividends and having a high social responsibility policy. The components of the Europe Strategy Index receive Forum ETHIBEL certification. The components of the Strategy Index Europe are selected on the basis of criteria designed to assess the relevant stock's dividend yield as well as good ESG performance according to Vigeo.
- 2.4 The US Strategy Index to which the Strategy is exposed is the Solactive Ethical US Equity Index (Bloomberg Code: SOLEUS Index). The US Strategy Index is a diversified index representing a dynamic investment in a basket of equities paying high dividends and having a high social

responsibility policy. The components of the US Strategy Index receive Forum ETHIBEL certification. The components of the US Strategy Index are selected on the basis of criteria designed to assess the relevant stock's dividend yield as well as good ESG performance according to Vigeo.

- 2.5 As of the launch date of the Sub-fund, Forum ETHIBEL certification relies mainly on three screens:
- (a) International Labour Organisation (ILO) Conventions;
 - (b) human rights; and
 - (c) environmental controversies/allegations/convictions.
- 2.6 Forum ETHIBEL is a non-profit organisation based in Brussels. It was originally set up in 1991, under the name ETHIBEL asbl, by non-governmental organisations in the most diverse social action domains, with a view to independent screenings of ethical investment funds. Early 2006, ETHIBEL asbl became "Forum ETHIBEL" asbl. Forum ETHIBEL creates a bridge between the business and the financial world, the non-governmental organisation and the general public. As a fully independent organisation, Forum ETHIBEL carries out stock selection and is specialised in socio-ethical and ecological investments. The ETHIBEL label is a European registered collective quality label given to socially responsible investment funds that meet its criteria. The label offers investors a guarantee that investments are made only in companies selected from the ETHIBEL investment register. Vigeo, founded in 2002, has become a global leading corporate responsibility rating agency. Vigeo measures the performances and level of management of the social responsibility risks of companies and organisations. It therefore analyses the extent to which companies and public authorities integrate environmental, social, societal and good governance objectives in the definition and deployment of their strategy or policies.
- 2.7 The Europe Strategy Index is a Solactive proprietary index calculated published and maintained by Solactive AG. It was established on 4 March 2015. The Europe Strategy Index is rebalanced quarterly using a specific algorithm and rebalancing do not involve any cost at the level of the Europe Strategy Index. For further information on the Europe Strategy Index, investors are invited to consult the following website: <http://www.solactive.com>. The complete breakdown of this index and performance information is available on the same page. The index calculation method is available directly at: [http://www.solactive.com/wp-content/uploads/2015/06/Guideline Solactive Ethical Europe Equity Index 21.pdf](http://www.solactive.com/wp-content/uploads/2015/06/Guideline_Solactive_Ethical_Europe_Equity_Index_21.pdf).
- 2.8 The US Strategy Index is a Solactive proprietary index calculated published and maintained by Solactive AG. It was established on 31 December 1999. The US Strategy Index is rebalanced quarterly using a specific algorithm and rebalancing do not involve any cost at the level of the US Strategy Index. For further information on the US Strategy Index, investors are invited to consult the following website: <http://www.solactive.com>. The complete breakdown of this index and performance information is available on the same page. The index calculation method is available directly at: [http://www.solactive.com/wp-content/uploads/2015/06/Guideline Ethical US Equity Index1.pdf](http://www.solactive.com/wp-content/uploads/2015/06/Guideline_Ethical_US_Equity_Index1.pdf)
- 2.9 Investors may obtain a paper version of the rulebooks relating to the Bond Index, the Europe Strategy Index and the Strategy US Index within one week on written request to THEAM TSA 47000 – 75 318 Paris Cedex 09. E-mail: THEAM.sales.support@bnpparibas.com.
- 2.10 The Sub-fund will not make use of the increased diversification limits provided for in article 44 of the 2010 Act and further described under Section 3.15 of the General Section.

- 2.11 In exceptional circumstances and on a temporary basis, the Sub Fund may invest in AAA (Standard & Poors or Fitch) or Aaa (Moody's) rated supranational bonds should the components of the Solactive Green Bond Index not provide sufficient liquidity.
- 2.12 The Strategy is implemented either:
- (a) according to a Synthetic Replication Policy through the conclusion of OTC Derivatives or by direct investment to replicate the Bond Index;
 - (b) by direct investment for money market UCITS exposure; and
 - (c) in respect of the complementary systematic option strategy on the Europe Strategy Index and on the US Strategy Index, according to a Synthetic Replication Policy, through the conclusion of OTC Derivatives.
- 2.13 The Sub-fund may use EPM Techniques.

3. GLOBAL EXPOSURE

The Sub-fund uses the commitment approach to monitor its global exposure.

4. BUSINESS DAY - VALUATION DAY

- 4.1 a **Business Day** means a day on which the Paris, London, Frankfurt and New York stock exchanges are open during the whole day (excluding Saturdays and Sundays and Luxembourg and French public holidays).
- 4.2 a **Valuation Day** means any Business Day.

5. LAUNCH DATE

The Sub-fund was launched on the 3 November 2015.

6. CLASSES

The following Classes⁽⁴⁾, once activated, will be available for subscription by investors:

| Class | Distribution policy | ISIN code | Reference Currency | Dividend | Target subscribers | Minimum Holding Amount ⁽¹⁾ | Initial Net Asset Value |
|---------|---------------------|--------------|--------------------|----------|--------------------|---------------------------------------|-------------------------|
| N | ACC | LU1235101786 | EUR | No | All | None | EUR 100 |
| C | ACC | LU1235101869 | EUR | No | All | None | EUR 100 |
| C | DIS | LU1235101943 | EUR | Yes | All | None | EUR 100 |
| C USD | ACC | LU1235102081 | USD | No | All | None | USD 100 |
| C USD H | ACC | LU1235102164 | USD | No | All | None | USD 100 |
| C CHF H | ACC | LU1235102248 | CHF | No | All | None | CHF 100 |

| Class | Distribution policy | ISIN code | Reference Currency | Dividend | Target subscribers | Minimum Holding Amount ⁽¹⁾ | Initial Net Asset Value |
|-----------------|---------------------|--------------|--------------------|----------|-------------------------|---|-------------------------|
| C GBP H | ACC | LU1235102321 | GBP | No | All | None | GBP 100 |
| C GBP H | DIS | LU1235102594 | GBP | No | All | None | GBP 100 |
| Privilege | ACC | LU1235102677 | EUR | No | All | 1,000,000 Euros/ Portfolio Managers: None | EUR 100 |
| Privilege | DIS | LU1235102750 | EUR | Yes | All | 1,000,000 Euros/ Portfolio Managers: None | EUR 100 |
| Privilege USD | ACC | LU1235102834 | USD | No | All | 1,000,000 Euros or equivalent/ Portfolio Managers: None | USD 100 |
| Privilege USD H | ACC | LU1235102917 | USD | No | All | 1,000,000 Euros or equivalent / Portfolio Managers: None | USD 100 |
| R | ACC | LU1235103055 | GBP | No | All ⁽²⁾ | None | GBP 100 |
| R | DIS | LU1235103139 | GBP | Yes | All ⁽²⁾ | None | GBP 100 |
| I | ACC | LU1235103212 | EUR | No | Institutional Investors | EUR 100, 000. UCI: none | EUR 100 |
| I | DIS | LU1235103303 | EUR | Yes | Institutional Investors | EUR 100,000 or equivalent. UCI: none | EUR 100 |
| I USD | ACC | LU1235103485 | USD | No | Institutional Investors | EUR 100,000 or equivalent. UCI: none | USD 100 |
| I USD H | ACC | LU1235103568 | USD | No | Institutional Investors | EUR 100,000 or equivalent. UCI: none | USD 100 |
| I CHF H | ACC | LU1235103642 | CHF | No | Institutional Investors | EUR 100,000 or equivalent. UCI: none | CHF 100 |
| I GBP H | ACC | LU1235103725 | GBP | No | Institutional Investors | EUR 100,000 or equivalent. UCI: none | GBP 100 |
| I GBP H | DIS | LU1235103998 | GBP | Yes | Institutional Investors | EUR 100,000 or equivalent. UCI: none | GBP 100 |
| J | ACC | LU1480586525 | EUR | No | Institutional Investors | EUR 10 million ⁽³⁾ UCI: None | EUR 100 |
| X | ACC | LU1301721210 | EUR | No | Authorised Investors | EUR 5 million | EUR 100 |

(1) The applicable Minimum Holding Amount may be waived or varied on a case-by-case basis, by the Company or the Management Company.

(2) Only in the countries where the Management Company has decided to market and/or register (if relevant) the Class

(3) Regarding J shares, minimum subscription conditions are assessed on the basis of the total investment, irrespective of currency

(4) Each one of the above Classes may only be activated with prior approval of the Board or of the Management Company.

7. FEES AND COSTS

7.1 Subscription Fee, Conversion Fee and Redemption Fee

| Class | Subscription Fee (maximum) | Conversion Fee (maximum) ⁽¹⁾ | Redemption Fee (maximum) |
|------------------|----------------------------|---|--------------------------|
| N shares | 0.00% | 1.50% | None |
| C shares | 3.00% | 1.50% | None |
| Privilege Shares | 3.00% | 1.50% | None |
| R shares | 3.00% | 1.50% | None |
| I Shares | 0.00% | 1.50% | None |
| J shares | 0.00% | 1.50% | None |
| X shares | 0.00% | 1.50% | None |

(1) In the event of conversion to a sub-fund with a higher subscription fee, the difference may be payable.

7.2 Annual fees and costs payable by the Sub-fund

| Class | Management Company Fee (maximum) | Distribution Fee (maximum) | Performance Fee | Other Fees (maximum) | Taxe d'abonnement ⁽¹⁾ (subscription tax) |
|------------------|----------------------------------|----------------------------|-----------------|----------------------|---|
| N shares | 1.65% | 0.75% | No | 0.35% | 0.05% |
| C shares | 1.65% | No | No | 0.35% | 0.05% |
| Privilege shares | 0.85% | No | No | 0.35% | 0.05% |
| R shares | 0.85% | No | No | 0.35% | 0.05% |
| I shares | 0.65% | No | No | 0.35% | 0.01% |
| J shares | 0.45% | No | No | 0.35% | 0.01% |
| X shares | 0.00% | No | No | 0.35% | 0.01% |

(1) In addition, the Sub-fund may be subject to foreign UCI's tax, and/or other regulators levy, in the country where the sub-fund is registered for distribution;

8. SUBSCRIPTION AND REDEMPTION PROCESS

Initial subscriptions

- 8.1 The Initial Subscription Date of each of the Class is the Class Launch Date. Subscription requests for the Initial Subscription Date must be sent in writing to the Administrative Agent and be received by the Administrative Agent by 12.00 pm (CET) (the **Subscription Cut-Off Time**) at the latest on the day of the Initial Subscription Date.
- 8.2 Investors for which the subscription documents have been accepted on the Initial Subscription Date will be required to deliver to the account of the Depositary cleared funds for the full amount of their subscription pursuant to their subscription documents on the Initial Subscription Date. If the Depositary does not receive the funds in time the purchase order may be cancelled and the funds returned to the Investor without interest.
- 8.3 The investor will be liable for the costs of late or non-payment in which case the Management Company will have the power to redeem all or part of the Investor's holding of Shares in the Sub-fund (if any) in order to meet such costs. In circumstances where the Management Company at its absolute discretion regards it not practical or feasible to recoup a loss from an applicant for Shares, any losses incurred by the Sub-fund due to late or non-payment of the subscription proceeds in respect of subscription applications received will be borne by the Sub-fund.

Ongoing subscriptions – Subscription Cut-off Time

- 8.4 After the Initial Subscription Date of a Class, subscriptions can be made on any Valuation Day. Subscription requests in respect of a Valuation Day can be made to the Administrative Agent before 12.00 pm (CET) at the latest on the relevant Valuation Day (the **Subscription Cut-off Time**).

Redemptions – Redemption Cut-off Time

- 8.5 Redemptions can be made on any Valuation Day. Redemption requests for Shares in part or in whole in respect of a Valuation Day can be made to the Administrative Agent before 12.00 pm (CET) at the latest on the relevant Valuation Day (the **Redemption Cut-off Time**).
- 8.6 Payment of the redemption proceeds will be made generally 3 Business Days following the relevant Valuation Day.

9. REFERENCE CURRENCY AND HEDGING

The Reference Currency of the Sub-fund is the EUR.

10. PROFILE OF THE TYPICAL INVESTOR

Each Investor in the Sub-fund shall:

- (a) have the knowledge of, and the investment experience in, financial products which use derivatives and/or derivative strategies (such as the Sub-fund) and financial markets generally;
- (b) understand and evaluate the Strategy, characteristics and risks of the Sub-fund in order to make an informed investment decision.

11. SPECIFIC RISK FACTORS

- 11.1 Investors should refer to the risk factors set out in Section 19 of the General Section and are in particular invited to consider the following risk factors further described in Section 19 of the General Section:
- (a) Equities;
 - (b) Market volatility;
 - (c) Conflict of interest;
 - (d) Credit Risk;
 - (e) Liquidity risk;
 - (f) Counterparty risk;
 - (g) Use of financial derivative instruments;
 - (h) Interest rates;
 - (i) Synthetic replication;
 - (j) Physical replication.

- 11.2 In addition, Investors should carefully review the following risk disclaimer that is specific to the Sub-fund:

Risks related to the algorithm used for the calculation of the Europe Strategy Index, US Strategy Index s and the Bond Index

- 11.3 The models used to determine the allocation of the Europe Strategy Index, the US Strategy Index and the Bond Index are based on systematic, quantitative mechanisms. There is a risk that the model will not be efficient as there is no guarantee that the indicators defined will be relevant in the future. They are defined partly on the basis of historical data and there is nothing to guarantee that previous market situations will repeat themselves in the future.

SPECIAL SECTION 19 – THEAM QUANT – ENHANCED GOVERNMENT BONDS GLOBAL

This Special Section must be read in conjunction with the General Section of the Prospectus. This Special Section refers only to the THEAM Quant – Enhanced Government Bonds Global (the **Sub-fund**).

1. INVESTMENT OBJECTIVE AND INVESTMENT POLICY

- 1.1 The objective of the Sub-fund is to increase the value of its assets over the medium term (i) by being exposed to a dynamic portfolio of worldwide government bonds mainly issued by European and North-American governments and (ii) by implementing a systematic options strategy which aims at generating additional performance while having a low correlation to a long bond exposure. Consequently, the Sub-fund aims at offering a risk/return profile improvement compared to a sole investment in worldwide government bonds.
- 1.2 The Sub-fund will not invest more than 10% of its net assets in units or shares of UCITS or other UCIs.

2. STRATEGY

- 2.1 In order to achieve its investment objective, the Sub-fund implements a euro-hedged quantitative investment strategy (the **Strategy**) that combines positions in worldwide government bonds (the **Bond Portfolio**) and a policy of selling call options on one or several European and North-American government bonds.
- 2.2 The Bond Portfolio combines two performance pillars:
 - (a) A core portfolio for around 100% of the Sub-fund assets composed of worldwide government bonds with medium-term remaining maturities and a low turnover of its composition based on liquidity and quality criteria such as the outstanding notional amount and rating of the bond issues per country and on measures of representativeness of the countries such as gross domestic product (**GDP**).
 - (b) Two tactical long/short strategies which aim at completing the core portfolio exposure by allocating worldwide government bond futures (i) of similar durations but issued by different countries and (ii) of different durations but issued by the same country. Both strategies are based on an active and systematic allocation model which performs preliminarily a risk/return analysis using carry, momentum or fundamental indicators to rank the bond futures per attractiveness. Long and short positions are then determined accordingly, and such that the net sensitivity of the strategies to the bond market is small, in order to maintain a risk profile of the Sub-fund similar over the long-term to the core portfolio.
- 2.3 The options strategy consists in a systematic sale of short-term call options together with a long bond allocation on the same underlying weighted in such a way that the overall exposure is broadly market neutral on average. Such a strategy aims at generating premiums while having a very low correlation to a long government bond exposure. Upon maturity of the options, capital losses are recorded or not, depending on whether the underlying of the call option is higher than its strike price (option in the money) or not. This options strategy is particularly appropriate in stable or fairly directionless markets and may generate losses during sudden major upwards or downwards phases.
- 2.4 The Sub-fund will not make use of the increased diversification limits provided for in article 44 of the 2010 Act and further described under Section 3.15 of the General Section.

2.5 The Strategy will be implemented (i) in respect of the Bond Portfolio, either by direct investment, and/or according to a Synthetic Replication Policy through the conclusion of OTC Derivatives. Synthetic Replication will especially be implemented during the seeding period of the Sub-fund. In such a case, the Sub-fund will invest its assets in Transferable Securities or Money Market Instruments (the **Financing Assets**) and exchange the performance of up to 100% of the Financing Assets through OTC Derivatives to gain exposure to the Bond Portfolio. The Underlying Assets will consist either of financial indices or spot positions or futures on government bonds and (ii) in respect of the complementary systematic option strategy, according to a Synthetic Replication Policy, through the conclusion of OTC Derivatives. Investors are invited to consult the following webpage <http://docfinder.is.bnpparibas-ip.com/api/files/9E7A8CB4-E67F-4C6C-9F52-8129032C4730> to obtain a list of financial indices to which the Sub-fund is exposed. Links to the complete breakdown of the indices, performance information and calculation methodology are available on the same page.

2.6 The Sub-fund may use EPM Techniques.

3. GLOBAL EXPOSURE

3.1 The Sub-fund will use the absolute VaR approach to monitor its global exposure. The VaR of the Sub-fund's portfolio, with confidence interval of 99% and a detention period of 20 Business days, will not exceed 20% of the Sub-fund's Net Asset Value.

The leverage of the Sub-fund (defined as the sum of the absolute values of the derivatives notional (with neither netting nor hedging arrangement) divided by NAV is expected to be around 200%.

| Enhanced Government Bonds Global | Expected Leverage | Maximum Leverage |
|----------------------------------|-------------------|------------------|
| Total | 2 | 2 |

4. BUSINESS DAY - VALUATION DAY

For the purpose of this Special Section, a **Valuation Day** means a Business Day on which the French, German, UK, Italian, Australian, Japanese and US exchanges are open during the whole day and on which EUR, GBP and USD currencies are scheduled to be settled (excluding Saturdays and Sundays and Luxembourg and French public holidays).

5. LAUNCH DATE

6 September 2016.

6. CLASSES

The following Classes⁽⁴⁾, once activated, shall be available for subscription by investors:

| Class | Distribution policy | ISIN code | Reference Currency | Dividend | Target subscribers | Minimum Holding Amount ⁽¹⁾ | Initial Net Asset Value |
|---------|---------------------|--------------|--------------------|----------|--------------------|---------------------------------------|-------------------------|
| N | ACC | LU134460008 | EUR | No | All | None | EUR 100 |
| C | ACC | LU1344600322 | EUR | No | All | None | EUR 100 |
| C | DIS | LU1480585717 | EUR | Yes | All | None | EUR 100 |
| C USD | ACC | LU1344600165 | USD | No | All | None | USD 100 |
| C USD | DIS | LU1344600249 | USD | Yes | All | None | USD 100 |
| C USD H | ACC | LU1344600595 | USD | No | All | None | USD 100 |

| Class | Distribution policy | ISIN code | Reference Currency | Dividend | Target subscribers | Minimum Holding Amount ⁽¹⁾ | Initial Net Asset Value |
|---------|---------------------|--------------|--------------------|----------|-------------------------|--|-------------------------|
| R GBP H | ACC | LU1344600678 | GBP | No | All ⁽²⁾ | None | GBP 100 |
| R GBP H | DIS | LU1344600751 | GBP | Yes | All ⁽²⁾ | None | GBP 100 |
| I | ACC | LU1344601056 | EUR | No | Institutional Investors | EUR 100,000 UCI: none | EUR 100 |
| I | DIS | LU1480585980 | EUR | Yes | Institutional Investors | EUR 100,000 UCI: none | EUR 100 |
| I USD | ACC | LU1344600835 | USD | No | Institutional Investors | EUR 100,000 or equivalent UCI: none | USD 100 |
| I USD | DIS | LU1344600918 | USD | Yes | Institutional Investors | EUR 100,000 or equivalent UCI: none | USD 100 |
| I USD H | ACC | LU1344601130 | USD | No | Institutional Investors | EUR 100,000 or equivalent UCI: none | USD 100 |
| I GBP H | ACC | LU1542715468 | GBP | No | Institutional Investors | EUR 100,000 or equivalent UCI: none | GBP 100 |
| J | ACC | LU1344601304 | EUR | No | Institutional Investors | EUR 10,000,000 ⁽³⁾ UCI: None | EUR 100 |
| X | ACC | LU1344601569 | EUR | No | Institutional Investors | EUR 5,000,000 | EUR 100 |

(1) The applicable Minimum Holding Amount may be waived or varied on a case-by-case basis, by the Company or the Management Company.

(2) Only in the countries where the Management Company has decided to market and/or register (if relevant) the Class.

(3) Regarding J shares, minimum subscription conditions are assessed on the basis of the total investment, irrespective of currency

(4) Each one of the above Classes may only be activated with prior approval of the Board or of the Management Company.

7. FEES AND COSTS

7.1 Subscription Fee, Conversion Fee and Redemption Fee

| Class | Subscription Fee (maximum) | Conversion Fee (maximum) ⁽¹⁾ | Redemption Fee (maximum) |
|------------------|----------------------------|---|--------------------------|
| N shares | 0.00% | 1.50% | None |
| C shares | 3.00% | 1.50% | None |
| Privilege shares | 3.00% | 1.50% | None |
| R shares | 3.00% | 1.50% | None |
| I shares | 0.00% | 1.50% | None |
| J shares | 0.00% | 1.50% | None |
| X shares | 0.00% | 1.50% | None |

(1) In the event of conversion to a sub-fund with a higher subscription fee, the difference may be payable.

7.2 Annual fees and costs payable by the Sub-fund

| Class | Management Company Fee (maximum) | Distribution Fee (maximum) | Performance Fee | Other Fees (maximum) | Taxe d'abonnement ⁽¹⁾ (subscription tax) |
|------------------|----------------------------------|----------------------------|-----------------|----------------------|---|
| N shares | 0.80% | 0.50% | No | 0.35% | 0.05% |
| C shares | 0.80% | No | No | 0.35% | 0.05% |
| Privilege shares | 0.60% | No | No | 0.35% | 0.05% |
| R shares | 0.60% | No | No | 0.35% | 0.05% |
| I shares | 0.40% | No | No | 0.35% | 0.01% |
| J shares | 0.30% | No | No | 0.35% | 0.01% |

| | | | | | |
|----------|-------|----|----|-------|-------|
| X shares | 0.00% | No | No | 0.35% | 0.01% |
|----------|-------|----|----|-------|-------|

(1) In addition, the Sub-fund may be subject to foreign UCI's tax, and/or other regulators levy, in the country where the sub-fund is registered for distribution

8. SUBSCRIPTION AND REDEMPTION PROCESS

Initial subscriptions

- 8.1 The Initial Subscription Date of each of the Class is the Class Launch Date. Subscription requests for the Initial Subscription Date must be sent in writing to the Administrative Agent and be received by the Administrative Agent by 4.00 pm (CET) (the **Subscription Cut-Off Time**) at the latest on the Business Day preceding the Initial Subscription Date.
- 8.2 Investors for which the subscription documents have been accepted on the Initial Subscription Date will be required to deliver to the account of the Depositary cleared funds for the full amount of their subscription pursuant to their subscription documents on the Initial Subscription Date. If the Depositary does not receive the funds in time the purchase order may be cancelled and the funds returned to the Investor without interest.
- 8.3 The investor will be liable for the costs of late or non-payment in which case the Management Company will have the power to redeem all or part of the Investor's holding of Shares in the Sub-fund (if any) in order to meet such costs. In circumstances where the Management Company at its absolute discretion regards it not practical or feasible to recoup a loss from an applicant for Shares, any losses incurred by the Sub-fund due to late or non-payment of the subscription proceeds in respect of subscription applications received will be borne by the Sub-fund.

Ongoing subscriptions – Subscription Cut-off Time

- 8.4 After the Initial Subscription Date of a Class, subscriptions can be made on any Valuation Day. Subscription requests in respect of a Valuation Day can be made to the Administrative Agent before 4.00 pm (CET) at the latest on the Business Day preceding the relevant Valuation Day (the **Subscription Cut-off Time**).

Redemptions – Redemption Cut-off Time

- 8.5 Redemptions can be made on any Valuation Day. Redemption requests for Shares in part or in whole in respect of a Valuation Day can be made to the Administrative Agent before 4.00 pm (CET) at the latest on the Business Day preceding the relevant Valuation Day (the **Redemption Cut-off Time**).
- 8.6 Payment of the redemption proceeds will be made generally 3 Business Days following the relevant Valuation Day.

9. REFERENCE CURRENCY AND HEDGING

The Reference Currency of the Sub-fund is the EUR.

10. PROFILE OF THE TYPICAL INVESTOR

Each Investor in the Sub-fund shall:

- (a) have the knowledge of, and the investment experience in, financial products which use derivatives and/or derivative strategies (such as the Sub-fund) and financial markets generally;

- (b) understand and evaluate the Strategy, characteristics and risks of the Sub-fund in order to make an informed investment decision.

11. SPECIFIC RISK FACTORS

11.1 Investors should refer to the risk factors set out in Section 19 of the General Section and are in particular invited to consider the following risk factors further described in Section 19 of the General Section:

- (a) Market volatility;
- (b) Conflict of interest;
- (c) Credit Risk;
- (d) Liquidity risk;
- (e) Counterparty risk;
- (f) Use of financial derivative instruments;
- (g) Interest rates;
- (h) Synthetic replication;
- (i) Physical replication.

11.2 In addition, Investors should carefully review the following risk disclaimer that is specific to the Sub-fund:

Risks related to the model used by the Strategy

11.3 The model used to determine the allocation of the Bond Portfolio is based on quantitative mechanisms. There is a risk that the model will not be efficient as there is no guarantee that the indicators defined will be relevant in the future. They are defined partly on the basis of historical data and there is nothing to guarantee that previous market situations will repeat themselves in the future.

11.4 The underlyings of the call options are likely to be different than the underlyings of the Bond Portfolio, in terms of composition, weights and maturities. Therefore the Strategy cannot be considered as a "buy-write" strategy in its strictest definition, where the underlyings of both the long exposure and of the options are identical.

SPECIAL SECTION 20 – THEAM QUANT – ENHANCED GOVERNMENT BONDS US

This Special Section must be read in conjunction with the General Section of the Prospectus. This Special Section refers only to the THEAM Quant – Enhanced Government Bonds US (the **Sub-fund**).

1. INVESTMENT OBJECTIVE AND INVESTMENT POLICY

- 1.1 The objective of the Sub-fund is to increase the value of its assets over the medium term (i) by being exposed to a dynamic portfolio of bonds issued by the US government and (ii) by implementing a systematic options strategy which aims at generating additional performance while having a low correlation to a long bond exposure. Consequently, the Sub-fund aims at offering a risk/return profile improvement compared to a sole investment in US government bonds.
- 1.2 The Sub-fund will not invest more than 10% of its net assets in units or shares of UCITS or other UCIs.

2. STRATEGY

- 2.1 In order to achieve its investment objective, the Sub-fund implements a quantitative investment strategy (the **Strategy**) that combines positions in US government bonds (the **Bond Portfolio**) and a policy of selling call options on US government bonds futures.
- 2.2 The Bond Portfolio combines two performance pillars:
 - (a) A core portfolio for around 100% of the Sub-fund assets composed of US government bonds with medium-term remaining maturities and a low turnover of its composition.
 - (b) A tactical long/short portfolio which aims at completing the core portfolio exposure by allocating US government bond futures with weightings and duration based on a systematic allocation model which performs a risk/return analysis using carry, momentum or fundamental indicators to rank the bond futures per attractiveness. Long and short positions are then determined accordingly, and such that the net sensitivity of the strategy to the bond market is small, in order to maintain a risk profile of the Sub-fund similar over the long-term to the core portfolio.
- 2.3 The options strategy consists in a systematic sale of short-term call options together with a long bond allocation on the same underlying weighted in such a way that the overall exposure is broadly market neutral on average. Such a strategy aims at generating premiums while having a very low correlation to a long government bond exposure. Upon maturity of the options, capital losses will be recorded or not, depending on whether the underlying of the call option is higher than its strike price (option in the money) or not. This options strategy is particularly appropriate in stable or fairly directionless markets and may generate losses during sudden major upwards or downward phases.
- 2.4 The Sub-fund will not make use of the increased diversification limits provided for in article 44 of the 2010 Act and further described under Section 3.15 of the General Section.
- 2.5 The Strategy will be implemented (i) in respect of the Bond Portfolio, either by direct investment, and/or according to a Synthetic Replication Policy through the conclusion of OTC Derivatives. Synthetic Replication will especially be implemented during the seeding period of the Sub-fund. In such a case, the Sub-fund will invest its assets in Transferable Securities or Money Market Instruments (the **Financing Assets**) and exchange the performance of up to 100% of the Financing Assets through OTC Derivatives to gain exposure to the Bond Portfolio. The Underlying Assets will consist either of financial indices or spot positions or futures on government bonds and (ii) in respect

of the complementary systematic option strategy, according to a Synthetic Replication Policy, through the conclusion of OTC Derivatives.

2.6 The Sub-fund may use EPM Techniques.

3. GLOBAL EXPOSURE

3.1 The Sub-fund will use the absolute VaR approach to monitor its global exposure. The VaR of the Sub-fund's portfolio, with confidence interval of 99% and a detention period of 20 Business days, will not exceed 20% of the Sub-fund's Net Asset Value.

The leverage of the Sub-fund (defined as the sum of the absolute values of the derivatives notional (with neither netting nor hedging arrangement) divided by NAV is expected to be around 200%.

| | | |
|------------------------------|-------------------|------------------|
| Enhanced Government Bonds US | Expected Leverage | Maximum Leverage |
| Total | 2 | 2 |

4. BUSINESS DAY - VALUATION DAY

For the purpose of this Special Section, a **Valuation Day** means a Business Day on which the CME exchange is open during the whole day (excluding Saturdays and Sundays and Luxembourg and French public holidays).

5. LAUNCH DATE

The Sub-fund is not yet launched at the date of this prospectus. It will be launched upon decision of the Board.

6. CLASSES

The following Classes⁽⁴⁾, once activated, shall be available for subscription by investors:

| Class | Distribution policy | ISIN code | Reference Currency | Dividend | Target subscribers | Minimum Holding Amount ⁽¹⁾ | Initial Net Asset Value |
|-----------------|---------------------|--------------|--------------------|----------|--------------------|--|-------------------------|
| N | ACC | LU1344601643 | USD | No | All | None | USD 100 |
| C | ACC | LU1344601726 | USD | No | All | None | USD 100 |
| C | DIS | LU1344601999 | USD | Yes | All | None | USD 100 |
| C EUR | ACC | LU1344602021 | EUR | No | All | None | EUR 100 |
| C EUR H | ACC | LU1344602294 | EUR | No | All | None | EUR 100 |
| Privilege | ACC | LU1353197756 | USD | No | All | USD 1,000,000/ Portfolio Managers: None | USD 100 |
| Privilege | DIS | LU1353197830 | USD | Yes | All | USD 1,000,000/ Portfolio Managers: None | USD 100 |
| Privilege EUR | ACC | LU1353197913 | EUR | No | All | USD 1,000,000 or equivalent/ Portfolio Managers: None | EUR 100 |
| Privilege EUR H | ACC | LU1353198051 | EUR | No | All | USD 1,000,000 or equivalent/ Portfolio Managers: None | EUR 100 |
| R | ACC | LU1344602377 | GBP | No | All ⁽²⁾ | None | GBP 100 |

| | | | | | | | |
|---------|-----|--------------|-----|-----|-------------------------|--|---------|
| R | DIS | LU1344602450 | GBP | Yes | All ⁽²⁾ | None | GBP 100 |
| I | ACC | LU1344602534 | USD | No | Institutional Investors | USD 100,000 UCI : none | USD 100 |
| I | DIS | LU1344602880 | USD | Yes | Institutional Investors | USD 100,000 UCI: none | USD 100 |
| I EUR | ACC | LU1344602963 | EUR | No | Institutional Investors | USD 100,000 or equivalent. UCI: none | EUR 100 |
| I EUR H | ACC | LU1344603003 | EUR | No | Institutional Investors | USD 100,000 or equivalent. UCI: none | EUR 100 |
| J | ACC | LU1344603185 | USD | No | Institutional Investors | USD 10,000,000 ⁽³⁾ UCI: None | USD 100 |
| X | ACC | LU1344603268 | USD | No | Institutional Investors | USD 5,000,000 | USD 100 |

(1) The applicable Minimum Holding Amount may be waived or varied on a case-by-case basis, by the Company or the Management Company.

(2) Only in the countries where the Management Company has decided to market and/or register (if relevant) the Class.

(3) Regarding J shares, minimum subscription conditions are assessed on the basis of the total investment, irrespective of currency

(4) Each one of the above Classes may only be activated with prior approval of the Board or of the Management Company.

7. FEES AND COSTS

7.1 Subscription Fee, Conversion Fee and Redemption Fee

| Class | Subscription Fee (maximum) | Conversion Fee (maximum) ⁽¹⁾ | Redemption Fee (maximum) |
|------------------|----------------------------|---|--------------------------|
| N shares | 0.00% | 1.50% | None |
| C shares | 3.00% | 1.50% | None |
| Privilege shares | 3.00% | 1.50% | None |
| R shares | 3.00% | 1.50% | None |
| I shares | 0.00% | 1.50% | None |
| J shares | 0.00% | 1.50% | None |
| X shares | 0.00% | 1.50% | None |

(1) In the event of conversion to a sub-fund with a higher subscription fee, the difference may be payable.

7.2 Annual fees and costs payable by the Sub-fund

| Class | Management Company Fee (maximum) | Distribution Fee (maximum) | Performance Fee | Other Fees (maximum) | Taxe d'abonnement ⁽¹⁾ (subscription tax) |
|------------------|----------------------------------|----------------------------|-----------------|----------------------|---|
| N shares | 0.80% | 0.50% | No | 0.35% | 0.05% |
| C shares | 0.80% | No | No | 0.35% | 0.05% |
| Privilege shares | 0.60% | No | No | 0.35% | 0.05% |
| R shares | 0.60% | No | No | 0.35% | 0.05% |
| I shares | 0.40% | No | No | 0.35% | 0.01% |
| J shares | 0.30% | No | No | 0.35% | 0.01% |
| X shares | 0.00% | No | No | 0.35% | 0.01% |

(1) In addition, the Sub-fund may be subject to foreign UCI's tax, and/or other regulators levy, in the country where the sub-fund is registered for distribution

8. SUBSCRIPTION AND REDEMPTION PROCESS

Initial subscriptions

- 8.1 The Initial Subscription Date of each of the Class is the Class Launch Date. Subscription requests for the Initial Subscription Date must be sent in writing to the Administrative Agent and be received by the Administrative Agent by 12.00 pm (CET) (the **Subscription Cut-Off Time**) at the latest on the day of the Initial Subscription Date.
- 8.2 Investors for which the subscription documents have been accepted on the Initial Subscription Date will be required to deliver to the account of the Depositary cleared funds for the full amount of their subscription pursuant to their subscription documents on the Initial Subscription Date. If the Depositary does not receive the funds in time the purchase order may be cancelled and the funds returned to the Investor without interest.
- 8.3 The investor will be liable for the costs of late or non-payment in which case the Management Company will have the power to redeem all or part of the Investor's holding of Shares in the Sub-fund (if any) in order to meet such costs. In circumstances where the Management Company at its absolute discretion regards it not practical or feasible to recoup a loss from an applicant for Shares, any losses incurred by the Sub-fund due to late or non-payment of the subscription proceeds in respect of subscription applications received will be borne by the Sub-fund.

Ongoing subscriptions – Subscription Cut-off Time

- 8.4 After the Initial Subscription Date of a Class, subscriptions can be made on any Valuation Day. Subscription requests in respect of a Valuation Day can be made to the Administrative Agent before 12.00 pm (CET) at the latest on the relevant Valuation Day (the **Subscription Cut-off Time**).

Redemptions – Redemption Cut-off Time

- 8.5 Redemptions can be made on any Valuation Day. Redemption requests for Shares in part or in whole in respect of a Valuation Day can be made to the Administrative Agent before 12.00 pm (CET) at the latest on the relevant Valuation Day (the **Redemption Cut-off Time**).
- 8.6 Payment of the redemption proceeds will be made generally 3 Business Days following the relevant Valuation Day.

9. REFERENCE CURRENCY AND HEDGING

The Reference Currency of the Sub-fund is the USD.

10. PROFILE OF THE TYPICAL INVESTOR

- 10.1 Each Investor in the Sub-fund shall:
- (a) have the knowledge of, and the investment experience in, financial products which use derivatives and/or derivative strategies (such as the Sub-fund) and financial markets generally;
 - (b) understand and evaluate the Strategy, characteristics and risks of the Sub-fund in order to make an informed investment decision.

11. SPECIFIC RISK FACTORS

11.1 Investors should refer to the risk factors set out in Section 19 of the General Section and are in particular invited to consider the following risk factors further described in Section 19 of the General Section:

- (a) Market volatility;
- (b) Conflict of interest;
- (c) Credit Risk;
- (d) Liquidity risk;
- (e) Counterparty risk;
- (f) Use of financial derivative instruments;
- (g) Interest rates;
- (h) Synthetic replication;
- (i) Physical replication.

11.2 In addition, Investors should carefully review the following risk disclaimer that is specific to the Sub-fund:

Risks related to the model used by the Strategy

11.3 The model used to determine the allocation of the Bond Portfolio is based on quantitative mechanisms. There is a risk that the model will not be efficient as there is no guarantee that the indicators defined will be relevant in the future. They are defined partly on the basis of historical data and there is nothing to guarantee that previous market situations will repeat themselves in the future.

11.4 Although the underlyings of the call options are also US government bonds, they are likely to be different than the underlyings of the Bond Portfolio, in terms of composition, weights and maturities. Therefore the Strategy cannot be considered as a "buy-write" strategy in its strictest definition, where the underlyings of both the long exposure and of the options are identical.

SPECIAL SECTION 21 – THEAM QUANT – ENHANCED GOVERNMENT BONDS EUROPE

This Special Section must be read in conjunction with the General Section of the Prospectus. This Special Section refers only to the THEAM Quant – Enhanced Government Bonds Europe (the **Sub-fund**).

1. INVESTMENT OBJECTIVE AND INVESTMENT POLICY

- 1.1 The objective of the Sub-fund is to increase the value of its assets over the medium term (i) by being exposed to a dynamic portfolio of bonds issued by European governments and (ii) by implementing a systematic options strategy which aims at generating additional performance while having a low correlation to a long bond exposure. Consequently, the Sub-fund aims at offering a risk/return profile improvement compared to a sole investment in European government bonds.
- 1.2 The Sub-fund will not invest more than 10% of its net assets in units or shares of UCITS or other UCIs.

2. STRATEGY

- 2.1 In order to achieve its investment objective, the Sub-fund implements a quantitative investment strategy (the **Strategy**) that combines positions in European government bonds (the **Bond Portfolio**) and a policy of selling call options on one or several European government bonds.
- 2.2 The Bond Portfolio combines two performance pillars:
 - (a) A core portfolio for around 100% of the Sub-fund assets composed of European government bonds with medium-term remaining maturities and a low turnover of its composition based on liquidity and quality criteria such as the outstanding notional amount and rating of the bond issues per country and on measures of representativeness of the countries such as gross domestic product (**GDP**).
 - (b) Two tactical long/short strategies which aim at completing the core portfolio exposure by allocating European government bond futures (i) of similar durations but issued by different countries and (ii) of different durations but issued by the same country. Both strategies are based on a systematic allocation model which performs a risk/return analysis using carry, momentum or fundamental indicators to rank the bond futures per attractiveness. Long and short positions are then determined accordingly, and such that the net sensitivity of the strategies to the bond market is small, in order to maintain a risk profile of the Sub-fund similar over the long-term to the core portfolio.
- 2.3 The options strategy consists in a systematic sale of short-term call options together with a long bond allocation on the same underlying weighted in such a way that the overall exposure is broadly market neutral on average. Such a strategy aims at generating premiums while having a very low correlation to a long government bond exposure. Upon maturity of the options, capital losses will be recorded or not, depending on whether the underlying of the call option is higher than its strike price (option in the money) or not. This options strategy is particularly appropriate in stable or fairly directionless markets and may generate losses during sudden major upwards or downwards phases.
- 2.4 The Sub-fund will not make use of the increased diversification limits provided for in article 44 of the 2010 Act and further described under Section 3.15 of the General Section.
- 2.5 The Strategy will be implemented (i) in respect of the Bond Portfolio, either by direct investment, and/or according to a Synthetic Replication Policy through the conclusion of OTC Derivatives. Synthetic Replication will especially be implemented during the seeding period of the Sub-fund. In

such a case, the Sub-fund will invest its assets in Transferable Securities or Money Market Instruments (the **Financing Assets**) and exchange the performance of up to 100% of the Financing Assets through OTC Derivatives to gain exposure to the Bond Portfolio. The Underlying Assets will consist either of financial indices or spot positions or futures on government bonds and (ii) in respect of the complementary systematic option strategy, according to a Synthetic Replication Policy, through the conclusion of OTC Derivatives.

2.6 The Sub-fund may use EPM Techniques.

3. GLOBAL EXPOSURE

3.1 The Sub-fund will use the absolute VaR approach to monitor its global exposure. The VaR of the Sub-fund's portfolio, with confidence interval of 99% and a detention period of 20 Business days, will not exceed 20% of the Sub-fund's Net Asset Value.

The leverage of the Sub-fund (defined as the sum of the absolute values of the derivatives notional (with neither netting nor hedging arrangement) divided by NAV is expected to be around 200%.

| Enhanced Government Bonds Europe | Expected Leverage | Maximum Leverage |
|----------------------------------|-------------------|------------------|
| Total | 2 | 2 |

4. BUSINESS DAY - VALUATION DAY

For the purpose of this Special Section, a **Valuation Day** means a Business Day on which the Eurex, Nasdaq OMX and ICE exchanges are open during the whole day (excluding Saturdays and Sundays and Luxembourg and French public holidays).

5. LAUNCH DATE

The Sub-fund is not yet launched at the date of this prospectus. It will be launched upon decision of the Board.

6. CLASSES

The following Classes⁽⁴⁾, once activated, shall be available for subscription by investors:

| Class | Distribution policy | ISIN code | Reference Currency | Dividend | Target subscribers | Minimum Holding Amount ⁽¹⁾ | Initial Net Asset Value |
|---------------|---------------------|--------------|--------------------|----------|--------------------|---|-------------------------|
| N | ACC | LU1353181321 | EUR | No | All | None | EUR 100 |
| C | ACC | LU1353181594 | EUR | No | All | None | EUR 100 |
| C | DIS | LU1353181677 | EUR | Yes | All | None | EUR 100 |
| C USD | ACC | LU1353181750 | USD | No | All | None | USD 100 |
| C USD H | ACC | LU1353181834 | USD | No | All | None | USD 100 |
| Privilege | ACC | LU1353181917 | EUR | No | All | EUR 1,000,000/ Portfolio Managers: None | EUR 100 |
| Privilege | DIS | LU1353182055 | EUR | Yes | All | EUR 1,000,000/ Portfolio Managers: None | EUR 100 |
| Privilege USD | ACC | LU1353182139 | USD | No | All | EUR 1,000,000 or equivalent / Portfolio | USD 100 |

| | | | | | | | |
|-----------------|-----|--------------|-----|-----|-------------------------|--|---------|
| | | | | | | Managers: None | |
| Privilege USD H | ACC | LU1353182303 | USD | No | All | EUR 1,000,000 or equivalent / Portfolio Managers: None | USD 100 |
| R | ACC | LU1353182485 | GBP | No | All ⁽²⁾ | None | GBP 100 |
| R | DIS | LU1353182568 | GBP | Yes | All ⁽²⁾ | None | GBP 100 |
| I | ACC | LU1353182642 | EUR | No | Institutional Investors | EUR 100,000 UCI : none | EUR 100 |
| I | DIS | LU1353182725 | EUR | Yes | Institutional Investors | EUR 100,000 UCI: none | EUR 100 |
| I USD | ACC | LU1353182998 | USD | No | Institutional Investors | EUR 100,000 or equivalent. UCI: none | USD 100 |
| I USD H | ACC | LU1353183020 | USD | No | Institutional Investors | EUR 100,000 or equivalent. UCI: none | USD 100 |
| J | ACC | LU1353183293 | EUR | No | Institutional Investors | EUR 10,000,000 ⁽³⁾ UCI: None | EUR 100 |
| X | ACC | LU1353183376 | EUR | No | Institutional Investors | EUR 5,000,000 | EUR 100 |

(1) The applicable Minimum Holding Amount may be waived or varied on a case-by-case basis, by the Company or the Management Company.

(2) Only in the countries where the Management Company has decided to market and/or register (if relevant) the Class.

(3) Regarding J shares, minimum subscription conditions are assessed on the basis of the total investment, irrespective of currency

(4) Each one of the above Classes may only be activated with prior approval of the Board or of the Management Company.

7. FEES AND COSTS

7.1 Subscription Fee, Conversion Fee and Redemption Fee

| Class | Subscription Fee (maximum) | Conversion Fee (maximum) ⁽¹⁾ | Redemption Fee (maximum) |
|------------------|----------------------------|---|--------------------------|
| N shares | 0.00% | 1.50% | None |
| C shares | 3.00% | 1.50% | None |
| Privilege shares | 3.00% | 1.50% | None |
| R shares | 3.00% | 1.50% | None |
| I shares | 0.00% | 1.50% | None |
| J shares | 0.00% | 1.50% | None |
| X shares | 0.00% | 1.50% | None |

(1) In the event of conversion to a sub-fund with a higher subscription fee, the difference may be payable.

7.2 Annual fees and costs payable by the Sub-fund

| Class | Management Company Fee (maximum) | Distribution Fee (maximum) | Performance Fee | Other Fees (maximum) | Taxe d'abonnement ⁽¹⁾ (subscription tax) |
|------------------|----------------------------------|----------------------------|-----------------|----------------------|---|
| N shares | 0.80% | 0.50% | No | 0.35% | 0.05% |
| C shares | 0.80% | No | No | 0.35% | 0.05% |
| Privilege shares | 0.60% | No | No | 0.35% | 0.05% |
| R shares | 0.60% | No | No | 0.35% | 0.05% |
| I shares | 0.40% | No | No | 0.35% | 0.01% |
| J shares | 0.30% | No | No | 0.35% | 0.01% |
| X shares | 0.00% | No | No | 0.35% | 0.01% |

(1) In addition, the Sub-fund may be subject to foreign UCI's tax, and/or other regulators levy, in the country where the sub-fund is registered for distribution

8. SUBSCRIPTION AND REDEMPTION PROCESS

Initial subscriptions

- 8.1 The Initial Subscription Date of each of the Class is the Class Launch Date. Subscription requests for the Initial Subscription Date must be sent in writing to the Administrative Agent and be received by the Administrative Agent by 12.00 pm (CET) (the **Subscription Cut-Off Time**) at the latest on the day of the Initial Subscription Date.
- 8.2 Investors for which the subscription documents have been accepted on the Initial Subscription Date will be required to deliver to the account of the Depositary cleared funds for the full amount of their subscription pursuant to their subscription documents on the Initial Subscription Date. If the Depositary does not receive the funds in time the purchase order may be cancelled and the funds returned to the Investor without interest.
- 8.3 The investor will be liable for the costs of late or non-payment in which case the Management Company will have the power to redeem all or part of the Investor's holding of Shares in the Sub-fund (if any) in order to meet such costs. In circumstances where the Management Company at its absolute discretion regards it not practical or feasible to recoup a loss from an applicant for Shares, any losses incurred by the Sub-fund due to late or non-payment of the subscription proceeds in respect of subscription applications received will be borne by the Sub-fund.

Ongoing subscriptions – Subscription Cut-off Time

- 8.4 After the Initial Subscription Date of a Class, subscriptions can be made on any Valuation Day. Subscription requests in respect of a Valuation Day can be made to the Administrative Agent before 12.00 pm (CET) at the latest on the relevant Valuation Day (the **Subscription Cut-off Time**).

Redemptions – Redemption Cut-off Time

- 8.5 Redemptions can be made on any Valuation Day. Redemption requests for Shares in part or in whole in respect of a Valuation Day can be made to the Administrative Agent before 12.00 pm (CET) at the latest on the relevant Valuation Day (the **Redemption Cut-off Time**).
- 8.6 Payment of the redemption proceeds will be made generally 3 Business Days following the relevant Valuation Day.

9. REFERENCE CURRENCY AND HEDGING

The Reference Currency of the Sub-fund is the EUR.

10. PROFILE OF THE TYPICAL INVESTOR

Each Investor in the Sub-fund shall:

- (a) have the knowledge of, and the investment experience in, financial products which use derivatives and/or derivative strategies (such as the Sub-fund) and financial markets generally;
- (b) understand and evaluate the Strategy, characteristics and risks of the Sub-fund in order to make an informed investment decision.

11. SPECIFIC RISK FACTORS

11.1 Investors should refer to the risk factors set out in Section 19 of the General Section and are in particular invited to consider the following risk factors further described in Section 19 of the General Section:

- (a) Market volatility;
- (b) Conflict of interest;
- (c) Credit Risk;
- (d) Liquidity risk;
- (e) Counterparty risk;
- (f) Use of financial derivative instruments;
- (g) Interest rates;
- (h) Synthetic replication;
- (i) Physical replication.

11.2 In addition, Investors should carefully review the following risk disclaimer that is specific to the Sub-fund:

Risks related to the model used by the Strategy

11.3 The model used to determine the allocation of the Bond Portfolio is based on quantitative mechanisms. There is a risk that the model will not be efficient as there is no guarantee that the indicators defined will be relevant in the future. They are defined partly on the basis of historical data and there is nothing to guarantee that previous market situations will repeat themselves in the future.

11.4 Although the underlyings of the call options are also European government bonds, they are likely to be different than the underlyings of the Bond Portfolio, in terms of composition, weights and maturities. Therefore the Strategy cannot be considered as a "buy-write" strategy in its strictest definition, where the underlyings of both the long exposure and of the options are identical.

SPECIAL SECTION 22 – THEAM QUANT – MULTI ASSET DIVERSIFIED

This Special Section must be read in conjunction with the General Section of the Prospectus. This Special Section refers only to the THEAM Quant – Multi Asset Diversified (the **Sub-fund**).

1. INVESTMENT OBJECTIVE AND INVESTMENT POLICY

- 1.1 The objective of the Sub-fund is to increase the value of its assets over the medium term, by being exposed to a diversified long/short basket, the components of which are chosen using a systematic selection method based on different asset classes (equities, fixed income, commodities and real estate). The exposure to the dynamic basket will however be adapted in order to keep the Sub-fund annual volatility at a target level of 10%.
- 1.2 The Sub-fund will not invest more than 10% of its net assets in units or shares of UCITS or other UCIs.

2. STRATEGY

- 2.1 In order to achieve its investment objective, the Sub-fund implements a systematic investment strategy (the **Strategy**) that takes long and short positions in different asset classes (equities, fixed income, commodities and real estate).
- 2.2 The Strategy benefits from a systematic risk control mechanism which aims at keeping its annual volatility at a target level of 10%. As a result, the Strategy may be exposed to monetary market.
- 2.3 The investment universe of the Strategy is composed of four asset classes: (i) equities, (ii) fixed income, (iii) commodities and (iv) real estate ((iii) and (iv) through indices). The process used to select the underlyings from each asset class is based on criteria relating to geographical diversification, liquidity and transparency.
- 2.4 An automatic reallocation among the different underlyings is carried out daily using an algorithm. Optimal diversification shall be sought via the application of a systematic risk/return optimisation model based on historically observed levels (performance, volatility and correlation).
- 2.5 The Strategy is implemented according to a Synthetic Replication Policy, through the conclusion of OTC Derivatives.
- 2.6 The Strategy implementation implies that the Sub-fund invests its assets in Transferable Securities or Money Market Instruments (the **Financing Assets**) and exchanges the performance of up to 100% of the Financing Assets through OTC Derivatives to gain exposure to the Strategy. The Underlying Assets mainly consist in financial indices or futures on equities, fixed income, real estate and indices on commodities.
- 2.7 The Sub-fund invests at all times at least 75% of its net assets in equities issued by companies that have their registered office in a member country of the European Economic Area, other than non-cooperative countries in the fight against fraud and tax evasion. The remainder, namely 25% of its net assets maximum, may be invested in any other Transferable Securities, in derivatives, Money Market Instruments and/or cash, and also, within a limit of 15% of its net assets, in debt securities of any kind, and within a limit of 10% of its net assets, in UCITS and/or UCIs.
- 2.8 The Sub-fund may use EPM Techniques.

3. GLOBAL EXPOSURE

3.1 The Sub-fund uses the absolute Value-at-Risk approach to monitor its global exposure. The VaR of the Sub-fund's portfolio, with confidence interval of 99% and a detention period of 20 Business days, will not exceed 20% of the Sub-fund's Net Asset Value.

3.2 The leverage of the Sub-fund (defined as the sum of the absolute values of the derivatives notional (with neither netting nor hedging arrangement) divided by NAV) is expected to be around 200%.

| Multi Asset Diversified | Expected Leverage | Maximum Leverage |
|-------------------------|-------------------|------------------|
| Total | 2 | 2 |

4. BUSINESS DAY - VALUATION DAY

For the purpose of this Special Section, a **Valuation Day** means a Business Day on which the Paris, London, Frankfurt, New York, Tokyo and Hong Kong, exchanges are open during the whole day (excluding Saturdays and Sundays and Luxembourg and French public holidays).

5. LAUNCH DATE

The Sub-fund was launched on the 19 May 2016 by the merger with the French *fonds commun de placement* THEAM Quant Multi Asset Diversified created on the 1 February 2008.

6. CLASSES

The following Classes⁽⁵⁾, once activated, shall be available for subscription by investors:

| Class | Distribution policy | ISIN code | Reference Currency | Dividend | Target subscribers | Minimum Holding Amount ⁽¹⁾ | Initial Net Asset Value |
|---------------------|---------------------|--------------|--------------------|----------|--------------------|---|---|
| N | ACC | LU1353183459 | EUR | No | All | None | EUR 100 |
| C | ACC | LU1353183533 | EUR | Non | All | None | Net asset value of the B units of THEAM Quant Multi Asset Diversified at the merger date divided by 10* |
| C | DIS | LU1353183616 | EUR | Yes | All | None | EUR 100 |
| C SD ⁽⁴⁾ | DIS | LU1353183707 | EUR | Yes | All | None | EUR 100 |
| C USD | ACC | LU1353183889 | USD | No | All | None | USD 100 |
| C USD H | ACC | LU1353183962 | USD | No | All | None | USD 100 |
| C CHF H | ACC | LU1353184002 | CHF | No | All | None | CHF 100 |
| Privilege | ACC | LU1353184184 | EUR | Non | All | EUR 1,000,000 Portfolio Managers: none | EUR 100 |
| Privilege | DIS | LU1353184267 | EUR | Yes | All | EUR 1,000,000 Portfolio Managers: none | EUR 100 |
| Privilege USD | ACC | LU1353184341 | USD | No | All | EUR 1,000,000 or equivalent Portfolio Managers: none | USD 100 |
| Privilege USD H | ACC | LU1353184424 | USD | No | All | EUR 1,000,000 or equivalent Portfolio Managers: none | USD 100 |

| Class | Distribution policy | ISIN code | Reference Currency | Dividend | Target subscribers | Minimum Holding Amount ⁽¹⁾ | Initial Net Asset Value |
|---------------|---------------------|--------------|--------------------|----------|-------------------------|---|---|
| Privilege GBP | ACC | LU1353184697 | GBP | No | All | EUR 1,000,000 or equivalent Portfolio Managers: none | GBP 100 |
| Privilege CHF | ACC | LU1353184770 | CHF | No | All | EUR 1,000,000 or equivalent Portfolio Managers: none | CHF 100 |
| R GBP H | ACC | LU1353184853 | GBP | No | All ⁽²⁾ | None | GBP 100 |
| R GBP H | DIS | LU1353184937 | GBP | Yes | All ⁽²⁾ | None | GBP 100 |
| I | ACC | LU1353185074 | EUR | No | Institutional Investors | EUR 100 000 UCI : none | Net asset value of the A units of THEAM Quant Multi Asset Diversified at the merger date divided by 10* |
| I | DIS | LU1353185157 | EUR | Yes | Institutional Investors | EUR 100 000 UCI : none | EUR 100 |
| I PLN H | ACC | LU1480584827 | PLN | No | Institutional Investors | EUR 100 000 or equivalent UCI : none | PLN 100 |
| I USD | ACC | LU1353185231 | USD | No | Institutional Investors | EUR 100 000 or equivalent UCI : none | USD 100 |
| I USD H | ACC | LU1353185314 | USD | No | Institutional Investors | EUR 100 000 or equivalent UCI : none | USD 100 |
| I CHF H | ACC | LU1353185405 | CHF | No | Institutional Investors | EUR 100 000 or equivalent UCI : none | CHF 100 |
| I GBP H | ACC | LU1353185587 | GBP | No | Institutional Investors | EUR 100 000 or equivalent UCI : none | GBP 100 |
| I GBP | DIS | LU1353185660 | GBP | Yes | Institutional Investors | EUR 100 000 or equivalent UCI : none | GBP 100 |
| I SEK | ACC | LU1480585550 | SEK | No | Institutional Investors | EUR 100 000 or equivalent UCI : none | SEK 100 |
| J | ACC | LU1480585394 | EUR | No | Institutional Investors | EUR 10 million ⁽³⁾ UCI : none | EUR 100 |
| J GBP H | ACC | LU1542714735 | GBP | No | Institutional Investors | EUR 10 million or equivalent ⁽³⁾ UCI : none | GBP 100 |
| M | ACC | LU1353185744 | EUR | No | Institutional Investors | EUR 50 million ⁽³⁾ | EUR 100 |
| X | ACC | LU1353185827 | EUR | No | Authorised Investors | EUR 5 million | EUR 100 |

(1) The applicable Minimum Holding Amount may be waived or varied on a case-by-case basis, by the Company or the Management Company.

(2) Only in the countries where the Management Company has decided to market and/or register (if relevant) the Class.

(3) Regarding J and M shares, minimum subscription conditions are assessed on the basis of the total investment, irrespective of currency

(4) The acronym "SD" stands for the French term "super distribuable". SD Classes may distribute dividends on a more frequent basis than other distribution classes.

(5) Each one of the above Classes may only be activated with prior approval of the Board or of the Management Company.

* See Section 8.2 below.

7. FEES AND COSTS

7.1 Subscription Fee, Conversion Fee and Redemption Fee

| Class | Subscription Fee (maximum) | Conversion Fee (maximum) ⁽¹⁾ | Redemption Fee (maximum) |
|------------------|----------------------------|---|--------------------------|
| N | 0.00% | 1.50% | None |
| C shares | 3.00% | 1.50% | None |
| Privilege Shares | 3.00% | 1.50% | None |
| R shares | 3.00% | 1.50% | None |
| Life shares | 0.00% | 1.50% | None |
| I Shares | 0.00% | 1.50% | None |
| J shares | 0.00% | 1.50% | None |
| M shares | 0.00% | 1.50% | None |
| X shares | 0.00% | 1.50% | None |

(1) In the event of conversion to a sub-fund with a higher subscription fee, the difference may be payable.

7.2 Annual fees and costs payable by the Sub-fund

| Class | Management Company Fee (maximum) | Distribution Fee (maximum) | Performance Fee | Other Fees (maximum) | Taxe d'abonnement ⁽¹⁾ (subscription tax) |
|------------------|----------------------------------|----------------------------|-----------------|----------------------|---|
| N | 1.50% | 0.75% | No | 0.35% | 0.05% |
| C shares | 1.50% | No | No | 0.35% | 0.05% |
| Privilege shares | 0.85% | No | No | 0.35% | 0.05% |
| R shares | 0.85% | No | No | 0.35% | 0.05% |
| Life shares | 1.385% | No | No | 0.27% | 0.01% |
| I shares | 0.65% | No | No | 0.25% | 0.01% |
| J shares | 0.55% | No | No | 0.25% | 0.01% |
| M shares | 0.40% | No | No | 0.25% | 0.01% |
| X shares | 0.00% | No | No | 0.35% | 0.01% |

(1) In addition, the Sub-fund may be subject to foreign UCI's tax, and/or other regulators levy, in the country where the sub-fund is registered for distribution

8. SUBSCRIPTION AND REDEMPTION PROCESS

Initial subscriptions

- 8.1 The Initial Subscription Date of each of the Class is the Class Launch Date. Subscription requests for the Initial Subscription Date must be sent in writing to the Administrative Agent and be received by the Administrative Agent by 4.00 pm (CET) (the **Subscription Cut-Off Time**) at the latest on the day preceding the Initial Subscription Date.
- 8.2 On the Initial Subscription Date of Class C ACC and Class I ACC Shares, all the assets of THEAM Quant Multi Asset Diversified, a French *fonds commun de placement* subject to the UCITS Directive have been contributed to the Sub-fund. THEAM Quant Multi Asset Diversified has been dissolved without going into liquidation further to this merger. In exchange, the contributing investors of THEAM Quant Multi Asset Diversified received Shares in the Sub-fund on the basis of the exchange ratio determined as of the effective date of the merger for the corresponding Class. The Shares in the Sub-fund issued further to the contribution have been issued at a price equal to the net asset value per unit of existing units of THEAM Quant Multi Asset Diversified as of the effective date of the merger, divided by 10 and rounded down to the second decimal. As a result, the exchange ratio has then been rounded down to the eighth decimal:

| Contributed class | Sub-fund Class |
|-------------------|----------------|
| B | C ACC |
| A | I ACC |

- 8.3 Class C ACC and Class I ACC Shares benefit from the track record of the relevant contributed class of THEAM Quant Multi Asset Diversified.
- 8.4 Investors for which the subscription documents have been accepted on the Initial Subscription Date will be required to deliver to the account of the Depositary cleared funds for the full amount of their subscription pursuant to their subscription documents on the Initial Subscription Date. If the Depositary does not receive the funds in time the purchase order may be cancelled and the funds returned to the Investor without interest.
- 8.5 The investor will be liable for the costs of late or non-payment in which case the Management Company will have the power to redeem all or part of the Investor's holding of Shares in the Sub-fund (if any) in order to meet such costs. In circumstances where the Management Company at its absolute discretion regards it not practical or feasible to recoup a loss from an applicant for Shares, any losses incurred by the Sub-fund due to late or non-payment of the subscription proceeds in respect of subscription applications received will be borne by the Sub-fund.

Ongoing subscriptions – Subscription Cut-off Time

- 8.6 After the Initial Subscription Date of a Class, subscriptions can be made on any Valuation Day. Subscription requests in respect of a Valuation Day can be made to the Administrative Agent before 4.00 pm (CET) at the latest on the day preceding the relevant Valuation Day (the **Subscription Cut-off Time**).

Redemptions – Redemption Cut-off Time

- 8.7 Redemptions can be made on any Valuation Day. Redemption requests for Shares in part or in whole in respect of a Valuation Day can be made to the Administrative Agent before 4.00 pm (CET) at the latest on the day preceding the relevant Valuation Day (the **Redemption Cut-off Time**).
- 8.8 Payment of the redemption proceeds will be made generally 3 Business Days following the relevant Valuation Day.

9. REFERENCE CURRENCY AND HEDGING

The Reference Currency of the Sub-fund is the EUR.

10. PROFILE OF THE TYPICAL INVESTOR

Each Investor in the Sub-fund shall understand and evaluate the Strategy, characteristics and risks of the Sub-fund in order to make an informed investment decision.

11. SPECIFIC RISK FACTORS

- 11.1 Investors should refer to the risk factors set out in Section 19 of the General Section and are in particular invited to consider the following risk factors further described in Section 19 of the General Section:

- (a) Equities;

- (b) Market volatility;
- (c) Conflicts of interest;
- (d) Credit Risk;
- (e) Use of financial derivative instruments.
- (f) Interest rates;
- (g) Commodity market risk.

11.2 In addition, Investors should carefully review the following risks disclaimer that are specific to the Sub-fund:

Risks related to the model used by the Strategy

11.3 The model used to determine the allocation of the Strategy is based on a systematic risk/return optimisation model based on historically observed levels (performance, volatility and correlation). There is a risk that the model will not be efficient as there is no guarantee that the indicators defined will be relevant in the future. They are defined partly on the basis of historical data and there is nothing to guarantee that previous market situations will repeat themselves in the future.

SPECIAL SECTION 23 – THEAM QUANT – MULTI ASSET DIVERSIFIED DEFENSIVE

This Special Section must be read in conjunction with the General Section of the Prospectus. This Special Section refers only to the THEAM Quant – Multi Asset Diversified Defensive (the **Sub-fund**).

1. INVESTMENT OBJECTIVE AND INVESTMENT POLICY

- 1.1 The objective of the Sub-fund is to increase the value of its assets over the medium term, by being exposed to a diversified portfolio, the components of which are chosen using a systematic selection method based on different asset classes (equities, fixed income, commodities and real estate). The exposure to the portfolio will however be adapted in order to keep the Sub-fund annual volatility at a target level of 5%.
- 1.2 The Sub-fund will not invest more than 10% of its net assets in units or shares of UCITS or other UCIs.

2. STRATEGY

- 2.1 In order to achieve its investment objective, the Sub-fund implements a systematic investment strategy (the **Strategy**) that takes long and limited short positions resulting in a net long position in each asset class (equities, fixed income, commodities and real estate).
- 2.2 The Strategy benefits from a systematic risk control mechanism which aims at keeping its annual volatility at a target level of 5%. As a result, the Strategy may be exposed to monetary market.
- 2.3 The investment universe of the Strategy is composed of four asset classes: (i) equities, (ii) fixed income, (iii) commodities and (iv) real estate ((iii) and (iv) through indices). The process used to select the underlyings from each asset class is based on criteria relating to geographical diversification, liquidity and transparency.
- 2.4 An automatic reallocation among the different underlyings is carried out daily using an algorithm. Optimal diversification shall be sought via the application of a systematic risk/return optimisation model based on historically observed levels (performance, volatility and correlation). The allocation mechanism aims to provide a net long exposure to each asset class.
- 2.5 The Strategy will be implemented either according to a Synthetic Replication Policy, through the conclusion of OTC Derivatives or by physical replication. In the latter case, physical replication will concern the long positions of the dynamic basket.
- 2.6 If the Strategy is implemented according to Synthetic Replication Policy, the Sub-fund will invest its assets in Transferable Securities or Money Market Instruments (the **Financing Assets**) and exchange the performance of up to 100% of the Financing Assets through OTC Derivatives to gain exposure to the Strategy. The Underlying Assets will mainly consist in financial indices or futures on equities, fixed income, real estate and indices on commodities. Investors are invited to consult the following webpage <http://docfinder.is.bnpparibas-ip.com/api/files/89DB282D-F630-4833-BB6A-6C70B506D764> to obtain a list of financial indices to which the Sub-fund is exposed. Links to the complete breakdown of the indices, performance information and calculation methodology are available on the same page.
- 2.7 In case of a Synthetic Replication Policy, the Sub-fund invests at all times at least 75% of its net assets in equities and/or securities treated as equivalent to equities issued by companies of any country, other than non-cooperative countries in the fight against fraud and tax evasion. The remainder, namely 25% of its assets maximum, may be invested in any other Transferable Securities, in derivatives, Money Market Instruments and/or cash, and also, within a limit of 15% of its net

assets, in debt securities of any kind, and within a limit of 10% of its net assets, in UCITS and/or UCIs.

2.8 The Sub-fund may use EPM Techniques.

3. GLOBAL EXPOSURE

The Sub-fund uses the commitment approach to monitor its global exposure.

4. BUSINESS DAY - VALUATION DAY

For the purpose of this Special Section, a Valuation Day means a Business Day on which the Paris, London, Frankfurt, New York, Tokyo and Hong Kong exchanges are open during the whole day and on which EUR, GBP and USD currencies are scheduled to be settled (excluding Saturdays and Sundays and Luxembourg and French public holidays).

5. LAUNCH DATE

13 December 2016.

6. CLASSES

The following Classes⁽⁵⁾, once activated, shall be available for subscription by investors:

| Class | Distribution policy | ISIN code | Reference Currency | Dividend | Target subscribers | Minimum Holding Amount ⁽¹⁾ | Initial Net Asset Value |
|---------------------|---------------------|--------------|--------------------|----------|--------------------|--|-------------------------|
| N | ACC | LU1353186049 | EUR | No | All | None | EUR 100 |
| C | ACC | LU1353186122 | EUR | Non | All | None | EUR 100 |
| C | DIS | LU1353186395 | EUR | Yes | All | None | EUR 100 |
| C SD ⁽⁴⁾ | DIS | LU1353186478 | EUR | Yes | All | None | EUR 100 |
| C USD | ACC | LU1353186551 | USD | No | All | None | USD 100 |
| C USD H | ACC | LU1353186635 | USD | No | All | None | USD 100 |
| C CHF H | ACC | LU1353186718 | CHF | No | All | None | CHF 100 |
| Privilege | ACC | LU1353186809 | EUR | Non | All | EUR 1,000,000 Portfolio Managers: none | EUR 100 |
| Privilege | DIS | LU1353186981 | EUR | Yes | All | EUR 1,000,000 Portfolio Managers: none | EUR 100 |
| Privilege USD | ACC | LU1353187013 | USD | No | All | EUR 1,000,000 or equivalent Portfolio Managers: none | USD 100 |
| Privilege USD H | ACC | LU1353187104 | USD | No | All | EUR 1,000,000 or equivalent Portfolio Managers: none | USD 100 |
| Privilege GBP | ACC | LU1353187286 | GBP | No | All | EUR 1,000,000 or equivalent Portfolio Managers: none | GBP 100 |
| Privilege CHF | ACC | LU1353187443 | CHF | No | All | EUR 1,000,000 or equivalent Portfolio Managers: none | CHF 100 |
| R GBP H | ACC | LU1353187526 | GBP | No | All ⁽²⁾ | None | GBP 100 |

| Class | Distribution policy | ISIN code | Reference Currency | Dividend | Target subscribers | Minimum Holding Amount ⁽¹⁾ | Initial Net Asset Value |
|---------|---------------------|--------------|--------------------|----------|-------------------------|---|-------------------------|
| R GBP H | DIS | LU1353187799 | GBP | Yes | All ⁽²⁾ | None | GBP 100 |
| I | ACC | LU1353187872 | EUR | No | Institutional Investors | EUR 100 000 UCI : none | EUR 100 |
| I | DIS | LU1353187955 | EUR | Yes | Institutional Investors | EUR 100 000 UCI : none | EUR 100 |
| I USD | ACC | LU1353188094 | USD | No | Institutional Investors | EUR 100 000 or equivalent UCI : none | USD 100 |
| I USD H | ACC | LU1353188177 | USD | No | Institutional Investors | EUR 100 000 or equivalent UCI : none | USD 100 |
| I CHF H | ACC | LU1353188250 | CHF | No | Institutional Investors | EUR 100 000 or equivalent UCI : none | CHF 100 |
| I GBP H | ACC | LU1353188334 | GBP | No | Institutional Investors | EUR 100 000 or equivalent UCI : none | GBP 100 |
| I GBP | DIS | LU1353188417 | GBP | Yes | Institutional Investors | EUR 100 000 or equivalent UCI : none | GBP 100 |
| J | ACC | LU1542715542 | EUR | No | Institutional Investors | EUR 10 million ⁽³⁾ UCI: None | EUR 100 |
| J GBP H | ACC | LU1542715625 | GBP | No | Institutional Investors | EUR 10 million or equivalent ⁽³⁾ UCI: None | GBP 100 |
| M | ACC | LU1353188508 | EUR | No | Institutional Investors | EUR 50 million ⁽³⁾ | EUR 100 |
| X | ACC | LU1353188680 | EUR | No | Authorised Investors | EUR 5 million | EUR 100 |

(1) The applicable Minimum Holding Amount may be waived or varied on a case-by-case basis, by the Company or the Management Company.

(2) Only in the countries where the Management Company has decided to market and/or register (if relevant) the Class.

(3) Regarding J and M shares, minimum subscription conditions are assessed on the basis of the total investment, irrespective of currency

(4) The acronym "SD" stands for the French term "super distribuable". SD Classes may distribute dividends on a more frequent basis than other distribution classes.

(5) Each one of the above Classes may only be activated with prior approval of the Board or of the Management Company.

7. FEES AND COSTS

7.1 Subscription Fee, Conversion Fee and Redemption Fee

| Class | Subscription Fee (maximum) | Conversion Fee (maximum) ⁽¹⁾ | Redemption Fee (maximum) |
|------------------|----------------------------|---|--------------------------|
| N | 0.00% | 1.50% | None |
| C shares | 3.00% | 1.50% | None |
| Privilege Shares | 3.00% | 1.50% | None |
| R shares | 3.00% | 1.50% | None |
| Life shares | 0.00% | 1.50% | None |
| I Shares | 0.00% | 1.50% | None |
| M shares | 0.00% | 1.50% | None |
| X shares | 0.00% | 1.50% | None |

(1) In the event of conversion to a sub-fund with a higher subscription fee, the difference may be payable.

7.2 Annual fees and costs payable by the Sub-fund

| Class | Management Company Fee (maximum) | Distribution Fee (maximum) | Performance Fee | Other Fees (maximum) | Taxe d'abonnement ⁽¹⁾ (subscription tax) |
|------------------|----------------------------------|----------------------------|-----------------|----------------------|---|
| N | 1.50% | 0.75% | No | 0.35% | 0.05% |
| C shares | 1.50% | No | No | 0.35% | 0.05% |
| Privilege shares | 0.85% | No | No | 0.35% | 0.05% |
| R shares | 0.85% | No | No | 0.35% | 0.05% |
| Life shares | 1.385% | No | No | 0.27% | 0.01% |
| I shares | 0.65% | No | No | 0.25% | 0.01% |
| M shares | 0.40% | No | No | 0.25% | 0.01% |
| X shares | 0.00% | No | No | 0.35% | 0.01% |

(1) In addition, the Sub-fund may be subject to foreign UCI's tax, and/or other regulators levy, in the country where the sub-fund is registered for distribution

8. SUBSCRIPTION AND REDEMPTION PROCESS

Initial subscriptions

- 8.1 The Initial Subscription Date of each of the Class is the Class Launch Date. Subscription requests for the Initial Subscription Date must be sent in writing to the Administrative Agent and be received by the Administrative Agent by 4.00 pm (CET) (the **Subscription Cut-Off Time**) at the latest on the day preceding the Initial Subscription Date.
- 8.2 Investors for which the subscription documents have been accepted on the Initial Subscription Date will be required to deliver to the account of the Depositary cleared funds for the full amount of their subscription pursuant to their subscription documents on the Initial Subscription Date. If the Depositary does not receive the funds in time the purchase order may be cancelled and the funds returned to the Investor without interest.
- 8.3 The investor will be liable for the costs of late or non-payment in which case the Management Company will have the power to redeem all or part of the Investor's holding of Shares in the Sub-fund (if any) in order to meet such costs. In circumstances where the Management Company at its absolute discretion regards it not practical or feasible to recoup a loss from an applicant for Shares, any losses incurred by the Sub-fund due to late or non-payment of the subscription proceeds in respect of subscription applications received will be borne by the Sub-fund.

Ongoing subscriptions – Subscription Cut-off Time

- 8.4 After the Initial Subscription Date of a Class, subscriptions can be made on any Valuation Day. Subscription requests in respect of a Valuation Day can be made to the Administrative Agent before 4.00 pm (CET) at the latest on the day preceding the relevant Valuation Day (the **Subscription Cut-off Time**).

Redemptions – Redemption Cut-off Time

- 8.5 Redemptions can be made on any Valuation Day. Redemption requests for Shares in part or in whole in respect of a Valuation Day can be made to the Administrative Agent before 4.00 pm (CET) at the latest on the day preceding the relevant Valuation Day (the **Redemption Cut-off Time**).
- 8.6 Payment of the redemption proceeds will be made generally 3 Business Days following the relevant Valuation Day.

9. REFERENCE CURRENCY AND HEDGING

The Reference Currency of the Sub-fund is the EUR.

10. PROFILE OF THE TYPICAL INVESTOR

Each Investor in the Sub-fund shall understand and evaluate the Strategy, characteristics and risks of the Sub-fund in order to make an informed investment decision.

11. SPECIFIC RISK FACTORS

11.1 Investors should refer to the risk factors set out in Section 19 of the General Section and are in particular invited to consider the following risk factors further described in Section 19 of the General Section:

- (a) Equities;
- (b) Market volatility;
- (c) Conflicts of interest;
- (d) Credit Risk;
- (e) Use of financial derivative instruments.
- (f) Interest rates;
- (g) Commodity market risk.

11.2 In addition, Investors should carefully review the following risks disclaimer that are specific to the Sub-fund:

Risks related to the model used by the Strategy

11.3 The model used to determine the allocation of the Strategy is based on a systematic risk/return optimisation model based on historically observed levels (performance, volatility and correlation). There is a risk that the model will not be efficient as there is no guarantee that the indicators defined will be relevant in the future. They are defined partly on the basis of historical data and there is nothing to guarantee that previous market situations will repeat themselves in the future.

SPECIAL SECTION 24 - THEAM QUANT – EQUITY WORLD GURU FLEX

This Special Section must be read in conjunction with the General Section of the Prospectus. This Special Section refers only to the THEAM Quant - Equity World GURU^{TM9} Flex (the **Sub-fund**).

1. INVESTMENT OBJECTIVE AND INVESTMENT POLICY

- 1.1 The objective of the Sub-fund is to increase the value of its assets over the medium term by being exposed to a dynamic basket of equities listed on worldwide markets or operating on these markets, the components of which are chosen using a systematic selection method based on a fundamental analysis of companies. The Sub-fund exposure to the dynamic basket will however be adapted through a systematic volatility control mechanism in order to keep the Sub-fund annual volatility at a target level of 8%.
- 1.2 The Sub-fund will not invest more than 10% of its net assets in units or shares of UCITS or other UCIs.

2. STRATEGY

- 2.1 In order to achieve its investment objective, the Sub-fund implements a quantitative investment strategy (the **Strategy**) that takes dynamic long positions on a diversified basket composed of worldwide markets equities through the BNP Paribas GURUTM Equity All Country Long TR volcap 32 Index (the **Strategy Index**) and to monetary market according to the volatility control mechanism.
- 2.2 The objective of the model used to build the Strategy Index is to select stocks using a Return/Outlook/Valuation approach. The objective is to examine the investment universe in order to identify the stocks benefiting from a sustainable business model, favourable outlook and attractive valuation. The investment universe of the Strategy Index is composed of the world's largest stock market capitalisations offering satisfactory liquidity conditions.
- 2.3 The Strategy benefits from a systematic risk control mechanism which aims at keeping the annual volatility of the Strategy at a target level of 8% by adjusting the exposure to the Strategy Index on a daily basis. As a result, the Strategy may be exposed to monetary market.
- 2.4 The BNP Paribas GURUTM Equity All Country Long TR volcap 32 Index (Bloomberg code: BNPIGWAT index) is an index denominated in USD, calculated with net dividends reinvested. The Strategy Index is a diversified index representing a dynamic investment in a basket of Worldwide markets equities. The Strategy Index is based on a systematic model developed by BNP Paribas and is rebalanced every month using a specific algorithm. The Strategy Index benefits from a risk control mechanism which aims at keeping the volatility of the Strategy Index below 32% and consists of quantitatively adjusting exposure to the equity basket on a daily basis with any balance invested in non-risky assets. The exposure shall nevertheless not fall below 70%. The Strategy Index is calculated by Solactive AG. It was established in December 2008. For further information on the Strategy Index, investors are invited to consult the following website: <https://indices-globalmarkets.bnpparibas.com>. The complete breakdown of this index and performance information are available on the same page. The index calculation method is available directly at: <https://indices-globalmarkets.bnpparibas.com/nr/GWATTR.pdf>. Investors may obtain a paper version of the Strategy Index rulebook within one week on written request to THEAM TSA 47000 – 75 318 Paris Cedex 09. E-mail: THEAM.sales.support@bnpparibas.com.

⁹ GURU is a trade mark of BNP Paribas.

- 2.5 The performance of the Strategy Index (and indirectly that of the Sub-fund) is reduced by:
- (a) annual replication costs linked to the monthly readjustment of each portfolio and innovation fees and liquidity costs equal to 0.30%, applied to the exposure to the Strategy (i.e., approximately 100% of the NAV of the Sub-fund) and
 - (b) costs of 0.15% resulting from management of the volatility control mechanism which will only be applied to the portion of the portfolio readjusted for this purpose (this mechanism enables shareholders to be protected in the event that volatility becomes too high).
- 2.6 The Sub-fund will not make use of the increased diversification limits provided for in article 44 of the 2010 Act and further described under Section 3.15 of the General Section.
- 2.7 The Strategy is implemented either according to a Synthetic Replication Policy, through the conclusion of OTC Derivatives or in cash by investing directly in the basket of equities that make up the Strategy Index and Money Market Instruments.
- 2.8 If the Strategy is implemented according to the Synthetic Replication Policy, the Sub-fund will invest its assets in Transferable Securities or Money Market Instruments (the **Financing Assets**) and exchange the performance of up to 100% of the Financing Assets through OTC Derivatives to gain exposure to the Strategy Index. The Underlying Assets mainly consist of the Strategy Index, UCITS and Money Market Instruments.
- 2.9 The Sub-fund invests at all times at least 75% of its net assets in equities and/or securities treated as equivalent to equities issued by companies of any country, other than non-cooperative countries in the fight against fraud and tax evasion. The remainder, namely 25% of its assets maximum, may be invested in any other Transferable Securities, in derivatives, Money Market Instruments and/or cash, and also, within a limit of 15% of its net assets, in debt securities of any kind, and within a limit of 10% of its net assets, in UCITS and/or UCIs.
- 2.10 The Sub-fund may use EPM Techniques.

3. GLOBAL EXPOSURE

The Sub-fund uses the commitment approach to monitor its global exposure.

4. BUSINESS DAY - VALUATION DAY

For the purpose of this Special Section, a Valuation Day means any Business Day except if one or several stock exchanges that provide 10% or more of the sub-fund's equity exposure are closed or are expected to close. However, it is still possible for the management company to publish a net asset value on a given business day even if this 10% threshold is exceeded.

5. LAUNCH DATE

17 March 2016.

6. CLASSES

The following Classes⁽⁵⁾, once activated, shall be available for subscription by investors:

| Class | Distribution policy | ISIN code | Reference Currency | Dividend | Target subscribers | Minimum Holding Amount ⁽¹⁾ | Initial Net Asset Value |
|---------------------|---------------------|--------------|--------------------|----------|-------------------------|--|-------------------------|
| N | ACC | LU1353188763 | USD | No | All | None | USD 100 |
| C | ACC | LU1353188847 | USD | No | All | None | USD 100 |
| C | DIS | LU1353188920 | USD | Yes | All | None | USD 100 |
| C SD ⁽⁴⁾ | DIS | LU1353189068 | USD | Yes | All | None | USD 100 |
| C EUR | ACC | LU1353189142 | EUR | No | All | None | EUR 100 |
| C EUR | DIS | LU1353189225 | EUR | Yes | All | None | EUR 100 |
| C EUR H | ACC | LU1353189498 | EUR | No | All | None | EUR 100 |
| C CHF H | ACC | LU1353189571 | CHF | No | All | None | CHF 100 |
| C SEK H | ACC | LU1353189654 | SEK | No | All | None | SEK 100 |
| C NOK H | ACC | LU1353189738 | NOK | No | All | None | NOK 100 |
| C SGD | ACC | LU1353189811 | SGD | No | All | None | SGD 100 |
| C HKD | ACC | LU1353189902 | HKD | No | All | None | HKD 100 |
| R GBP | ACC | LU1353190074 | GBP | No | All ⁽²⁾ | None | GBP 100 |
| R GBP | DIS | LU1353190157 | GBP | Yes | All ⁽²⁾ | None | GBP 100 |
| Life | ACC | LU1353190231 | USD | No | AG Insurance | None | USD 100 |
| Privilege | ACC | LU1353190405 | USD | No | All | USD 1,000,000,- Portfolio Managers: none | USD 100 |
| Privilege | DIS | LU1353190587 | USD | Yes | All | USD 1,000,000,- Portfolio Managers: none | USD 100 |
| Privilege EUR | ACC | LU1353190660 | EUR | No | All | USD 1,000,000 or equivalent Portfolio Managers: none | EUR 100 |
| Privilege EUR H | ACC | LU1353190744 | EUR | No | All | USD 1,000,000 or equivalent, Portfolio Managers: none | EUR 100 |
| Privilege CHF | ACC | LU1353190827 | CHF | No | All | USD 1,000,000 or equivalent, Portfolio Managers: none | CHF 100 |
| Privilege GBP | ACC | LU1353191049 | GBP | No | All | USD 1,000,000 or equivalent, Portfolio Managers: none | GBP 100 |
| I | ACC | LU1353191122 | USD | No | Institutional Investors | USD 100 000 UCI : none | USD 100 |
| I | DIS | LU1353191395 | USD | Yes | Institutional Investors | USD 100 000 UCI : none | USD 100 |
| I EUR | ACC | LU1353191478 | EUR | No | Institutional Investors | USD 100 000 or equivalent UCI : none | EUR 100 |
| I EUR H | ACC | LU1353191551 | EUR | No | Institutional Investors | USD 100 000 or equivalent UCI : none | EUR 100 |
| I CHF H | ACC | LU1353191635 | CHF | No | Institutional Investors | USD 100 000 or equivalent UCI : none | CHF 100 |

| Class | Distribution policy | ISIN code | Reference Currency | Dividend | Target subscribers | Minimum Holding Amount ⁽¹⁾ | Initial Net Asset Value |
|-------|---------------------|--------------|--------------------|----------|-------------------------|--|-------------------------|
| I GBP | DIS | LU1353191718 | GBP | Yes | Institutional Investors | USD 100 000 or equivalent UCI : none | GBP 100 |
| I GBP | ACC | LU1353191809 | GBP | No | Institutional Investors | USD 100 000 or equivalent UCI : none | GBP 100 |
| I SEK | ACC | LU1353191981 | SEK | No | Institutional Investors | USD 100 000 or equivalent UCI : none | SEK 100 |
| I NOK | ACC | LU1353192013 | NOK | No | Institutional Investors | USD 100 000 or equivalent UCI : none | NOK 100 |
| I SGD | ACC | LU1353192104 | SGD | No | Institutional Investors | USD 100 000 or equivalent UCI : none | SGD 100 |
| I HKD | ACC | LU1353192286 | HKD | No | Institutional Investors | USD 100 000 or equivalent UCI : none | HKD 100 |
| J | ACC | LU1353192369 | USD | No | Institutional Investors | USD 10 million ⁽³⁾ UCI: None | USD 100 |
| M | ACC | LU1353192443 | USD | No | Institutional Investors | USD 50 million ⁽³⁾ | USD 100 |
| X | ACC | LU1353192526 | USD | No | Authorised Investors | None | USD 100 |

(1) The applicable Minimum Holding Amount may be waived or varied on a case-by-case basis, by the Company or the Management Company.

(2) Only in the countries where the Management Company has decided to market and/or register (if relevant) the Class.

(3) Regarding J and M shares, minimum subscription conditions are assessed on the basis of the total investment, irrespective of currency

(4) The acronym "SD" stands for the French term "super distribuable". SD Classes may distribute dividends on a more frequent basis than other distribution classes.

(5) Each one of the above Classes may only be activated with prior approval of the Board or of the Management Company.

7. FEES AND COSTS

7.1 Subscription Fee, Conversion Fee and Redemption Fee

| Class | Subscription Fee (maximum) | Conversion Fee (maximum) ⁽¹⁾ | Redemption Fee (maximum) |
|------------------|----------------------------|---|--------------------------|
| N | 0.00% | 1.50% | None |
| C shares | 3.00% | 1.50% | None |
| R Shares | 3.00% | 1.50% | None |
| Life shares | 0.00% | 1.50% | None |
| Privilege Shares | 3.00% | 1.50% | None |
| I Shares | 0.00% | 1.50% | None |
| J shares | 0.00% | 1.50% | None |
| M shares | 0.00% | 1.50% | None |
| X shares | 0.00% | 0.00% | None |

(1) In the event of conversion to a sub-fund with a higher subscription fee, the difference may be payable.

7.2 Annual fees and costs payable by the Sub-fund

| Class | Management Company Fee (maximum) | Distribution Fee (maximum) | Performance Fee | Other Fees (maximum) | Taxe d'abonnement ⁽¹⁾ (subscription tax) |
|------------------|----------------------------------|----------------------------|-----------------|----------------------|---|
| N | 1.50% | 0.75% | No | 0.40% | 0.05% |
| C shares | 1.50% | No | No | 0.40% | 0.05% |
| R shares | 0.85% | No | No | 0.40% | 0.05% |
| Life shares | 1.385% | No | No | 0.32% | 0.01% |
| Privilege Shares | 0.85% | No | No | 0.40% | 0.05% |
| I Shares | 0.65% | No | No | 0.35% | 0.01% |
| J shares | 0.40% | No | No | 0.35% | 0.01% |
| M shares | 0.40% | No | No | 0.25% | 0.01% |
| X shares | 0.00% | No | No | 0.35% | 0.01% |

(1) In addition, the Sub-fund may be subject to foreign UCI's tax, and/or other regulators levy, in the country where the sub-fund is registered for distribution

8. SUBSCRIPTION AND REDEMPTION PROCESS

Initial subscriptions

- 8.1 The Initial Subscription Date of each of the Class is the Class Launch Date. Subscription requests for the Initial Subscription Date must be sent in writing to the Administrative Agent and be received by the Administrative Agent by 4.00 pm (CET) (the **Subscription Cut-Off Time**) at the latest on the Business Day preceding the Initial Subscription Date.
- 8.2 Investors for which the subscription documents have been accepted on the Initial Subscription Date will be required to deliver to the account of the Depositary cleared funds for the full amount of their subscription pursuant to their subscription documents on the Initial Subscription Date. If the Depositary does not receive the funds in time the purchase order may be cancelled and the funds returned to the Investor without interest.
- 8.3 The investor will be liable for the costs of late or non-payment in which case the Management Company will have the power to redeem all or part of the Investor's holding of Shares in the Sub-fund (if any) in order to meet such costs. In circumstances where the Management Company at its absolute discretion regards it not practical or feasible to recoup a loss from an applicant for Shares, any losses incurred by the Sub-fund due to late or non-payment of the subscription proceeds in respect of subscription applications received will be borne by the Sub-fund.

Ongoing subscriptions – Subscription Cut-off Time

- 8.4 After the Initial Subscription Date of a Class, subscriptions can be made on any Valuation Day. Subscription requests in respect of a Valuation Day can be made to the Administrative Agent before 4.00 pm (CET) at the latest on the Business Day preceding the relevant Valuation Day (the **Subscription Cut-off Time**).

Redemptions – Redemption Cut-off Time

- 8.5 Redemptions can be made on any Valuation Day. Redemption requests for Shares in part or in whole in respect of a Valuation Day can be made to the Administrative Agent before 4.00 pm (CET) at the latest on the Business Day preceding the relevant Valuation Day (the **Redemption Cut-off Time**).
- 8.6 Payment of the redemption proceeds will be made generally 3 Business Days following the relevant Valuation Day.

9. REFERENCE CURRENCY AND HEDGING

The Reference Currency of the Sub-fund is the USD.

10. PROFILE OF THE TYPICAL INVESTOR

Each Investor in the Sub-fund shall understand and evaluate the Strategy, characteristics and risks of the Sub-fund in order to make an informed investment decision.

11. SPECIFIC RISK FACTORS

11.1 Investors should refer to the risk factors set out in Section 19 of the General Section and are in particular invited to consider the following risk factors further described in Section 19 of the General Section:

- (a) Equities;
- (b) Market volatility;
- (c) Conflicts of interest;
- (d) Use of financial derivative instruments.

11.2 In addition, Investors should carefully review the following risks disclaimer that are specific to the Sub-fund:

Risks related to the model used by the Strategy Index

11.3 The model used to determine the allocation of the Strategy Index is based on fundamental criteria designed to identify the stocks benefiting from a sustainable business model, favourable outlook and attractive valuation in the investment universe. There is a risk that the model will not be efficient as there is no guarantee that the indicators defined will be relevant in the future. They are defined partly on the basis of historical data and there is nothing to guarantee that previous market situations will repeat themselves in the future.

SPECIAL SECTION 25 – THEAM QUANT – EQUITY EUROPE GURU FLEX

This Special Section must be read in conjunction with the General Section of the Prospectus. This Special Section refers only to the THEAM Quant - Equity Europe GURU^{TM10} Flex (the **Sub-fund**).

1. INVESTMENT OBJECTIVE AND INVESTMENT POLICY

- 1.1 The objective of the Sub-fund is to increase the value of its assets over the medium term by being exposed to a dynamic basket of equities listed on European markets or operating on these markets, the components of which are chosen using a systematic selection method based on a fundamental analysis of companies. The Sub-fund exposure to the dynamic basket will however be adapted through a systematic volatility control mechanism in order to keep the Sub-fund annual volatility at a target level of 8%.
- 1.2 The Sub-fund will not invest more than 10% of its net assets in units or shares of UCITS or other UCIs.

2. STRATEGY

- 2.1 In order to achieve its investment objective, the Sub-fund implements a quantitative investment strategy (the **Strategy**) that takes dynamic long positions on a diversified basket composed of European markets equities through the BNP Paribas GURUTM Equity Europe Long Total Return Index (the **Strategy Index**) and to monetary market according to the volatility control mechanism.
- 2.2 The objective of the model used to build the Strategy Index is to select stocks using a Profitability/Outlook/Valuation approach. The objective is to examine the investment universe in order to identify the stocks benefiting from a sustainable business model, favourable outlook and attractive valuation. The investment universe of the Strategy Index is composed of Europe's markets largest stock market capitalisations offering satisfactory liquidity conditions.
- 2.3 The Strategy benefits from a systematic risk control mechanism which aims at keeping the annual volatility of the Strategy at a target level of 8% by adjusting the exposure to the Strategy Index on a daily basis. As a result, the Strategy may be exposed to monetary market.
- 2.4 The BNP Paribas GURUTM Equity Europe Long Total Return Index (Bloomberg code: BNPGELTR index) is an index denominated in EUR, calculated with net dividends reinvested. The Strategy Index is a diversified index representing a dynamic investment in a basket of European markets equities. The Strategy Index is based on a systematic model developed by BNP Paribas and is rebalanced every month using a specific algorithm. The Strategy Index benefits from a risk control mechanism which aims at keeping volatility of the Strategy Index below 32% and consists of systematically adjusting exposure to the equity basket on a daily basis with any balance invested in non-risky assets. The exposure shall nevertheless not fall below 70%. The rebalancing of the Strategy Index does not involve any cost for the Strategy Index. The Strategy Index is calculated by Solactive AG. It was established in December 2008. For further information on the Strategy Index, investors are invited to consult the following website: <https://indices-globalmarkets.bnpparibas.com>. The complete breakdown of this index and performance information are available on the same page. The index calculation method is available directly at: <https://indices-globalmarkets.bnpparibas.com/nr/GELMTR.pdf>. Investors may obtain a paper version of the Strategy Index rulebook within one week on written request to THEAM TSA 47000 – 75 318 Paris Cedex 09. E-mail: THEAM.sales.support@bnpparibas.com.

¹⁰ GURU is a trade mark of BNP Paribas.

- 2.5 The Sub-fund will not make use of the increased diversification limits provided for in article 44 of the 2010 Act and further described under Section 3.15 of the General Section.
- 2.6 The Strategy is implemented either according to a Synthetic Replication Policy, through the conclusion of OTC Derivatives or in cash by investing directly in the basket of equities that make up the Strategy Index and Money Market Instruments.
- 2.7 If the Strategy is implemented according to the Synthetic Replication Policy, the Sub-fund invests its assets in Transferable Securities or Money Market Instruments (the **Financing Assets**) and exchanges the performance of up to 100% of the Financing Assets through OTC Derivatives to gain exposure to the Strategy Index. The Underlying Assets mainly consist of the Strategy Index, UCITS and Money Market Instruments.
- 2.8 The Sub-fund invests at all times at least 75% of its net assets in equities issued by companies that have their registered office in a Member State of the European Economic Area, other than non-cooperative countries in the fight against fraud and tax evasion. The remainder, namely 25% of its assets maximum, may be invested in any other Transferable Securities, in derivatives, Money Market Instruments and/or cash, and also, within a limit of 15% of its net assets, in debt securities of any kind, and within a limit of 10% of its net assets, in UCITS and/or UCIs.
- 2.9 The Sub-fund may use EPM Techniques.

3. GLOBAL EXPOSURE

The Sub-fund uses the commitment approach to monitor its global exposure.

4. BUSINESS DAY - VALUATION DAY

For the purpose of this Special Section, a **Valuation Day** means a Business Day on which stock exchanges are open during the whole day in France, United Kingdom, Germany, Sweden, Italy, Switzerland, Norway and Denmark (excluding Saturdays and Sundays and Luxembourg and French public holidays).

5. LAUNCH DATE

4 March 2016.

6. CLASSES

The following Classes⁽⁵⁾, once activated, shall be available for subscription by investors:

| Class | Distribution policy | ISIN code | Reference Currency | Dividend | Target subscribers | Minimum Holding Amount ⁽¹⁾ | Initial Net Asset Value |
|---------------------|---------------------|--------------|--------------------|----------|--------------------|---|-------------------------|
| N | ACC | LU1353192799 | EUR | No | All | None | EUR 100 |
| C | ACC | LU1353192872 | EUR | Non | All | None | EUR 100 |
| C | DIS | LU1353192955 | EUR | Yes | All | None | EUR 100 |
| C SD ⁽⁴⁾ | DIS | LU1353193094 | EUR | Yes | All | None | EUR 100 |
| C USD | ACC | LU1353193177 | USD | No | All | None | USD 100 |
| C USD H | ACC | LU1353193250 | USD | No | All | None | USD 100 |
| C CHF H | ACC | LU1353193334 | CHF | No | All | None | CHF 100 |
| Privilege | ACC | LU1353193417 | EUR | Non | All | EUR 1,000,000 Portfolio Managers: none | EUR 100 |
| Privilege | DIS | LU1353193508 | EUR | Yes | All | EUR 1,000,000 | EUR 100 |

| Class | Distribution policy | ISIN code | Reference Currency | Dividend | Target subscribers | Minimum Holding Amount ⁽¹⁾ | Initial Net Asset Value |
|-----------------|---------------------|--------------|--------------------|----------|-------------------------|---|-------------------------|
| | | | | | | Portfolio Managers: none | |
| Privilege USD | ACC | LU1353193680 | USD | No | All | EUR 1,000,000 or equivalent Portfolio Managers: none | USD 100 |
| Privilege USD H | ACC | LU1353193763 | USD | No | All | EUR 1,000,000 or equivalent Portfolio Managers: none | USD 100 |
| Privilege GBP | ACC | LU1353193847 | GBP | No | All | EUR 1,000,000 or equivalent Portfolio Managers: none | GBP 100 |
| Privilege CHF | ACC | LU1353193920 | CHF | No | All | EUR 1,000,000 or equivalent Portfolio Managers: none | CHF 100 |
| R GBP H | ACC | LU1353194068 | GBP | No | All ⁽²⁾ | None | GBP 100 |
| R GBP H | DIS | LU1353194142 | GBP | Yes | All ⁽²⁾ | None | GBP 100 |
| Life | ACC | LU1353194225 | EUR | No | AG Insurance | None | EUR 100 |
| I | ACC | LU1353194498 | EUR | No | Institutional Investors | EUR 100 000 UCI : none | EUR 100 |
| I | DIS | LU1353194571 | EUR | Yes | Institutional Investors | EUR 100 000 UCI : none | EUR 100 |
| I USD | ACC | LU1353194654 | USD | No | Institutional Investors | EUR 100 000 or equivalent UCI : none | USD 100 |
| I USD H | ACC | LU1353194738 | USD | No | Institutional Investors | EUR 100 000 or equivalent UCI : none | USD 100 |
| I CHF H | ACC | LU1353194811 | CHF | No | Institutional Investors | EUR 100 000 or equivalent UCI : none | CHF 100 |
| I GBP | ACC | LU1353194902 | GBP | No | Institutional Investors | EUR 100 000 or equivalent UCI : none | GBP 100 |
| I GBP | DIS | LU1353195032 | GBP | Yes | Institutional Investors | EUR 100 000 or equivalent UCI : none | GBP 100 |
| I SEK | ACC | LU1353195115 | SEK | No | Institutional Investors | EUR 100 000 or equivalent UCI : none | SEK 100 |
| I NOK | ACC | LU1353195206 | NOK | No | Institutional Investors | EUR 100 000 or equivalent UCI : none | NOK 100 |
| J | ACC | LU1353195388 | EUR | No | Institutional Investors | EUR 10 million ⁽³⁾ UCI: None | EUR 100 |
| M | ACC | LU1353195461 | EUR | No | Institutional Investors | EUR 50 million ⁽³⁾ | EUR 100 |
| X | ACC | LU1353195545 | EUR | No | Authorised Investors | EUR 5 million | EUR 100 |

(1) The applicable Minimum Holding Amount may be waived or varied on a case-by-case basis, by the Company or the Management Company.

(2) Only in the countries where the Management Company has decided to market and/or register (if relevant) the Class.

(3) Regarding J and M shares, minimum subscription conditions are assessed on the basis of the total investment, irrespective of currency

(4) The acronym "SD" stands for the French term "super distribuable". SD Classes may distribute dividends on a more frequent basis than other distribution classes.

(5) Each one of the above Classes may only be activated with prior approval of the Board or of the Management Company.

7. FEES AND COSTS

7.1 Subscription Fee, Conversion Fee and Redemption Fee

| Class | Subscription Fee (maximum) | Conversion Fee (maximum) ⁽¹⁾ | Redemption Fee (maximum) |
|------------------|----------------------------|---|--------------------------|
| N | 0.00% | 1.50% | None |
| C shares | 3.00% | 1.50% | None |
| Privilege Shares | 3.00% | 1.50% | None |
| R shares | 3.00% | 1.50% | None |
| Life shares | 0.00% | 1.50% | None |
| I Shares | 0.00% | 1.50% | None |
| J shares | 0.00% | 1.50% | None |
| M shares | 0.00% | 1.50% | None |
| X shares | 0.00% | 1.50% | None |

(1) In the event of conversion to a sub-fund with a higher subscription fee, the difference may be payable.

7.2 Annual fees and costs payable by the Sub-fund

| Class | Management Company Fee (maximum) | Distribution Fee (maximum) | Performance Fee | Other Fees (maximum) | Taxe d'abonnement ⁽¹⁾ (subscription tax) |
|------------------|----------------------------------|----------------------------|-----------------|----------------------|---|
| N | 1.50% | 0.75% | No | 0.35% | 0.05% |
| C shares | 1.50% | No | No | 0.35% | 0.05% |
| Privilege shares | 0.85% | No | No | 0.35% | 0.05% |
| R shares | 0.85% | No | No | 0.35% | 0.05% |
| Life shares | 1.385% | No | No | 0.27% | 0.01% |
| I shares | 0.65% | No | No | 0.25% | 0.01% |
| J shares | 0.40% | No | No | 0.35% | 0.01% |
| M shares | 0.40% | No | No | 0.25% | 0.01% |
| X shares | 0.00% | No | No | 0.35% | 0.01% |

(1) In addition, the Sub-fund may be subject to foreign UCI's tax, and/or other regulators levy, in the country where the sub-fund is registered for distribution

8. SUBSCRIPTION AND REDEMPTION PROCESS

Initial subscriptions

- 8.1 The Initial Subscription Date of each of the Class is the Class Launch Date. Subscription requests for the Initial Subscription Date must be sent in writing to the Administrative Agent and be received by the Administrative Agent by 12.00 pm (CET) (the **Subscription Cut-Off Time**) at the latest on the day of the Initial Subscription Date.
- 8.2 Investors for which the subscription documents have been accepted on the Initial Subscription Date will be required to deliver to the account of the Depositary cleared funds for the full amount of their subscription pursuant to their subscription documents on the Initial Subscription Date. If the Depositary does not receive the funds in time the purchase order may be cancelled and the funds returned to the Investor without interest.
- 8.3 The investor will be liable for the costs of late or non-payment in which case the Management Company will have the power to redeem all or part of the Investor's holding of Shares in the Sub-fund (if any) in order to meet such costs. In circumstances where the Management Company at its absolute discretion regards it not practical or feasible to recoup a loss from an applicant for Shares,

any losses incurred by the Sub-fund due to late or non-payment of the subscription proceeds in respect of subscription applications received will be borne by the Sub-fund.

Ongoing subscriptions – Subscription Cut-off Time

- 8.4 After the Initial Subscription Date of a Class, subscriptions can be made on any Valuation Day. Subscription requests in respect of a Valuation Day can be made to the Administrative Agent before 12.00 pm (CET) at the latest on the relevant Valuation Day (the **Subscription Cut-off Time**).

Redemptions – Redemption Cut-off Time

- 8.5 Redemptions can be made on any Valuation Day. Redemption requests for Shares in part or in whole in respect of a Valuation Day can be made to the Administrative Agent before 12.00 pm (CET) at the latest on the relevant Valuation Day (the **Redemption Cut-off Time**).
- 8.6 Payment of the redemption proceeds will be made generally 3 Business Days following the relevant Valuation Day.

9. REFERENCE CURRENCY AND HEDGING

The Reference Currency of the Sub-fund is the EUR.

10. PROFILE OF THE TYPICAL INVESTOR

Each Investor in the Sub-fund shall understand and evaluate the Strategy, characteristics and risks of the Sub-fund in order to make an informed investment decision.

11. SPECIFIC RISK FACTORS

- 11.1 Investors should refer to the risk factors set out in Section 19 of the General Section and are in particular invited to consider the following risk factors further described in Section 19 of the General Section:

- (a) Equities;
- (b) Market volatility;
- (c) Conflicts of interest;
- (d) Use of financial derivative instruments.

- 11.2 In addition, Investors should carefully review the following risks disclaimer that are specific to the Sub-fund:

Risks related to the model used by the Strategy Index

- 11.3 The model used to determine the allocation of the Strategy Index is based on fundamental criteria designed to identify the stocks benefiting from a sustainable business model, favourable outlook and attractive valuation in the investment universe. There is a risk that the model will not be efficient as there is no guarantee that the indicators defined will be relevant in the future. They are defined partly on the basis of historical data and there is nothing to guarantee that previous market situations will repeat themselves in the future.

SPECIAL SECTION 26 – THEAM QUANT – EQUITY EUROPE CLIMATE CARE

This Special Section must be read in conjunction with the General Section of the Prospectus. This Special Section refers only to the THEAM Quant - Equity Europe Climate Care (the **Sub-fund**).

1. INVESTMENT OBJECTIVE AND INVESTMENT POLICY

- 1.1 The objective of the Sub-fund is to increase the value of its assets over the medium term by being exposed to a dynamic basket of equities listed on European markets or operating on these markets, the components of which are chosen using a systematic selection method based on environmental, social and governance criteria (**ESG**) as well as a carbon emission and energy transition criteria.
- 1.2 The Sub-fund will not invest more than 10% of its net assets in units or shares of UCITS or other UCIs.

2. STRATEGY

- 2.1 In order to achieve its investment objective, the Sub-fund implements a quantitative investment strategy (the **Strategy**) that takes long positions on a diversified basket composed of European markets equities through the BNP Paribas Equity Europe Climate Care NTR Index (the **Strategy Index**).
- 2.2 The objective of the model used to build the Strategy Index is to provide exposure to the performance of a notional basket of liquid ESG responsible European companies that are appealing from low carbon emission and energy transition perspectives. The investment universe of the Strategy Index is composed of European companies offering satisfactory liquidity conditions and considered for good ESG performance according to Vigeo and BNP Paribas Investment Partners Limited.
- 2.3 The Strategy Index components weights are then determined according to an optimisation algorithm which seeks to maximise the Vigeo energy transition score. The optimisation is applied according to the principal constraints of ESG score, risk mitigation, carbon footprint or sectorial diversification constraint.
- 2.4 BNP Paribas Equity Europe Climate Care NTR Index (Bloomberg code: BNPIEECC index) is an index denominated in EUR, calculated with net dividends reinvested. The Strategy Index is a diversified index representing a dynamic investment in a basket of European markets equities. The Strategy Index is based on a systematic model developed by BNP Paribas and is rebalanced quarterly using an optimisation algorithm. The allocation algorithm assigns optimal weight to each share of the investment universe in a manner which seeks to maximise the energy transition criteria of the resulting basket of shares. The rebalancing of the Strategy Index does not involve any cost for the Strategy Index. The Strategy Index is sponsored by BNP Paribas. It was established in February 2000. For further information on the Strategy Index, investors are invited to consult the following website: <https://indices-globalmarkets.bnpparibas.com>. The complete breakdown of this index and performance information are available on the same page. The index calculation method is available directly at: <https://indices-globalmarkets.bnpparibas.com/nr/EECC.pdf>. Investors may obtain a paper version of the Strategy Index rulebook within one week on written request to THEAM TSA 47000 – 75 318 Paris Cedex 09. E-mail: THEAM.sales.support@bnpparibas.com.
- 2.5 Vigeo, founded in 2002, has become a global leading corporate responsibility rating agency. Vigeo measures the performances and level of management of the social responsibility risks of companies and organisations. It therefore analyses the extent to which companies and public authorities

integrate environmental, social, societal and good governance objectives in the definition and deployment of their strategy or policies.

- 2.6 The Sub-fund will not make use of the increased diversification limits provided for in article 44 of the 2010 Act and further described under Section 3.15 of the General Section.
- 2.7 The Strategy is implemented either according to a Synthetic Replication Policy, through the conclusion of OTC Derivatives or in cash by investing directly in the basket of equities that make up the Strategy Index.
- 2.8 If the Strategy is implemented according to the Synthetic Replication Policy, the Sub-fund will invest its assets in Transferable Securities or Money Market Instruments (the **Financing Assets**) and exchange the performance of up to 100% of the Financing Assets through OTC Derivatives to gain exposure to the Strategy Index. The Underlying Assets mainly consist of the Strategy Index and UCITS Instruments.
- 2.9 The Sub-fund invests at all times at least 75% of its net assets in equities issued by companies that have their registered office in a Member State of the European Economic Area, other than non-cooperative countries in the fight against fraud and tax evasion. The remainder, namely 25% of its assets maximum, may be invested in any other Transferable Securities, in derivatives, Money Market Instruments and/or cash, and also, within a limit of 15% of its net assets, in debt securities of any kind, and within a limit of 10% of its net assets, in UCITS and/or UCIs.
- 2.10 The Sub-fund may use EPM Techniques.

3. GLOBAL EXPOSURE

The Sub-fund uses the commitment approach to monitor its global exposure.

4. BUSINESS DAY - VALUATION DAY

For the purpose of this Special Section, a **Valuation Day** means a Business Day on which the Paris, London, Frankfurt and Stockholm, exchanges are open during the whole day (excluding Saturdays and Sundays and Luxembourg and French public holidays).

5. LAUNCH DATE

15 March 2016.

6. CLASSES

The following Classes⁽³⁾, once activated, shall be available for subscription by investors:

| Class | Distribution policy | ISIN code | Reference Currency | Dividend | Target subscribers | Minimum Holding Amount ⁽¹⁾ | Initial Net Asset Value |
|---------|---------------------|--------------|--------------------|----------|-------------------------|--|-------------------------|
| N | ACC | LU1353195628 | EUR | No | All | None | EUR 100 |
| C | ACC | LU1353195891 | EUR | Non | All | None | EUR 100 |
| C | DIS | LU1353195974 | EUR | Yes | All | None | EUR 100 |
| C USD | ACC | LU1353196196 | USD | No | All | None | USD 100 |
| C USD H | ACC | LU1353196279 | USD | No | All | None | USD 100 |
| C CHF H | ACC | LU1353196352 | CHF | No | All | None | CHF 100 |
| I | ACC | LU1353196436 | EUR | No | Institutional Investors | EUR 100 000 UCI : none | EUR 100 |
| I | DIS | LU1353196519 | EUR | Yes | Institutional Investors | EUR 100 000 UCI : none | EUR 100 |
| I USD | ACC | LU1353196600 | USD | No | Institutional Investors | EUR 100 000 or equivalent UCI : none | USD 100 |
| I USD H | ACC | LU1353196782 | USD | No | Institutional Investors | EUR 100 000 or equivalent UCI : none | USD 100 |
| I CHF H | ACC | LU1353196865 | CHF | No | Institutional Investors | EUR 100 000 or equivalent UCI : none | CHF 100 |
| I GBP H | ACC | LU1353196949 | GBP | No | Institutional Investors | EUR 100 000 or equivalent UCI : none | GBP 100 |
| I GBP | DIS | LU1353197087 | GBP | Yes | Institutional Investors | EUR 100 000 or equivalent UCI : none | GBP 100 |
| I SEK | ACC | LU1353197160 | SEK | No | Institutional Investors | EUR 100 000 or equivalent UCI : none | SEK 100 |
| I NOK | ACC | LU1353197244 | NOK | No | Institutional Investors | EUR 100 000 or equivalent UCI : none | NOK 100 |
| J | ACC | LU1353197327 | EUR | No | Institutional Investors | EUR 10 million ⁽²⁾ UCI: None | EUR 100 |
| M | ACC | LU1353197590 | EUR | No | Institutional Investors | EUR 50 million ⁽²⁾ | EUR 100 |
| X | ACC | LU1353197673 | EUR | No | Authorised Investors | EUR 5 million | EUR 100 |

(1) The applicable Minimum Holding Amount may be waived or varied on a case-by-case basis, by the Company or the Management Company.

(2) Regarding J and M shares, minimum subscription conditions are assessed on the basis of the total investment, irrespective of currency

(3) Each one of the above Classes may only be activated with prior approval of the Board or of the Management Company.

7. FEES AND COSTS

7.1 Subscription Fee, Conversion Fee and Redemption Fee

| Class | Subscription Fee (maximum) | Conversion Fee (maximum) ⁽¹⁾ | Redemption Fee (maximum) |
|----------|----------------------------|---|--------------------------|
| N | 0.00% | 1.50% | None |
| C shares | 3.00% | 1.50% | None |
| I Shares | 0.00% | 1.50% | None |
| J shares | 0.00% | 1.50% | None |
| M shares | 0.00% | 1.50% | None |
| X shares | 0.00% | 1.50% | None |

(1) In the event of conversion to a sub-fund with a higher subscription fee, the difference may be payable.

7.2 Annual fees and costs payable by the Sub-fund

| Class | Management Company Fee (maximum) | Distribution Fee (maximum) | Performance Fee | Other Fees (maximum) | Taxe d'abonnement ⁽¹⁾ (subscription tax) |
|----------|----------------------------------|----------------------------|-----------------|----------------------|---|
| N | 1.50% | 0.75% | No | 0.35% | 0.05% |
| C shares | 1.50% | No | No | 0.35% | 0.05% |
| I shares | 0.65% | No | No | 0.25% | 0.01% |
| J shares | 0.40% | No | No | 0.35% | 0.01% |
| M shares | 0.40% | No | No | 0.25% | 0.01% |
| X shares | 0.00% | No | No | 0.35% | 0.01% |

(1) In addition, the Sub-fund may be subject to foreign UCI's tax, and/or other regulators levy, in the country where the sub-fund is registered for distribution

8. SUBSCRIPTION AND REDEMPTION PROCESS

Initial subscriptions

- 8.1 The Initial Subscription Date of each of the Class is the Class Launch Date. Subscription requests for the Initial Subscription Date must be sent in writing to the Administrative Agent and be received by the Administrative Agent by 12.00 pm (CET) (the **Subscription Cut-Off Time**) at the latest on the day of the Initial Subscription Date.
- 8.2 Investors for which the subscription documents have been accepted on the Initial Subscription Date will be required to deliver to the account of the Depositary cleared funds for the full amount of their subscription pursuant to their subscription documents on the Initial Subscription Date. If the Depositary does not receive the funds in time the purchase order may be cancelled and the funds returned to the Investor without interest.
- 8.3 The investor will be liable for the costs of late or non-payment in which case the Management Company will have the power to redeem all or part of the Investor's holding of Shares in the Sub-fund (if any) in order to meet such costs. In circumstances where the Management Company at its absolute discretion regards it not practical or feasible to recoup a loss from an applicant for Shares, any losses incurred by the Sub-fund due to late or non-payment of the subscription proceeds in respect of subscription applications received will be borne by the Sub-fund.

Ongoing subscriptions – Subscription Cut-off Time

- 8.4 After the Initial Subscription Date of a Class, subscriptions can be made on any Valuation Day. Subscription requests in respect of a Valuation Day can be made to the Administrative Agent before 12.00 pm (CET) at the latest on the relevant Valuation Day (the **Subscription Cut-off Time**).

Redemptions – Redemption Cut-off Time

- 8.5 Redemptions can be made on any Valuation Day. Redemption requests for Shares in part or in whole in respect of a Valuation Day can be made to the Administrative Agent before 12.00 pm (CET) at the latest on the relevant Valuation Day (the **Redemption Cut-off Time**).
- 8.6 Payment of the redemption proceeds will be made generally 3 Business Days following the relevant Valuation Day.

9. REFERENCE CURRENCY AND HEDGING

The Reference Currency of the Sub-fund is the EUR.

10. PROFILE OF THE TYPICAL INVESTOR

Each Investor in the Sub-fund shall understand and evaluate the Strategy, characteristics and risks of the Sub-fund in order to make an informed investment decision.

11. SPECIFIC RISK FACTORS

- 11.1 Investors should refer to the risk factors set out in Section 19 of the General Section and are in particular invited to consider the following risk factors further described in Section 19 of the General Section:
- (a) Equities;
 - (b) Market volatility;
 - (c) Conflicts of interest;
 - (d) Use of financial derivative instruments;
 - (e) Synthetic replication;
 - (f) Physical replication.
- 11.2 In addition, Investors should carefully review the following risks disclaimer that are specific to the Sub-fund:

Risks related to the model used by the Strategy Index

The model used to determine the allocation of the Strategy Index is based on fundamental criteria designed to identify the stocks benefitting from good ESG performance according to Vigeo and allowing to maximise the energy transition criteria of the resulting basket of share. There is a risk that the model will not be efficient as there is no guarantee that the indicators defined will be relevant in the future. They are defined partly on the basis of historical data and there is nothing to guarantee that previous market situations will repeat themselves in the future.

SPECIAL SECTION 27 – THEAM QUANT – GLOBAL INCOME

This Special Section must be read in conjunction with the General Section of the Prospectus. This Special Section refers only to the THEAM Quant – Global Income (the **Sub-fund**).

1. INVESTMENT OBJECTIVE AND INVESTMENT POLICY

- 1.1 The objective of the Sub-fund is to provide income and capital growth by (i) being exposed to quantitative investment strategies across different asset classes and geographical zones and (ii) by implementing systematic options strategies which aim at reducing risk. The Sub-fund targets an income of 4% per year, the achievement of this target is not guaranteed.
- 1.2 The Sub-fund will not invest more than 10% of its net assets in units or shares of UCITS or other UCIs.

2. STRATEGY

- 2.1 In order to achieve its investment objective, the Sub-fund implements a euro-hedged strategy (the **Strategy**) that combines two performance pillars:
 - (a) an allocation of its assets between different directional and/or long/short strategies by identifying sources of income across different asset classes and geographical zones. The Strategy is in particular exposed to the equity, fixed-income, credit, foreign exchange and commodities asset classes. The Sub-fund may however not be exposed to all of the aforementioned asset classes/strategies at all times.
 - (b) complementary options strategies which include:
 - (i) Short positions on short-term call and/or put options on equity and/or fixed-income underlyings. This options strategy enables the Sub-fund to generate additional income and is particularly appropriate in stable or fairly directionless markets but may generate losses during sudden major upwards or downwards phases.
 - (ii) Long synthetic positions on put options on equity and/or fixed-income underlyings. This strategy, particularly appropriate in very bearish markets, aims at limiting the effects of falling markets and thereby limits the Sub-fund volatility.
- 2.2 The Sub-fund aims to achieve a balanced risk/return profile while focusing on strategies selected for their objective to deliver high, recurring and stable income.
- 2.3 To implement the Strategy, the Sub-fund uses a Synthetic Replication Policy through the conclusion of OTC Derivatives.
- 2.4 The Synthetic Replication Policy implies that the Sub-fund either (i) invests its assets in Transferable Securities or in Money Market Instruments (the Financing Assets) and exchange the performance of up to 100% of the Financing Assets through OTC Derivatives to gain exposure to the Strategy or (ii) concludes an OTC Derivative with an initial exchange of the net proceeds of the issue of Shares in order to gain exposure to the Strategy. The Underlying Assets consist either of financial indices or spot positions, options, futures and forward contracts on either financial indices or on equities, fixed income, credit, foreign exchange, commodities.
- 2.5 The exposure to a specific financial index may evolve depending on the evolution of financial indices over time and the Management Company may decide to change the exposure to other

financial indices to achieve the investment objective of the Sub-fund. The rebalancing of the indices, which corresponds to technical adjustments based upon systematic algorithms, can be as much as daily. The financial indices methodology may embed certain costs in the Strategy which cover amongst other things replication costs in running the index which may vary over time in line with prevailing market conditions. Investors are invited to consult the following webpage <http://docfinder.is.bnpparibas-ip.com/api/files/F24984D0-5027-4534-A3A9-8A686587880A> to obtain a list of financial indices to which the Sub-fund is exposed. Links to the complete breakdown of the indices, performance information and calculation methodology are available on the same page.

- 2.6 In exceptional circumstances, depending on the economic environment, the Sub-fund may use listed financial derivative instruments, spot positions or OTC Derivatives on equities, fixed-income, foreign exchange, volatility, credit and eligible financial indices.
- 2.7 The Sub-fund may also invest in any other Transferable Securities and cash, and, within a limit of 10% of its NAV, in UCITS and/or other UCIs. Cumulated investment in money-market instruments and/or cash, in debt securities of any kind, in UCITS and/or UCIs cannot exceed 25% of the NAV.
- 2.8 The Sub-fund may use EPM Techniques.

3. GLOBAL EXPOSURE

- 3.1 The Sub-fund uses the absolute Value-at-Risk (**VaR**) approach to monitor its global exposure. The VaR of the Sub-fund's portfolio, with confidence interval of 99% and a detention period of 20 Business days, will not exceed 20% of the Sub-fund's Net Asset Value.
- 3.2 The leverage of the Sub-fund (defined as the sum of the absolute values of the derivatives notional (with neither netting nor hedging arrangement) divided by NAV is expected to be around 200%.

| Global Income | Expected Leverage | Maximum Leverage |
|---------------|-------------------|------------------|
| Total | 2 | 2 |

4. BUSINESS DAY - VALUATION DAY

For the purpose of this Special Section, a **Valuation Day** means any Business Day on which the French, German, Swedish, UK, US, Japan and Australian exchanges are open during the whole day and on which EUR, GBP and USD currencies are scheduled to be settled as well as 6 out of the 7 currencies BRL, CLP, INR, KRW, PHP, TWD, COP (excluding Saturdays and Sundays and Luxembourg and French public holidays).

5. LAUNCH DATE

15 December 2016.

6. CLASSES

The following Classes⁽¹⁾, once activated, will be available for subscription by investors:

| Class | Distribution policy | ISIN code | Reference Currency | Dividend | Target subscribers | Minimum Holding Amount ⁽²⁾ | Initial Net Asset Value |
|---------------------|---------------------|--------------|--------------------|----------|--------------------|---------------------------------------|-------------------------|
| N | ACC | LU1542717910 | EUR | No | All | None | EUR 100 |
| C | ACC | LU1542718058 | EUR | No | All | None | EUR 100 |
| C | DIS | LU1542718132 | EUR | Yes | All | None | EUR 100 |
| C SD ⁽⁵⁾ | DIS | LU1542718215 | EUR | Yes | All | None | EUR 100 |
| C USD H | DIS | LU1542718306 | USD | Yes | All | None | USD 100 |

| Class | Distribution policy | ISIN code | Reference Currency | Dividend | Target subscribers | Minimum Holding Amount ⁽²⁾ | Initial Net Asset Value |
|-----------|---------------------|--------------|--------------------|----------|-------------------------|---|-------------------------|
| C USD H | ACC | LU1542718488 | USD | No | All | None | USD 100 |
| C CHF H | ACC | LU1542718645 | CHF | No | All | None | CHF 100 |
| R GBP H | ACC | LU1542718728 | GBP | No | All ⁽⁴⁾ | None | GBP 100 |
| R GBP H | DIS | LU1542718991 | GBP | Yes | All ⁽⁴⁾ | None | GBP 100 |
| Privilege | ACC | LU1542719023 | EUR | No | All | EUR 1,000,000,- Portfolio Managers: none | EUR 100 |
| Privilege | DIS | LU1542719296 | EUR | Yes | All | EUR 1,000,000,- Portfolio Managers: none | EUR 100 |
| I | ACC | LU1480587416 | EUR | No | Institutional Investors | 100,000 EUR/ UCI: None | EUR 100 |
| I | DIS | LU1480587689 | EUR | Yes | Institutional Investors | 100,000 EUR/ UCI: None | EUR 100 |
| I USD | ACC | LU1480587846 | USD | No | Institutional Investors | 100,000 EUR or equivalent / UCI: None | USD 100 |
| I USD | DIS | LU1480588067 | USD | Yes | Institutional Investors | 100,000 EUR or equivalent / UCI: None | USD 100 |
| I USD H | ACC | LU1480588224 | USD | No | Institutional Investors | 100,000 EUR or equivalent / UCI: None | USD 100 |
| I USD H | DIS | LU1480588570 | USD | Yes | Institutional Investors | 100,000 EUR or equivalent / UCI: None | USD 100 |
| I CHF | ACC | LU1480588737 | CHF | No | Institutional Investors | 100,000 EUR or equivalent / UCI: None | CHF 100 |
| I CHF | DIS | LU1480588901 | CHF | Yes | Institutional Investors | 100,000 EUR or equivalent / UCI: None | CHF 100 |
| J | ACC | LU1480589115 | EUR | No | Institutional Investors | EUR 10 million ⁽³⁾ UCI: None | EUR 100 |
| J | DIS | LU1480589388 | EUR | Yes | Institutional Investors | EUR 10 million ⁽³⁾ UCI: None | EUR 100 |
| J GBP H | ACC | LU1542717753 | GBP | No | Institutional Investors | EUR 10 million or equivalent ⁽³⁾ UCI: None | GBP 100 |
| J GBP H | DIS | LU1542717837 | GBP | Yes | Institutional Investors | EUR 10 million or equivalent ⁽³⁾ UCI: None | GBP 100 |
| X | ACC | LU1480589545 | EUR | No | Authorised Investors | EUR 5 million | EUR 100 |

(1) Each one of the above Classes may only be activated with prior approval of the Board or of the Management Company.

(2) The applicable Minimum Holding Amount may be waived or varied on a case-by-case basis, by the Company or the Management Company.

(3) Regarding J shares, minimum subscription conditions are assessed on the basis of the total investment, irrespective of currency.

(4) Only in the countries where the Management Company has decided to market and/or register (if relevant) the Class.

(5) The acronym "SD" stands for the French term "super distribuable". SD Classes may distribute dividends on a more frequent basis than other distribution classes.

7. FEES AND COSTS

7.1 Subscription Fee, Conversion Fee and Redemption Fee

| Class | Subscription Fee (maximum) | Conversion Fee (maximum) ⁽¹⁾ | Redemption Fee (maximum) |
|-------|----------------------------|---|--------------------------|
|-------|----------------------------|---|--------------------------|

| | | | |
|------------------|-------|-------|------|
| N shares | 0.00% | 1.50% | None |
| C shares | 3.00% | 1.50% | None |
| Privilege Shares | 3.00% | 1.50% | None |
| R shares | 3.00% | 1.50% | None |
| I shares | 0.00% | 1.50% | None |
| J shares | 0.00% | 1.50% | None |
| X shares | 0.00% | 1.50% | None |

(1) In the event of conversion to a sub-fund with a higher subscription fee, the difference may be payable.

7.2 Annual fees and costs payable by the Sub-fund

| Class | Management Company Fee (maximum) | Distribution Fee (maximum) | Performance Fee | Other Fees (maximum) | Taxe d'abonnement ⁽¹⁾ (subscription tax) |
|------------------|----------------------------------|----------------------------|-----------------|----------------------|---|
| N shares | 1.50% | 0.75% | No | 0.35% | 0.05% |
| C shares | 1.50% | No | No | 0.35% | 0.05% |
| Privilege shares | 0.85% | No | No | 0.35% | 0.05% |
| R shares | 0.85% | No | No | 0.35% | 0.05% |
| I shares | 0.60% | No | No | 0.35% | 0.01% |
| J shares | 0.50% | No | No | 0.35% | 0.01% |
| X shares | 0.00% | No | No | 0.35% | 0.01% |

(1) In addition, the Sub-fund may be subject to foreign UCI's tax, and/or other regulators levy, in the country where the sub-fund is registered for distribution

8. SUBSCRIPTION AND REDEMPTION PROCESS

Initial subscriptions

- 8.1 The Initial Subscription Date of each of the Class is the Class Launch Date. Subscription requests for the Initial Subscription Date must be sent in writing to the Administrative Agent and be received by the Administrative Agent by 12.00 pm (CET) (the Subscription Cut-Off Time) at the latest on the Initial Subscription Date.
- 8.2 Investors for which the subscription documents have been accepted on the Initial Subscription Date will be required to deliver to the account of the Depositary cleared funds for the full amount of their subscription pursuant to their subscription documents on the Initial Subscription Date. If the Depositary does not receive the funds in time the purchase order may be cancelled and the funds returned to the Investor without interest.
- 8.3 The investor will be liable for the costs of late or non-payment in which case the Management Company will have the power to redeem all or part of the Investor's holding of Shares in the Sub-fund (if any) in order to meet such costs. In circumstances where the Management Company at its absolute discretion regards it not practical or feasible to recoup a loss from an applicant for Shares, any losses incurred by the Sub-fund due to late or non-payment of the subscription proceeds in respect of subscription applications received will be borne by the Sub-fund.

Ongoing subscriptions – Subscription Cut-off Time

- 8.4 After the Initial Subscription Date of a Class, subscriptions can be made on any Valuation Day. Subscription requests in respect of a Valuation Day can be made to the Administrative Agent before 4.00 pm (CET) at the latest on the day preceding the relevant Valuation Day (the Subscription Cut-off Time).

Redemptions – Redemption Cut-off Time

- 8.5 Redemptions can be made on any Valuation Day. Redemption requests for Shares in part or in whole in respect of a Valuation Day can be made to the Administrative Agent before 4.00 pm (CET) at the latest on the day preceding the relevant Valuation Day (the Redemption Cut-off Time).
- 8.6 Payment of the redemption proceeds will be made generally 3 Business Days following the relevant Valuation Day.

9. REFERENCE CURRENCY AND HEDGING

The Reference Currency of the Sub-fund is the EUR.

10. PROFILE OF THE TYPICAL INVESTOR

Each Investor in the Sub-fund shall:

- (a) have the knowledge of, and the investment experience in, financial products which use derivatives and/or derivative strategies (such as the Sub-fund) and financial markets generally;
- (b) understand and evaluate the Strategy, characteristics and risks of the Sub-fund in order to make an informed investment decision.

11. SPECIFIC RISK FACTORS

- 11.1 Investors should refer to the risk factors set out in Section 19 of the General Section and are in particular invited to consider the following risk factors further described in Section 19 of the General Section:
- (a) Equities;
 - (b) Emerging market & small cap risk;
 - (c) Liquidity risk;
 - (d) Interest rate;
 - (e) Credit risk;
 - (f) Market volatility;
 - (g) Conflicts of interest;
 - (h) Use of financial derivative instruments (and, in particular, call options and put options);
- 11.2 In addition, Investors should carefully review the following risk disclaimer that is specific to the Sub-fund:

Risks related to the algorithms used for the calculation of the Sub-fund strategy

- 11.3 The models used by the Sub-fund strategy are based on certain criteria for yielding and the risk calculation is based on historical results. It is therefore possible that the models are not fully efficient, as past situations may not necessarily be reproduced in the future. The use of these models is consequently not a guarantee for future results of the Strategy.

SPECIAL SECTION 28 – THEAM QUANT – EQUITY EUROZONE GURU

This Special Section must be read in conjunction with the General Section of the Prospectus. This Special Section refers only to the THEAM Quant - Equity Eurozone GURU¹¹ (the **Sub-fund**).

1. INVESTMENT OBJECTIVE AND INVESTMENT POLICY

- 1.1 The objective of the Sub-fund is to increase the value of its assets over the medium term by being exposed to a dynamic basket of equities from the European Economic and Monetary Union of the European Union (the **Eurozone**), the components of which are chosen using a systematic selection method based on a fundamental analysis of companies.
- 1.2 The Sub-fund will not invest more than 10% of its net assets in units or shares of UCITS or other UCIs.

2. STRATEGY

- 2.1 In order to achieve its investment objective, the Sub-fund implements a quantitative investment strategy (the **Strategy**) that takes long positions on a diversified basket composed of Eurozone equities through the BNP Paribas GURUTM Eurozone Equity Net Total Return Index (the **Strategy Index**).
- 2.2 The objective of the model used to build the Strategy Index is to select stocks using a Profitability/Outlook/Valuation approach. The objective is to examine the investment universe in order to identify the stocks benefiting from a sustainable business model, favourable outlook and attractive valuation. The investment universe of the Strategy Index is composed of Eurozone's markets largest stock market capitalisations offering satisfactory liquidity conditions.
- 2.3 The Strategy Index benefits from a risk control mechanism which aims at keeping volatility of the Strategy Index below 32% and consists of systematically adjusting exposure to the equity basket on a daily basis with any balance invested in non-risky assets. The exposure shall nevertheless not fall below 70%.
- 2.4 The BNP Paribas GURUTM Eurozone Equity Net Total Return Index (Bloomberg code: BNPIGEZN index) is an index denominated in EUR, calculated with net dividends reinvested. The Strategy Index is a diversified index representing a dynamic investment in a basket of Eurozone markets equities. The Strategy Index is based on a systematic model developed by BNP Paribas and is rebalanced every month using a specific algorithm. The rebalancing of the Strategy Index does not involve any cost for the Strategy Index. For further information on the Strategy Index, investors are invited to consult the following website: <https://indices-globalmarkets.bnpparibas.com>. The complete breakdown of this index and performance information are available on the same page. The index calculation method is available directly at: <https://indices-globalmarkets.bnpparibas.com/nr/GEZNTR.pdf>. Investors may obtain a paper version of the Strategy Index rulebook within one week on written request to THEAM TSA 47000 – 75 318 Paris Cedex 09. E-mail: THEAM.sales.support@bnpparibas.com.
- 2.5 The Sub-fund does not make use of the increased diversification limits provided for in article 44 of the 2010 Act and further described under Section 3.15 of the General Section.

¹¹ GURU is a trade mark of BNP Paribas.

- 2.6 The Strategy is implemented either according to a Synthetic Replication Policy, through the conclusion of OTC Derivatives or in cash by investing directly in the basket of equities that make up the index.
- 2.7 If the Strategy is implemented according to the Synthetic Replication Policy, the Sub-fund will invest its assets in Transferable Securities or Money Market Instruments (the **Financing Assets**) and exchanges the performance of up to 100% of the Financing Assets through OTC Derivatives to gain exposure to the Strategy Index. The Underlying Assets mainly consist of the Strategy Index.
- 2.8 The Sub-fund invests at all times at least 75% of its net assets in equities issued by companies that have their registered office in a Member State of the European Economic Area, other than non-cooperative countries in the fight against fraud and tax evasion. The remainder, namely 25% of its assets maximum, may be invested in any other Transferable Securities, in derivatives, Money Market Instruments and/or cash, and also, within a limit of 15% of its net assets, in debt securities of any kind, and within a limit of 10% of its net assets, in UCITS and/or UCIs.
- 2.9 The Sub-fund may use EPM Techniques.

3. GLOBAL EXPOSURE

The Sub-fund uses the commitment approach to monitor its global exposure.

4. BUSINESS DAY - VALUATION DAY

For the purpose of this Special Section, a **Valuation Day** means a Business Day on which the Paris, Frankfurt, Amsterdam, Madrid and Milan, exchanges are open during the whole day (excluding Saturdays and Sundays and Luxembourg and French public holidays).

5. LAUNCH DATE

The Sub-fund is not yet launched at the date of this prospectus. It will be launched upon decision of the Board.

6. CLASSES

The following Classes⁽¹⁾, once activated, will be available for subscription by investors:

| Class | Distribution policy | ISIN code | Reference Currency | Dividend | Target subscribers | Minimum Holding Amount ⁽²⁾ | Initial Net Asset Value |
|---------------------|---------------------|--------------|--------------------|----------|--------------------|---|-------------------------|
| N | ACC | LU1480589891 | EUR | No | All | None | EUR 100 |
| C | ACC | LU1480590048 | EUR | Non | All | None | EUR 100 |
| C | DIS | LU1480590394 | EUR | Yes | All | None | EUR 100 |
| C SD ⁽³⁾ | DIS | LU1480590550 | EUR | Yes | All | None | EUR 100 |
| C USD | ACC | LU1480590717 | USD | No | All | None | USD 100 |
| C USD H | ACC | LU1480590980 | USD | No | All | None | USD 100 |
| C CHF H | ACC | LU1480591103 | CHF | No | All | None | CHF 100 |
| Privilege | ACC | LU1480591285 | EUR | Non | All | EUR 1,000,000 Portfolio Managers: none | EUR 100 |
| Privilege | DIS | LU1480591368 | EUR | Yes | All | EUR 1,000,000 Portfolio Managers: none | EUR 100 |

| Class | Distribution policy | ISIN code | Reference Currency | Dividend | Target subscribers | Minimum Holding Amount ⁽²⁾ | Initial Net Asset Value |
|---------|---------------------|--------------|--------------------|----------|-------------------------|--|---|
| R GBP H | ACC | LU1480591442 | GBP | No | All ⁽⁴⁾ | None | GBP 100 |
| R GBP H | DIS | LU1480591525 | GBP | Yes | All ⁽⁴⁾ | None | GBP 100 |
| Life | ACC | LU1480591798 | EUR | No | AG Insurance | None | EUR 100 |
| I | ACC | LU1480591871 | EUR | No | Institutional Investors | EUR 100 000 UCI: none | Net asset value of the I units of THEAM Quant Equity Eurozone Guru at the merger date |
| I | DIS | LU1480591954 | EUR | Yes | Institutional Investors | EUR 100 000 UCI: none | EUR 100 |
| I USD | ACC | LU1480592176 | USD | No | Institutional Investors | EUR 100 000 or equivalent UCI: none | USD 100 |
| I USD H | ACC | LU1480592259 | USD | No | Institutional Investors | EUR 100 000 or equivalent UCI: none | USD 100 |
| I CHF H | ACC | LU1480592333 | CHF | No | Institutional Investors | EUR 100 000 or equivalent UCI: none | CHF 100 |
| I GBP | ACC | LU1480592416 | GBP | No | Institutional Investors | EUR 100 000 or equivalent UCI: none | GBP 100 |
| I GBP | DIS | LU1480592507 | GBP | Yes | Institutional Investors | EUR 100 000 or equivalent UCI: none | GBP 100 |
| J | ACC | LU1480592689 | EUR | No | Institutional Investors | EUR 10 million ⁽⁵⁾ UCI: None | Net asset value of the J units of THEAM Quant Equity Eurozone Guru at the merger date |
| M | ACC | LU1480592762 | EUR | No | Institutional Investors | EUR 50 million ⁽⁵⁾ | EUR 100 |
| X | ACC | LU1480592846 | EUR | No | Authorised Investors | EUR 5 million or | EUR 100 |

(1) Each one of the above Classes may only be activated with prior approval of the Board or of the Management Company.

(2) The applicable Minimum Holding Amount may be waived or varied on a case-by-case basis, by the Company or the Management Company.

(3) The acronym "SD" stands for the French term "super distribuable". SD Classes may distribute dividends on a more frequent basis than other distribution classes.

(4) Only in the countries where the Management Company has decided to market and/or register (if relevant) the Class.

(5) Regarding J shares and M shares, minimum subscription conditions are assessed on the basis of the total investment, irrespective of currency.

7. FEES AND COSTS

7.1 Subscription Fee, Conversion Fee and Redemption Fee

| Class | Subscription Fee (maximum) | Conversion Fee (maximum) ⁽¹⁾ | Redemption Fee (maximum) |
|------------------|----------------------------|---|--------------------------|
| N | 0.00% | 1.50% | None |
| C shares | 3.00% | 1.50% | None |
| Privilege Shares | 3.00% | 1.50% | None |
| R shares | 3.00% | 1.50% | None |
| Life shares | 0.00% | 1.50% | None |
| I Shares | 0.00% | 1.50% | None |
| J shares | 0.00% | 1.50% | None |
| M shares | 0.00% | 1.50% | None |

| | | | |
|----------|-------|-------|------|
| X shares | 0.00% | 1.50% | None |
|----------|-------|-------|------|

(1) In the event of conversion to a sub-fund with a higher subscription fee, the difference may be payable.

7.2 Annual fees and costs payable by the Sub-fund

| Class | Management Company Fee (maximum) | Distribution Fee (maximum) | Performance Fee | Other Fees (maximum) | Taxe d'abonnement ⁽¹⁾ (subscription tax) |
|------------------|----------------------------------|----------------------------|-----------------|----------------------|---|
| N | 1.50% | 0.75% | No | 0.35% | 0.05% |
| C shares | 1.50% | No | No | 0.35% | 0.05% |
| Privilege shares | 0.85% | No | No | 0.35% | 0.05% |
| R shares | 0.85% | No | No | 0.35% | 0.05% |
| Life shares | 1.385% | No | No | 0.27% | 0.01% |
| I shares | 0.65% | No | No | 0.25% | 0.01% |
| J shares | 0.40% | No | No | 0.35% | 0.01% |
| M shares | 0.40% | No | No | 0.25% | 0.01% |
| X shares | 0.00% | No | No | 0.35% | 0.01% |

(1) In addition, the Sub-fund may be subject to foreign UCI's tax, and/or other regulators levy, in the country where the sub-fund is registered for distribution

8. SUBSCRIPTION AND REDEMPTION PROCESS

Initial subscriptions

- 8.1 The Initial Subscription Date of each of the Class is the Class Launch Date. Subscription requests for the Initial Subscription Date must be sent in writing to the Administrative Agent and be received by the Administrative Agent by 12.00 pm (CET) (the **Subscription Cut-Off Time**) at the latest on the day of the Initial Subscription Date.
- 8.2 Investors for which the subscription documents have been accepted on the Initial Subscription Date will be required to deliver to the account of the Depositary cleared funds for the full amount of their subscription pursuant to their subscription documents on the Initial Subscription Date. If the Depositary does not receive the funds in time the purchase order may be cancelled and the funds returned to the Investor without interest.
- 8.3 The investor will be liable for the costs of late or non-payment in which case the Management Company will have the power to redeem all or part of the Investor's holding of Shares in the Sub-fund (if any) in order to meet such costs. In circumstances where the Management Company at its absolute discretion regards it not practical or feasible to recoup a loss from an applicant for Shares, any losses incurred by the Sub-fund due to late or non-payment of the subscription proceeds in respect of subscription applications received will be borne by the Sub-fund.

Ongoing subscriptions – Subscription Cut-off Time

- 8.4 After the Initial Subscription Date of a Class, subscriptions can be made on any Valuation Day. Subscription requests in respect of a Valuation Day can be made to the Administrative Agent before 12.00 pm (CET) at the latest on the relevant Valuation Day (the **Subscription Cut-off Time**).

Redemptions – Redemption Cut-off Time

- 8.5 Redemptions can be made on any Valuation Day. Redemption requests for Shares in part or in whole in respect of a Valuation Day can be made to the Administrative Agent before 12.00 pm (CET) at the latest on the relevant Valuation Day (the **Redemption Cut-off Time**).
- 8.6 Payment of the redemption proceeds will be made generally 3 Business Days following the relevant Valuation Day.

9. REFERENCE CURRENCY AND HEDGING

The Reference Currency of the Sub-fund is the EUR.

10. PROFILE OF THE TYPICAL INVESTOR

Each Investor in the Sub-fund shall understand and evaluate the Strategy, characteristics and risks of the Sub-fund in order to make an informed investment decision.

11. SPECIFIC RISK FACTORS

11.1 Investors should refer to the risk factors set out in Section 19 of the General Section and are in particular invited to consider the following risk factors further described in Section 19 of the General Section:

- (a) Equities;
- (b) Market volatility;
- (c) Conflicts of interest;
- (d) Use of financial derivative instruments.

11.2 In addition, Investors should carefully review the following risks disclaimer that are specific to the Sub-fund:

Risks related to the model used by the Strategy Index

11.3 The model used to determine the allocation of the Strategy Index is based on fundamental criteria designed to identify the stocks benefiting from a sustainable business model, favourable outlook and attractive valuation in the investment universe. There is a risk that the model may not be efficient as there is no guarantee that the indicators defined may be relevant in the future. They are defined partly on the basis of historical data and there is nothing to guarantee that previous market situations will repeat themselves in the future.

SPECIAL SECTION 29 – THEAM QUANT – EQUITY EUROZONE INCOME DEFENSIVE

This Special Section must be read in conjunction with the General Section of the Prospectus. This Special Section refers only to the THEAM Quant - Equity Eurozone Income Defensive (the **Sub-fund**).

1. INVESTMENT OBJECTIVE AND INVESTMENT POLICY

- 1.1 The objective of the Sub-fund is to provide income and capital growth (i) by being exposed to a basket of high-dividend equities from the European Economic and Monetary Union of the European Union (the **Eurozone**) and (ii) by implementing a systematic options strategy which aims at generating additional income and reducing risk by minimizing volatility in the Sub-fund.
- 1.2 The Sub-fund does not invest more than 10% of its net assets in units or shares of UCITS or other UCIs.

2. STRATEGY

- 2.1 In order to achieve its investment objective, the Sub-fund implements a quantitative investment strategy (the **Strategy**) that combines two performance pillars:
 - (a) a long exposure to a basket of high-dividend Eurozone equities through the BNP Paribas High Dividend Yield Eurozone Equity Net TR EUR Index (the **Strategy Index**). The Strategy Index aims at selecting equities following a process based on the analysis of their ability to pay high, recurring and sustainable dividends; and
 - (b) a complementary systematic options strategy on the Euro Stoxx 50 index intended to improve the risk/return ratio compared to a direct investment in the Strategy Index by taking short positions on call options on the Euro Stoxx 50 index. The goal is to generate additional income while limiting the Sub-fund's volatility and long positions on put options on the Euro Stoxx 50 index in order to reduce the Sub-fund's volatility.
- 2.2 The objective of the model used to build the Strategy Index is to select stocks which pay high dividends and have the capacity to maintain these dividend levels over the long term among the investment universe. The investment universe is composed of leading Eurozone large cap equities, excluding financial stocks, deemed to offer adequate liquidity. The model therefore selects stocks on the basis of fundamental criteria designed to assess the stock's dividend growth potential, dividend stability and creditworthiness.
- 2.3 The BNP Paribas High Dividend Yield Eurozone Equity Net TR EUR Index (Bloomberg code: BNPIHDEZ Index) is an index denominated in EUR, calculated with net dividends reinvested. The Strategy Index is based on a quantitative algorithm developed by BNP Paribas and is rebalanced every month using a specific algorithm. The Sub-fund does not make use of the increased diversification limits provided for in article 44 of the 2010 Act and further described under Section 3.15 of the General Section. The rebalancing of the Strategy Index does not involve any cost for the Strategy Index. For further information on the Strategy Index, investors are invited to consult the following website: <https://indices-globalmarkets.bnpparibas.com>. The complete breakdown of this index and performance information are available on the same page. The index calculation method is available directly at: <https://indices-globalmarkets.bnpparibas.com/nr/HDENTR.pdf>. Investors may obtain a paper version of the Strategy Index rulebook within one week on written request to THEAM TSA 47000 – 75 318 Paris Cedex 09. E-mail: THEAM.sales.support@bnpparibas.com.
- 2.4 In addition to this exposure to the Strategy Index, the Sub-fund is also exposed to a complementary options strategy which includes two steps.

- (a) The first step consists in systematically implementing a buy-write type of options strategy, with the aim of supplementing exposure to the Strategy Index by taking short positions on short-term call options on the Euro Stoxx 50 price index. This options strategy enables the Sub-fund to generate additional income while limiting its overall volatility and will be particularly appropriate in stable or fairly directionless markets.
- (b) The second step consists in supplementing exposure to the Strategy Index by systematically taking long positions on put options on the Euro Stoxx 50 price index. This options strategy, which is particularly appropriate in very bearish markets, enables the Sub-fund to limit the effects of falling European equity markets and thereby limit its volatility.

2.5 The Strategy is implemented according to a Synthetic Replication Policy, through the conclusion of OTC Derivatives.

2.6 The Synthetic Replication Policy implies that the Sub-fund either (i) invests its assets in Transferable Securities or Money Market Instruments (the **Financing Assets**) and exchanges the performance of up to 100% of the Financing Assets through OTC Derivatives to gain exposure to the Strategy or (ii) concludes an OTC Derivative with an initial exchange of the net proceeds of the issue of Shares in order to gain exposure to the Strategy. The Underlying Assets consist of the Strategy Index and options on the Euro Stoxx 50 price index.

2.7 In exceptional circumstances, depending on the economic environment, the Sub-fund may implement the Strategy directly by investing in the equities making up the Strategy Index and in options and derivatives linked to equity markets.

2.8 The Sub-fund invests at all times at least 75% of its net assets in equities issued by companies that have their registered office in a Member State of the European Economic Area, other than non-cooperative countries in the fight against fraud and tax evasion. The remainder, namely 25% of its net assets maximum, may be invested in any other Transferable Securities, in derivatives, Money Market Instruments and/or cash, and also, within a limit of 15% of its net assets, in debt securities of any kind, and within a limit of 10% of its net assets, in UCITS and/or UCIs.

2.9 The Sub-fund may use EPM Techniques.

3. **GLOBAL EXPOSURE**

The Sub-fund uses the commitment approach to monitor its global exposure.

4. **BUSINESS DAY - VALUATION DAY**

For the purpose of this Special Section, a **Valuation Day** means a Business Day on which the Paris, Frankfurt, Amsterdam, Madrid and Milan stock exchanges are open during the whole day (excluding Saturdays and Sundays and Luxembourg and French public holidays).

5. **LAUNCH DATE**

The Sub-fund is not yet launched at the date of this prospectus. It will be launched upon decision of the Board.

6. CLASSES

The following Classes⁽¹⁾, once activated, will be available for subscription by investors:

| Class | Distribution policy | ISIN code | Reference Currency | Dividend | Target subscribers | Minimum Holding Amount ⁽²⁾ | Initial Net Asset Value |
|---------------------|---------------------|--------------|--------------------|----------|-------------------------|--|---|
| N | ACC | LU1480592929 | EUR | No | All | None | EUR 100 |
| N | DIS | LU1480593067 | EUR | Yes | All | None | EUR 100 |
| C | ACC | LU1480593141 | EUR | No | All | None | EUR 100 |
| C | DIS | LU1480593224 | EUR | Yes | All | None | EUR 100 |
| C SD ⁽⁴⁾ | DIS | LU1480593497 | EUR | Yes | All | None | EUR 100 |
| C USD | ACC | LU1480593570 | USD | No | All | None | USD 100 |
| C USD | DIS | LU1480593653 | USD | Yes | All | None | USD 100 |
| C USD H | ACC | LU1480593737 | USD | No | All | None | USD 100 |
| C USD H | DIS | LU1480593810 | USD | Yes | All | None | USD 100 |
| C CHF H | ACC | LU1480593901 | CHF | No | All | None | CHF 100 |
| Privilege | ACC | LU1480594032 | EUR | No | All | 1,000,000 EUR/ Portfolio Managers: none | EUR 100 |
| Privilege | DIS | LU1480594115 | EUR | Yes | All | 1,000,000 EUR/ Portfolio Managers: none | EUR 100 |
| R GBP H | ACC | LU1480594206 | GBP | No | All ⁽³⁾ | None | GBP 100 |
| R GBP H | DIS | LU1480594388 | GBP | Yes | All ⁽³⁾ | None | GBP 100 |
| I | ACC | LU1480594461 | EUR | No | Institutional Investors | 100,000 EUR/ UCI: None | Net asset value of the I units of THEAM Quant Equity Eurozone Income Defensive at the merger date |
| I | DIS | LU1480594545 | EUR | Yes | Institutional Investors | 100,000 EUR/ UCI: None | EUR 100 |
| I USD | ACC | LU1480594628 | USD | No | Institutional Investors | 100,000 EUR/ UCI: None | USD 100 |
| I USD | DIS | LU1480594891 | USD | Yes | Institutional Investors | 100,000 EUR/ UCI: None | USD 100 |
| I USD H | ACC | LU1480594974 | USD | No | Institutional Investors | 100,000 EUR/ UCI: None | USD 100 |
| I USD H | DIS | LU1480595195 | USD | Yes | Institutional Investors | 100,000 EUR/ UCI: None | USD 100 |
| I CHF | ACC | LU1480595278 | CHF | No | Institutional Investors | 100,000 EUR/ UCI: None | CHF 100 |
| I CHF H | ACC | LU1480595351 | CHF | No | Institutional Investors | 100,000 EUR/ UCI: None | CHF 100 |
| I CHF | DIS | LU1480595435 | CHF | Yes | Institutional Investors | 100,000 EUR/ UCI: None | CHF 100 |
| I GBP H | ACC | LU1480595518 | GBP | No | Institutional Investors | 100,000 EUR/ UCI: None | GBP 100 |
| I GBP H | DIS | LU1480595609 | GBP | Yes | Institutional Investors | 100,000 EUR/ UCI: None | GBP 100 |
| J | ACC | LU1480595781 | EUR | No | Institutional Investors | EUR 10 million ⁽⁵⁾ | Net asset value of the J units of THEAM Quant Equity Eurozone Income Defensive at the merger date |
| J | DIS | LU1480595864 | EUR | Yes | Institutional Investors | EUR 10 million ⁽⁵⁾ UCI: None | Net asset value of the J-DIS units of THEAM Quant |

| Class | Distribution policy | ISIN code | Reference Currency | Dividend | Target subscribers | Minimum Holding Amount ⁽²⁾ | Initial Net Asset Value |
|---------|---------------------|--------------|--------------------|----------|-------------------------|--|---|
| | | | | | | | Equity Eurozone Income Defensive at the merger date |
| J GBP H | ACC | LU1542715971 | GBP | No | Institutional Investors | EUR 10 million or equivalent ⁽⁵⁾ UCI: None | GBP 100 |
| J GBP H | DIS | LU1542716193 | GBP | Yes | Institutional Investors | EUR 10 million or equivalent ⁽⁵⁾ UCI: None | GBP 100 |
| X | ACC | LU1480595948 | EUR | No | Authorised Investors | EUR 5 million | EUR 100 |

(1) Each one of the above Classes may only be activated with prior approval of the Board or of the Management Company.

(2) The applicable Minimum Holding Amount may be waived or varied on a case-by-case basis, by the Company or the Management Company.

(3) Only in the countries where the Management Company has decided to market and/or register (if relevant) the Class.

(4) The acronym "SD" stands for the French term "super distribuable". SD Classes may distribute dividends on a more frequent basis than other distribution classes.

(5) Regarding J shares, minimum subscription conditions are assessed on the basis of the total investment, irrespective of currency.

* See Section 8.2 above.

7. FEES AND COSTS

7.1 Subscription Fee, Conversion Fee and Redemption Fee

| Class | Subscription Fee (maximum) | Conversion Fee (maximum) ⁽¹⁾ | Redemption Fee (maximum) |
|------------------|----------------------------|---|--------------------------|
| N | 0.00% | 1.50% | None |
| C shares | 3.00% | 1.50% | None |
| Privilege shares | 3.00% | 1.50% | None |
| R shares | 3.00% | 1.50% | None |
| I shares | 0.00% | 1.50% | None |
| J shares | 0.00% | 1.50% | None |
| X shares | 0.00% | 1.50% | None |

(1) In the event of conversion to a sub-fund with a higher subscription fee, the difference may be payable.

7.2 Annual fees and costs payable by the Sub-fund

| Class | Management Company Fee (maximum) | Distribution Fee (maximum) | Performance Fee | Other Fees (maximum) | Taxe d'abonnement ⁽¹⁾ (subscription tax) |
|------------------|----------------------------------|----------------------------|-----------------|----------------------|---|
| N shares | 1.50% | 0.75% | No | 0.35% | 0.05% |
| C shares | 1.50% | No | No | 0.35% | 0.05% |
| Privilege shares | 0.80% | No | No | 0.35% | 0.05% |
| R shares | 0.80% | No | No | 0.35% | 0.05% |
| I shares | 0.60% | No | No | 0.35% | 0.01% |
| J shares | 0.50% | No | No | 0.35% | 0.01% |
| X shares | 0.00% | No | No | 0.35% | 0.01% |

(1) In addition, the Sub-fund may be subject to foreign UCI's tax, and/or other regulators levy, in the country where the sub-fund is registered for distribution

8. SUBSCRIPTION AND REDEMPTION PROCESS

Initial subscriptions

- 8.1 The Initial Subscription Date of each of the Class is the Class Launch Date. Subscription requests for the Initial Subscription Date must be sent in writing to the Administrative Agent and be received by

the Administrative Agent by 12.00 pm (CET) (the **Subscription Cut-Off Time**) at the latest on the day of the Initial Subscription Date.

- 8.2 Investors for which the subscription documents have been accepted on the Initial Subscription Date will be required to deliver to the account of the Depositary cleared funds for the full amount of their subscription pursuant to their subscription documents on the Initial Subscription Date. If the Depositary does not receive the funds in time the purchase order may be cancelled and the funds returned to the Investor without interest.
- 8.3 The investor will be liable for the costs of late or non-payment in which case the Management Company will have the power to redeem all or part of the Investor's holding of Shares in the Sub-fund (if any) in order to meet such costs. In circumstances where the Management Company at its absolute discretion regards it not practical or feasible to recoup a loss from an applicant for Shares, any losses incurred by the Sub-fund due to late or non-payment of the subscription proceeds in respect of subscription applications received will be borne by the Sub-fund.

Ongoing subscriptions – Subscription Cut-off Time

- 8.4 After the Initial Subscription Date of a Class, subscriptions can be made on any Valuation Day. Subscription requests in respect of a Valuation Day can be made to the Administrative Agent before 12.00 pm (CET) at the latest on the relevant Valuation Day (the **Subscription Cut-off Time**).

Redemptions – Redemption Cut-off Time

- 8.5 Redemptions can be made on any Valuation Day. Redemption requests for Shares in part or in whole in respect of a Valuation Day can be made to the Administrative Agent before 12.00 pm (CET) at the latest on the relevant Valuation Day (the **Redemption Cut-off Time**).
- 8.6 Payment of the redemption proceeds will be made generally 3 Business Days following the relevant Valuation Day.

9. REFERENCE CURRENCY AND HEDGING

The Reference Currency of the Sub-fund is the EUR.

10. PROFILE OF THE TYPICAL INVESTOR

Each Investor in the Sub-fund shall:

- (a) have the knowledge of, and the investment experience in, financial products which use derivatives and/or derivative strategies (such as the Sub-fund) and financial markets generally;
- (b) understand and evaluate the strategy, characteristics and risks of the Sub-fund in order to make an informed investment decision.

11. SPECIFIC RISK FACTORS

- 11.1 Investors should refer to the risk factors set out in Section 19 of the General Section and are in particular invited to consider the following risk factors further described in Section 19 of the General Section:

- (a) Equities;
- (b) Market volatility;

- (c) Conflicts of interest;
- (d) Use of financial derivative instruments.

11.2 In addition, Investors should carefully review the following risk disclaimer that is specific to the Sub-fund:

Risks related to the model used by the Strategy Index

- 11.3 The model used to determine the allocation of the Strategy Index is based on fundamental criteria designed to assess the dividend growth potential, dividend stability and creditworthiness of each company in the investment universe. There is a risk that the model will not be efficient as there is no guarantee that the indicators defined will be relevant in the future. They are defined partly on the basis of historical data and there is nothing to guarantee that previous market situations will repeat themselves in the future.
- 11.4 Furthermore, the complementary strategies implemented by the Sub-fund are based on a systematic management approach using historical signals. Investors should also be aware that the options purchased and sold may have the Euro Stoxx 50 price index and not the Strategy Index as underlying. There is therefore a risk that the overall model is not efficient and is not a guarantee of future results, in particular in the event of any divergence between the Euro Stoxx 50 price index and the Strategy Index.

SPECIAL SECTION 30 – THEAM QUANT – EQUITY US PREMIUM INCOME

This Special Section must be read in conjunction with the General Section of the Prospectus. This Special Section refers only to the THEAM Quant - Equity US Premium Income (the **Sub-fund**).

1. INVESTMENT OBJECTIVE AND INVESTMENT POLICY

- 1.1 The objective of the Sub-fund is to provide income and capital growth by implementing a systematic option strategy on a selection of US equities which aims at generating income in bullish and moderately bearish markets. The Sub-fund targets an income of 5% per year, the achievement of this target is not guaranteed.
- 1.2 The Sub-fund will not invest more than 10% of its net assets in units or shares of UCITS or other UCIs.

2. STRATEGY

- 2.1 In order to achieve its investment objective, the Sub-fund implements a quantitative investment strategy (the **Strategy**) which consists in selling short-term put options on a selection of US equities through the BNP Paribas Stock Put Write US Index (the **Strategy Index**).
- 2.2 The model used to build the **Strategy Index** aims at:
 - (a) Selecting equities on a monthly basis following a process based on fundamental and market criteria. The objective is to examine the investment universe in order to identify the stocks benefiting from a sustainable business model, favourable price momentum, a high average market capitalization, low correlation to US equities, attractive valuation of option premium and favourable trading conditions on the options' market. The investment universe of the Strategy Index is composed of US largest stock market capitalisations offering satisfactory liquidity conditions.
 - (b) Dynamically selling, in equal proportions, short-term out-of-the money put options on each of the equities selected through the process afore-mentioned (**Put-Write Strategy**). Put-Write Strategies aim at generating income while limiting its overall volatility and will be particularly appropriate in bullish and moderately bearish markets.
- 2.3 The BNP Paribas Stock Put Write US Index (Bloomberg code: BNPISPUS Index) is an index denominated in USD. The Strategy Index is a diversified index based on a quantitative algorithm developed by BNP Paribas. For further information on the Strategy Index, investors are invited to consult the following website: <https://indices-globalmarkets.bnpparibas.com>. The complete breakdown of this index and the performance information are available on the same page. The index calculation method is available directly at: <https://indices-globalmarkets.bnpparibas.com/nr/SPUSTR.pdf>. Investors may obtain a paper version of the Strategy Index rulebook within one week on written request to THEAM TSA 47000 – 75 318 Paris Cedex 09. E-mail: THEAM.sales.support@bnpparibas.com.
- 2.4 The performance of the Strategy Index (and indirectly that of the Sub-fund) is reduced by:
 - (a) Replication costs linked to the dynamic selling of short-term put options. These costs are applied when put options are sold and are dependent on volatility market conditions. An annual estimation of these costs - applied to the portfolio (i.e., approximately 100% of the NAV of the Sub-fund) - ranges from roughly 0.50% to 1.50%; and

- (b) Execution costs resulting from the management of the put-write strategies portfolio at each rebalancing day. The execution costs are estimated at roughly 0.15%, applied to the portfolio (i.e., approximately 100% of the NAV of the Sub-fund).

2.5 The Strategy is implemented according to a Synthetic Replication Policy, through the conclusion of OTC Derivatives.

2.6 The Synthetic Replication Policy implies that the Sub-fund either (i) invests its assets in Transferable Securities or Money Market Instruments (the **Financing Assets**) and exchanges the performance of up to 100% of the Financing Assets through OTC Derivatives to gain exposure to the Strategy or (ii) concludes an OTC Derivative with an initial exchange of the net proceeds of the issue of Shares in order to gain exposure to the Strategy. The Underlying Assets consist of the Strategy Index.

2.7 The Sub-fund invests at all times at least 75% of its net assets in equities and/or securities treated as equivalent to equities issued by companies of any country, other than non-cooperative countries in the fight against fraud and tax evasion. The remainder, namely 25% of its assets maximum, may be invested in any other Transferable Securities, in derivatives, Money Market Instruments and/or cash, and also, within a limit of 15% of its net assets, in debt securities of any kind, and within a limit of 10% of its net assets, in UCITS and/or UCIs.

2.8 The Sub-fund may use EPM Techniques.

3. GLOBAL EXPOSURE

The Sub-fund uses the commitment approach to monitor its global exposure.

4. BUSINESS DAY - VALUATION DAY

For the purpose of this Special Section, a **Valuation Day** means a Business Day on which the New York stock exchange is open during the whole day (excluding Saturdays and Sundays and Luxembourg and French public holidays).

5. LAUNCH DATE

The Sub-fund is not launched at the date of this prospectus. It will be launched upon the decision of the Board.

6. CLASSES

The following Classes⁽¹⁾, once activated, will be available for subscription by investors:

| Class | Distribution policy | ISIN code | Reference Currency | Dividend | Target subscribers | Minimum Holding Amount ⁽²⁾ | Initial Net Asset Value |
|-----------|---------------------|--------------|--------------------|----------|--------------------|--|-------------------------|
| N | ACC | LU1480596086 | USD | No | All | None | USD 100 |
| N | DIS | LU1480596169 | USD | Yes | All | None | USD 100 |
| C | ACC | LU1480596326 | USD | Non | All | None | USD 100 |
| C | DIS | LU1480596672 | USD | Yes | All | None | USD 100 |
| C EUR | ACC | LU1480596755 | EUR | No | All | None | EUR 100 |
| C EUR H | ACC | LU1480596839 | EUR | No | All | None | EUR 100 |
| C EUR | DIS | LU1480596912 | EUR | Yes | All | None | EUR 100 |
| Privilege | ACC | LU1480597050 | USD | No | All | 1,000,000 USD/ Portfolio Managers: None | USD 100 |
| Privilege | DIS | LU1480597134 | USD | Yes | All | 1,000,000 USD/ | USD 100 |

| Class | Distribution policy | ISIN code | Reference Currency | Dividend | Target subscribers | Minimum Holding Amount ⁽²⁾ | Initial Net Asset Value |
|---------|---------------------|--------------|--------------------|----------|-------------------------|---|-------------------------|
| | | | | | | Portfolio Managers: None | |
| R GBP | ACC | LU1480597217 | GBP | No | All ⁽³⁾ | None | GBP 100 |
| R GBP | DIS | LU1480597308 | GBP | Yes | All ⁽³⁾ | None | GBP 100 |
| I | ACC | LU1480597480 | USD | No | Institutional Investors | 100,000 USD / UCI: None | USD 100 |
| I | DIS | LU1480597563 | USD | Yes | Institutional Investors | 100,000 USD UCI: None | USD 100 |
| I EUR | ACC | LU1480597647 | EUR | No | Institutional Investors | 100,000 USD or equivalent/ UCI: None | EUR 100 |
| I EUR H | ACC | LU1480597720 | EUR | No | Institutional Investors | 100,000 USD or equivalent/ UCI: None | EUR 100 |
| I EUR H | DIS | LU1480597993 | EUR | Yes | Institutional Investors | 100,000 USD or equivalent/ UCI: None | EUR 100 |
| I CHF | ACC | LU1480598025 | CHF | No | Institutional Investors | 100,000 USD or equivalent/ UCI: None | CHF 100 |
| I CHF H | DIS | LU1480598298 | CHF | Yes | Institutional Investors | 100,000 USD or equivalent/ UCI: None | CHF 100 |
| I GBP | ACC | LU1480598454 | GBP | No | Institutional Investors | 100,000 USD or equivalent/ UCI: None | GBP 100 |
| I GBP | DIS | LU1480598538 | GBP | Yes | Institutional Investors | 100,000 USD or equivalent/ UCI: None | GBP 100 |
| J EUR | ACC | LU1480598611 | EUR | No | Institutional Investors | USD 10 million or equivalent ⁽⁴⁾ UCI: None | EUR 100 |
| J GBP H | ACC | LU1542716276 | GBP | No | Institutional Investors | USD 10 million or equivalent ⁽⁴⁾ UCI: None | GBP 100 |
| J GBP H | DIS | LU1542716359 | GBP | Yes | Institutional Investors | USD 10 million or equivalent ⁽⁴⁾ UCI: None | GBP 100 |
| M | ACC | LU1480598702 | USD | No | Institutional Investors | USD 50 million ⁽⁴⁾ | USD 100 |
| X | ACC | LU1480598884 | USD | No | Authorised Investors | USD 5 million | USD 100 |

(1) Each one of the above Classes may only be activated with prior approval of the Board or of the Management Company.

(2) The applicable Minimum Holding Amount may be waived or varied on a case-by-case basis, by the Company or the Management Company.

(3) Only in the countries where the Management Company has decided to market and/or register (if relevant) the Class.

(4) Regarding J shares and M shares, minimum subscription conditions are assessed on the basis of the total investment, irrespective of currency.

7. FEES AND COSTS

7.1 Subscription Fee, Conversion Fee and Redemption Fee

| Class | Subscription Fee (maximum) | Conversion Fee (maximum) ⁽¹⁾ | Redemption Fee (maximum) |
|------------------|----------------------------|---|--------------------------|
| N | 0.00% | 1.50% | None |
| C shares | 3.00% | 1.50% | None |
| Privilege shares | 3.00% | 1.50% | None |
| R shares | 3.00% | 1.50% | None |

| | | | |
|----------|-------|-------|------|
| I shares | 0.00% | 1.50% | None |
| J shares | 0.00% | 1.50% | None |
| M shares | 0.00% | 1.50% | None |
| X shares | 0.00% | 1.50% | None |

(1) In the event of conversion to a sub-fund with a higher subscription fee, the difference may be payable.

7.2 Annual fees and costs payable by the Sub-fund

| Class | Management Company Fee (maximum) | Distribution Fee (maximum) | Performance Fee | Other Fees (maximum) | Taxe d'abonnement ⁽¹⁾ (subscription tax) |
|------------------|----------------------------------|----------------------------|-----------------|----------------------|---|
| N shares | 1.50% | 0.75% | No | 0.35% | 0.05% |
| C shares | 1.50% | No | No | 0.35% | 0.05% |
| Privilege shares | 0.80% | No | No | 0.35% | 0.05% |
| R shares | 0.80% | No | No | 0.35% | 0.05% |
| I shares | 0.60% | No | No | 0.35% | 0.01% |
| J shares | 0.50% | No | No | 0.35% | 0.01% |
| M shares | 0.40% | No | No | 0.25% | 0.01% |
| X shares | 0.00% | No | No | 0.35% | 0.01% |

(1) In addition, the Sub-fund may be subject to foreign UCI's tax, and/or other regulators levy, in the country where the sub-fund is registered for distribution

8. SUBSCRIPTION AND REDEMPTION PROCESS

Initial subscriptions

- 8.1 The Initial Subscription Date of each of the Class is the Class Launch Date. Subscription requests for the Initial Subscription Date must be sent in writing to the Administrative Agent and be received by the Administrative Agent by 12.00 pm (CET) (the **Subscription Cut-Off Time**) at the latest on the day of the Initial Subscription Date.
- 8.2 Investors for which the subscription documents have been accepted on the Initial Subscription Date will be required to deliver to the account of the Depositary cleared funds for the full amount of their subscription pursuant to their subscription documents on the Initial Subscription Date. If the Depositary does not receive the funds in time the purchase order may be cancelled and the funds returned to the Investor without interest.
- 8.3 The investor will be liable for the costs of late or non-payment in which case the Management Company will have the power to redeem all or part of the Investor's holding of Shares in the Sub-fund (if any) in order to meet such costs. In circumstances where the Management Company at its absolute discretion regards it not practical or feasible to recoup a loss from an applicant for Shares, any losses incurred by the Sub-fund due to late or non-payment of the subscription proceeds in respect of subscription applications received will be borne by the Sub-fund.

Ongoing subscriptions – Subscription Cut-off Time

- 8.4 After the Initial Subscription Date of a Class, subscriptions can be made on any Valuation Day. Subscription requests in respect of a Valuation Day can be made to the Administrative Agent before 12.00 pm (CET) at the latest on the relevant Valuation Day (the **Subscription Cut-off Time**).

Redemptions – Redemption Cut-off Time

- 8.5 Redemptions can be made on any Valuation Day. Redemption requests for Shares in part or in whole in respect of a Valuation Day can be made to the Administrative Agent before 12.00 pm (CET) at the latest on the relevant Valuation Day (the **Redemption Cut-off Time**).

- 8.6 Payment of the redemption proceeds will be made generally 3 Business Days following the relevant Valuation Day.

9. **REFERENCE CURRENCY AND HEDGING**

The Reference Currency of the Sub-fund is the USD.

10. **PROFILE OF THE TYPICAL INVESTOR**

Each Investor in the Sub-fund shall:

- (a) have the knowledge of, and the investment experience in, financial products which use derivatives and/or derivative strategies (such as the Sub-fund) and financial markets generally;
- (b) understand and evaluate the strategy, characteristics and risks of the Sub-fund in order to make an informed investment decision.

11. **SPECIFIC RISK FACTORS**

- 11.1 Investors should refer to the risk factors set out in Section 19 of the General Section and are in particular invited to consider the following risk factors further described in Section 19 of the General Section:

- (a) Equities;
- (b) Market volatility;
- (c) Conflicts of interest;
- (d) Use of financial derivative instruments.

- 11.2 In addition, Investors should carefully review the following risk disclaimer that is specific to the Sub-fund:

Risks related to the model used by the Strategy Index

- 11.3 The model used to determine the allocation of the Strategy Index is based on fundamental and market based criteria designed identify the stocks benefiting from a sustainable business model, favourable outlook, attractive valuation, a high average market capitalization and an active trading on the options' market in the investment universe. There is a risk that the model may not be efficient as there is no guarantee that the indicators defined may be relevant in the future. They are defined partly on the basis of historical data and there is nothing to guarantee that previous market situations will repeat themselves in the future.

SPECIAL SECTION 31 – THEAM QUANT – EQUITY US DEFI

This Special Section must be read in conjunction with the General Section of the Prospectus. This Special Section refers only to the THEAM Quant - Equity US DEFI (the **Sub-fund**).

1. INVESTMENT OBJECTIVE AND INVESTMENT POLICY

- 1.1 The objective of the Sub-fund is to increase the value of its assets over the medium term by being exposed to a dynamic basket of equities listed on US markets or operating on these markets, the components of which are chosen using a systematic selection method based on a fundamental analysis of companies.
- 1.2 The Sub-fund will not invest more than 10% of its net assets in units or shares of UCITS or other UCIs.

2. STRATEGY

- 2.1 In order to achieve its investment objective, the Sub-fund implements a quantitative investment strategy (the **Strategy**) that takes long positions on a diversified basket composed of US markets equities and long or short positions on futures through the BNP Paribas DEFI Equity US Long Net TR Index (the **Strategy Index**). The investment universe of the Strategy Index is composed of US markets largest stock market capitalisations offering satisfactory liquidity conditions.
- 2.2 The objective of the model used to build the Strategy Index is based on a “Diversified Equity Factor Investing” (**DEFI**) approach. The objective of such approach is to build a portfolio in order to generate excess return over traditional market capitalisation pondered benchmark indices (i) by being exposed to diversified performance factors (ii) and by implementing an allocation mechanism which aims at controlling the relative risk between these performance factors versus their respective benchmark indices.
- 2.3 The Strategy is based on a systematic investment process that aims (i) to select equities through a combination of four performance factors: value, quality, momentum and low volatility; and (ii) to benefit from such factors diversification of the investment and (iii) to maintain a beta near to 1 and an ex-ante tracking error below 3.5% with regards to the S&P 500 Net Total Return Index (Bloomberg code: SPTR500N index) through an additional exposure to futures contracts.
- 2.4 The BNP Paribas DEFI Equity US Long Net TR Index (Bloomberg code: BNPIDFUT index) is an index denominated in USD, calculated with net dividends reinvested. The Strategy Index is a diversified index representing a dynamic investment in a basket of US markets equities and providing futures exposure. The Strategy Index is based on a systematic model developed by BNP Paribas and is rebalanced every month using a specific algorithm. For further information on the Strategy Index, investors are invited to consult the following website: <https://indices-globalmarkets.bnpparibas.com>. The complete breakdown of this index and performance information are available on the same page. The index calculation method is available directly at: <https://indices-globalmarkets.bnpparibas.com/nr/DFUTTR.pdf>. Investors may obtain a paper version of the Strategy Index rulebook within one week on written request to THEAM TSA 47000 – 75 318 Paris Cedex 09. E-mail: THEAM.sales.support@bnpparibas.com.
- 2.5 The Strategy Index may use leverage through an additional long or short exposure to futures in order to maintain a beta near to 1 with regards to the S&P 500 Net Total Return Index. Leverage is located at the level of the Strategy Index. It should be noted that there are costs relating to replication and rebalancing of the Strategy Index that are disclosed in the Strategy Index rulebook. Those costs are

only linked to the futures exposition and turnover and may be up to 0.10% per year of the Sub-fund's Net Asset Value according to historical back tests.

- 2.6 The Sub-fund does not make use of the increased diversification limits provided for in article 44 of the 2010 Act and further described under Section 3.15 of the General Section.
- 2.7 The Strategy is implemented either according to a Synthetic Replication Policy, through the conclusion of OTC Derivatives or in cash by investing directly in the basket of equities that make up the index.
- 2.8 If the Strategy is implemented according to the Synthetic Replication Policy, the Sub-fund will invest its assets in Transferable Securities or Money Market Instruments (the **Financing Assets**) and exchange the performance of up to 100% of the Financing Assets through OTC Derivatives to gain exposure to the Strategy Index. The Underlying Assets will mainly consist of the Strategy Index.
- 2.9 The Sub-fund invests at all times at least 75% of its net assets in equities and/or securities treated as equivalent to equities issued by companies of any country. The remainder, namely 25% of its assets maximum, may be invested in any other Transferable Securities, in derivatives, Money Market Instruments and/or cash, and also, within a limit of 15% of its net assets, in debt securities of any kind, and within a limit of 10% of its net assets, in UCITS and/or UCIs.
- 2.10 The Sub-fund may use EPM Techniques.

3. GLOBAL EXPOSURE

The Sub-fund uses the commitment approach to monitor its global exposure.

4. BUSINESS DAY - VALUATION DAY

For the purpose of this Special Section, a **Valuation Day** means a Business Day on which the New York stock exchange is open during the whole day (excluding Saturdays and Sundays and Luxembourg and French public holidays).

5. LAUNCH DATE

15 December 2016.

6. CLASSES

The following Classes⁽³⁾, once activated, will be available for subscription by investors:

| Class | Distribution policy | ISIN code | Reference Currency | Dividend | Target subscribers | Minimum Holding Amount ⁽¹⁾ | Initial Net Asset Value |
|---------------------|---------------------|--------------|--------------------|----------|--------------------|---------------------------------------|-------------------------|
| N EUR H | ACC | LU1542719452 | EUR | No | All | None | EUR 100 |
| C | ACC | LU1542719536 | USD | No | All | None | USD 100 |
| C | DIS | LU1542719619 | USD | Yes | All | None | USD 100 |
| C SD ⁽⁵⁾ | DIS | LU1542719700 | USD | Yes | All | None | USD 100 |
| C EUR H | DIS | LU1542719882 | EUR | Yes | All | None | EUR 100 |
| C EUR H | ACC | LU1542719965 | EUR | No | All | None | EUR 100 |
| C CHF H | ACC | LU1542720039 | CHF | No | All | None | CHF 100 |
| R GBP H | ACC | LU1542720112 | GBP | No | All ⁽⁴⁾ | None | GBP 100 |
| R GBP H | DIS | LU1542720203 | GBP | Yes | All ⁽⁴⁾ | None | GBP 100 |
| Privilege | ACC | LU1542720385 | USD | No | All | USD 1,000,000,- | USD 100 |

| Class | Distribution policy | ISIN code | Reference Currency | Dividend | Target subscribers | Minimum Holding Amount ⁽¹⁾ | Initial Net Asset Value |
|-----------|---------------------|--------------|--------------------|----------|-------------------------|---|-------------------------|
| | | | | | | Portfolio Managers: none | |
| Privilege | DIS | LU1542720468 | USD | Yes | All | USD 1,000,000,- Portfolio Managers: none | USD 100 |
| I | ACC | LU1480598967 | USD | No | Institutional Investors | USD 100 000 UCI: none | USD 100 |
| I | DIS | LU1480599007 | USD | Yes | Institutional Investors | USD 100 000 UCI: none | USD 100 |
| I EUR | ACC | LU1480599189 | EUR | No | Institutional Investors | USD 100 000 or equivalent UCI: none | EUR 100 |
| I EUR H | ACC | LU1480599262 | EUR | No | Institutional Investors | USD 100 000 or equivalent UCI: none | EUR 100 |
| I CHF H | ACC | LU1480599346 | CHF | No | Institutional Investors | USD 100 000 or equivalent UCI: none | CHF 100 |

| | | | | | | | |
|---------|-----|--------------|-----|-----|-------------------------|--|---------|
| I GBP | ACC | LU1480599429 | GBP | No | Institutional Investors | USD 100 000 or equivalent UCI: none | GBP 100 |
| I GBP | DIS | LU1480599692 | GBP | Yes | Institutional Investors | USD 100 000 or equivalent UCI: none | GBP 100 |
| I SEK | ACC | LU1480599775 | SEK | No | Institutional Investors | USD 100 000 or equivalent UCI: none | SEK 100 |
| I NOK | ACC | LU1480599858 | NOK | No | Institutional Investors | USD 100 000 or equivalent UCI: none | NOK 100 |
| J | ACC | LU1480599932 | USD | No | Institutional Investors | USD 10 million ⁽²⁾ UCI: None | USD 100 |
| J GBP H | ACC | LU1542719379 | GBP | No | Institutional Investors | USD 10 million or equivalent ⁽²⁾ UCI: None | GBP 100 |
| M | ACC | LU1480600029 | USD | No | Institutional Investors | USD 50 million ⁽²⁾ | USD 100 |
| X | ACC | LU1480600292 | USD | No | Authorised Investors | USD 5 million | USD 100 |

(1) The applicable Minimum Holding Amount may be waived or varied on a case-by-case basis, by the Company or the Management Company.

(2) Regarding J and M shares, minimum subscription conditions are assessed on the basis of the total investment, irrespective of currency

(3) Each one of the above Classes may only be activated with prior approval of the Board or of the Management Company.

(4) Only in the countries where the Management Company has decided to market and/or register (if relevant) the Class.

(5) The acronym "SD" stands for the French term "super distribuable". SD Classes may distribute dividends on a more frequent basis than other distribution classes.

7. FEES AND COSTS

7.1 Subscription Fee, Conversion Fee and Redemption Fee

| Class | Subscription Fee (maximum) | Conversion Fee (maximum) ⁽¹⁾ | Redemption Fee (maximum) |
|----------|----------------------------|---|--------------------------|
| N shares | 0.00% | 1.50% | None |
| C shares | 3.00% | 1.50% | None |

| | | | |
|------------------|-------|-------|------|
| Privilege Shares | 3.00% | 1.50% | None |
| R shares | 3.00% | 1.50% | None |
| I shares | 0.00% | 1.50% | None |
| J shares | 0.00% | 1.50% | None |
| M shares | 0.00% | 1.50% | None |
| X shares | 0.00% | 1.50% | None |

(1) In the event of conversion to a sub-fund with a higher subscription fee, the difference may be payable.

7.2 Annual fees and costs payable by the Sub-fund

| Class | Management Company Fee (maximum) | Distribution Fee (maximum) | Performance Fee | Other Fees (maximum) | Taxe d'abonnement ⁽¹⁾ (subscription tax) |
|------------------|----------------------------------|----------------------------|--------------------|----------------------|---|
| N shares | 1.50% | 0.75% | No | 0.35% | 0.05% |
| C shares | 1.50% | No | No | 0.35% | 0.05% |
| Privilege shares | 0.85% | No | No | 0.35% | 0.05% |
| R shares | 0.85% | No | No | 0.35% | 0.05% |
| I shares | 0.65% | No | No | 0.25% | 0.01% |
| J shares | 0.40% | No | Yes ⁽²⁾ | 0.35% | 0.01% |
| M shares | 0.40% | No | No | 0.25% | 0.01% |
| X shares | 0.00% | No | No | 0.35% | 0.01% |

(1) In addition, the Sub-fund may be subject to foreign UCI's tax, and/or other regulators levy, in the country where the sub-fund is registered for distribution.

(2) 10% with S&P 500 Net Total Return Index (Bloomberg code: SPTR500N index) as Hurdle Rate. The S&P 500 is an index composed of the 500 biggest American companies and is published in USD by Standard & Poor's. The selected stocks represent the largest market caps accounting for approximately 75% of US company shares. This index integrates dividends distributed by its stocks.

8. SUBSCRIPTION AND REDEMPTION PROCESS

Initial subscriptions

- 8.1 The Initial Subscription Date of each of the Class is the Class Launch Date. Subscription requests for the Initial Subscription Date must be sent in writing to the Administrative Agent and be received by the Administrative Agent by 12.00 pm (CET) (the **Subscription Cut-Off Time**) at the latest on the day of the Initial Subscription Date.
- 8.2 Investors for which the subscription documents have been accepted on the Initial Subscription Date will be required to deliver to the account of the Depositary cleared funds for the full amount of their subscription pursuant to their subscription documents on the Initial Subscription Date. If the Depositary does not receive the funds in time the purchase order may be cancelled and the funds returned to the Investor without interest.
- 8.3 The investor will be liable for the costs of late or non-payment in which case the Management Company will have the power to redeem all or part of the Investor's holding of Shares in the Sub-fund (if any) in order to meet such costs. In circumstances where the Management Company at its absolute discretion regards it not practical or feasible to recoup a loss from an applicant for Shares, any losses incurred by the Sub-fund due to late or non-payment of the subscription proceeds in respect of subscription applications received will be borne by the Sub-fund.

Ongoing subscriptions – Subscription Cut-off Time

- 8.4 After the Initial Subscription Date of a Class, subscriptions can be made on any Valuation Day. Subscription requests in respect of a Valuation Day can be made to the Administrative Agent before 12.00 pm (CET) at the latest on the relevant Valuation Day (the **Subscription Cut-off Time**).

Redemptions – Redemption Cut-off Time

8.5 Redemptions can be made on any Valuation Day. Redemption requests for Shares in part or in whole in respect of a Valuation Day can be made to the Administrative Agent before 12.00 pm (CET) at the latest on the relevant Valuation Day (the **Redemption Cut-off Time**).

8.6 Payment of the redemption proceeds will be made generally 3 Business Days following the relevant Valuation Day.

9. REFERENCE CURRENCY AND HEDGING

The Reference Currency of the Sub-fund is the USD.

10. PERFORMANCE FEE

10.1 The Sub-fund will pay out of its assets a Performance Fee to the Management Company equivalent to such percentage as set out for the relevant Class under Section 7.2 above of the positive difference between the performance of the Sub-fund and the Hurdle Rate in the Net Asset Value per Share multiplied by the number of Shares outstanding in respect of each year (a **Performance Period**) subject to a High Water Mark. The use of a High Water Mark ensures that investors will not be charged a Performance Fee until any previous losses are recovered.

10.2 The High Water Mark is the greater of:

- (a) the highest Net Asset Value per Share at the end of a Performance Period on which a Performance Fee has been paid; and
- (b) the initial Net Asset Value.

10.3 If the Net Asset Value is lower than the High Water Mark no provision for the Performance Fee will be made.

10.4 In the event that a Shareholder redeems Shares prior to the end of a Performance Period, any accrued but unpaid Performance Fee in respect of such Shares will be kept and paid to the Management Company at the end of the relevant Performance Period.

10.5 The Performance Fee is payable annually in arrears in respect of each Performance Period. The first Performance Period will be from the date of commencement of business of the Sub-fund until the end of the first Fiscal Year following the launch of the Sub-fund.

10.6 The subsequent Performance Period will start from the beginning of each following Fiscal Year until the end of the relevant Fiscal Year.

11. PROFILE OF THE TYPICAL INVESTOR

Investors in the Sub-fund shall understand and evaluate the Strategy, characteristics and risks of the Sub-fund in order to make an informed investment decision.

12. SPECIFIC RISK FACTORS

12.1 Investors should refer to the risk factors set out in Section 19 of the General Section and are in particular invited to consider the following risk factors further described in Section 19 of the General Section:

- (a) Equities;
- (b) Market volatility;

- (c) Conflicts of interest;
- (d) Use of financial derivative instruments (including the specific Synthetic Leverage risk).

12.2 In addition, Investors should carefully review the following risks disclaimer that are specific to the Sub-fund:

Risks related to the model used by the Strategy Index

12.3 The model used to determine the allocation of the Strategy Index is based on fundamental criteria designed to generate performance from a combination of Value, Quality, Momentum and Low Volatility stock portfolios. There is a risk that the model may not be efficient as there is no guarantee that the indicators defined may be relevant in the future. They are defined partly on the basis of historical data and there is nothing to guarantee that previous market situations will repeat themselves in the future.

SPECIAL SECTION 32 – THEAM QUANT – EQUITY EUROPE DEFI

This Special Section must be read in conjunction with the General Section of the Prospectus. This Special Section refers only to the THEAM Quant - Equity Europe DEFI (the **Sub-fund**).

1. INVESTMENT OBJECTIVE AND INVESTMENT POLICY

- 1.1 The objective of the Sub-fund is to increase the value of its assets over the medium term by being exposed to a dynamic basket of equities listed on European markets or operating on these markets, the components of which are chosen using a systematic selection method based on a fundamental analysis of companies.
- 1.2 The Sub-fund will not invest more than 10% of its net assets in units or shares of UCITS or other UCIs.

2. STRATEGY

- 2.1 In order to achieve its investment objective, the Sub-fund implements a quantitative investment strategy (the **Strategy**) that takes long positions on a diversified basket composed of European markets equities and long or short positions on futures through the BNP Paribas DEFI Equity Europe Long Net TR Index (the **Strategy Index**). The investment universe of the Strategy Index is composed of Europe's markets largest stock market capitalisations offering satisfactory liquidity conditions.
- 2.2 The objective of the model used to build the Strategy Index is based on a “Diversified Equity Factor Investing” (**DEFI**) approach. The objective of such approach is to build a portfolio in order to generate excess return over traditional market capitalisation pondered benchmark indices (i) by being exposed to diversified performance factors (ii) and by implementing an allocation mechanism which aims at controlling the relative risk between these performance factors versus their respective benchmark indices.
- 2.3 The Strategy is based on a systematic investment process that aims (i) to select equities through a combination of four performance factors: value, quality, momentum and low volatility; and (ii) to benefit from such factors diversification of the investment and (iii) to maintain a beta near to 1 and an ex-ante tracking error below 3.5% with regards to the STOXX Europe 600 Net Return EUR Index (Bloomberg code: SXXR index) through an additional exposure to futures contracts.
- 2.4 The BNP Paribas DEFI Equity Europe Long Net TR Index (Bloomberg code: BNPIDFET index) is an index denominated in EUR, calculated with net dividends reinvested. The Strategy Index is a diversified index representing a dynamic investment in a basket of European markets equities and providing futures exposure. The Strategy Index is based on a systematic model developed by BNP Paribas and is rebalanced every month using a specific algorithm. For further information on the Strategy Index, investors are invited to consult the following website: <https://indices-globalmarkets.bnpparibas.com>. The complete breakdown of this index and performance information are available on the same page. The index calculation method is available directly at: <https://indices-globalmarkets.bnpparibas.com/nr/DFETTR.pdf>. Investors may obtain a paper version of the Strategy Index rulebook within one week on written request to THEAM TSA 47000 – 75 318 Paris Cedex 09. E-mail: THEAM.sales.support@bnpparibas.com.
- 2.5 The Strategy Index may use leverage through an additional long or short exposure to futures in order to maintain a beta near to 1 with regards to the STOXX Europe 600 Net Return EUR Index. Leverage is located at the level of the Strategy Index. It should be noted that there are costs relating to replication and rebalancing of the Strategy Index that are disclosed in the Strategy Index rulebook.

Those costs are only linked to the futures exposition and turnover and may be up to 0.10% per year of the Sub-fund's Net Asset Value according to historical back tests.

- 2.6 The Sub-fund does not make use of the increased diversification limits provided for in article 44 of the 2010 Act and further described under Section 3.15 of the General Section.
- 2.7 The Strategy is implemented either according to a Synthetic Replication Policy, through the conclusion of OTC Derivatives or in cash by investing directly in the basket of equities that make up the index.
- 2.8 If the Strategy is implemented according to the Synthetic Replication Policy, the Sub-fund will invest its assets in Transferable Securities or Money Market Instruments (the **Financing Assets**) and exchange the performance of up to 100% of the Financing Assets through OTC Derivatives to gain exposure to the Strategy Index. The Underlying Assets will mainly consist of the Strategy Index.
- 2.9 The Sub-fund invests at all times at least 75% of its net assets in equities issued by companies that have their registered office in a Member State of the European Economic Area, other than non-cooperative countries in the fight against fraud and tax evasion. The remainder, namely 25% of its assets maximum, may be invested in any other Transferable Securities, in derivatives, Money Market Instruments and/or cash, and also, within a limit of 15% of its net assets, in debt securities of any kind, and within a limit of 10% of its net assets, in UCITS and/or UCIs.
- 2.10 The Sub-fund may use EPM Techniques.

3. GLOBAL EXPOSURE

The Sub-fund uses the commitment approach to monitor its global exposure.

4. BUSINESS DAY - VALUATION DAY

For the purpose of this Special Section, a **Valuation Day** means a Business Day on which stock exchanges are open during the whole day in France, United Kingdom, Germany, Sweden, Italy, Switzerland, Norway and Denmark (excluding Saturdays and Sundays and Luxembourg and French public holidays).

5. LAUNCH DATE

15 December 2016.

6. CLASSES

The following Classes⁽³⁾, once activated, will be available for subscription by investors:

| Class | Distribution policy | ISIN code | Reference Currency | Dividend | Target subscribers | Minimum Holding Amount ⁽¹⁾ | Initial Net Asset Value |
|---------------------|---------------------|--------------|--------------------|----------|--------------------|---------------------------------------|-------------------------|
| N | ACC | LU1542716516 | EUR | No | All | None | EUR 100 |
| C | ACC | LU1542716607 | EUR | No | All | None | EUR 100 |
| C | DIS | LU1542716789 | EUR | Yes | All | None | EUR 100 |
| C SD ⁽⁵⁾ | DIS | LU1542716862 | EUR | Yes | All | None | EUR 100 |
| C USD H | DIS | LU1542716946 | USD | Yes | All | None | USD 100 |
| C USD H | ACC | LU1542717084 | USD | No | All | None | USD 100 |
| C CHF H | ACC | LU1542717167 | CHF | No | All | None | CHF 100 |
| R GBP H | ACC | LU1542717241 | GBP | No | All ⁽⁴⁾ | None | GBP 100 |

| Class | Distribution policy | ISIN code | Reference Currency | Dividend | Target subscribers | Minimum Holding Amount ⁽¹⁾ | Initial Net Asset Value |
|-----------|---------------------|--------------|--------------------|----------|-------------------------|--|-------------------------|
| R GBP H | DIS | LU1542717324 | GBP | Yes | All ⁽⁴⁾ | None | GBP 100 |
| Privilege | ACC | LU1542717597 | EUR | No | All | EUR 1,000,000,- Portfolio Managers: none | EUR 100 |
| Privilege | DIS | LU1542717670 | EUR | Yes | All | EUR 1,000,000,- Portfolio Managers: none | EUR 100 |
| I | ACC | LU1480600375 | EUR | No | Institutional Investors | EUR 100 000 UCI: none | EUR 100 |
| I | DIS | LU1480600458 | EUR | Yes | Institutional Investors | EUR 100 000 UCI: none | EUR 100 |
| I USD | ACC | LU1480600532 | USD | No | Institutional Investors | EUR 100 000 or equivalent UCI: none | USD 100 |
| I USD H | ACC | LU1480600615 | USD | No | Institutional Investors | EUR 100 000 or equivalent UCI: none | USD 100 |
| I CHF H | ACC | LU1480600706 | CHF | No | Institutional Investors | EUR 100 000 or equivalent UCI: none | CHF 100 |
| I GBP | ACC | LU1480600888 | GBP | No | Institutional Investors | EUR 100 000 or equivalent UCI: none | GBP 100 |
| I GBP | DIS | LU1480600961 | GBP | Yes | Institutional Investors | EUR 100 000 or equivalent UCI: none | GBP 100 |
| I SEK | ACC | LU1480601001 | SEK | No | Institutional Investors | EUR 100 000 or equivalent UCI: none | SEK 100 |
| I NOK | ACC | LU1480601183 | NOK | No | Institutional Investors | EUR 100 000 or equivalent UCI: none | NOK 100 |
| J | ACC | LU1480601266 | EUR | No | Institutional Investors | EUR 10 million ⁽²⁾ UCI: None | EUR 100 |
| J GBP H | ACC | LU1542716433 | GBP | No | Institutional Investors | EUR 10 million or equivalent ⁽²⁾ UCI: None | GBP 100 |
| M | ACC | LU1480601340 | EUR | No | Institutional Investors | EUR 50 million ⁽²⁾ | EUR 100 |
| X | ACC | LU1480601423 | EUR | No | Authorised Investors | EUR 5 million | EUR 100 |

- (1) The applicable Minimum Holding Amount may be waived or varied on a case-by-case basis, by the Company or the Management Company.
- (2) Regarding J and M shares, minimum subscription conditions are assessed on the basis of the total investment, irrespective of currency
- (3) Each one of the above Classes may only be activated with prior approval of the Board or of the Management Company.
- (4) Only in the countries where the Management Company has decided to market and/or register (if relevant) the Class.
- (5) The acronym "SD" stands for the French term "super distribuable". SD Classes may distribute dividends on a more frequent basis than other distribution classes.

7. FEES AND COSTS

7.1 Subscription Fee, Conversion Fee and Redemption Fee

| Class | Subscription Fee (maximum) | Conversion Fee (maximum) ⁽¹⁾ | Redemption Fee (maximum) |
|----------|----------------------------|---|--------------------------|
| N shares | 0.00% | 1.50% | None |

| | | | |
|------------------|-------|-------|------|
| C shares | 3.00% | 1.50% | None |
| Privilege Shares | 3.00% | 1.50% | None |
| R shares | 3.00% | 1.50% | None |
| I shares | 0.00% | 1.50% | None |
| J shares | 0.00% | 1.50% | None |
| M shares | 0.00% | 1.50% | None |
| X shares | 0.00% | 1.50% | None |

(1) In the event of conversion to a sub-fund with a higher subscription fee, the difference may be payable.

7.2 Annual fees and costs payable by the Sub-fund

| Class | Management Company Fee (maximum) | Distribution Fee (maximum) | Performance Fee | Other Fees (maximum) | Taxe d'abonnement ⁽¹⁾ (subscription tax) |
|------------------|----------------------------------|----------------------------|--------------------|----------------------|---|
| N shares | 1.50% | 0.75% | No | 0.35% | 0.05% |
| C shares | 1.50% | No | No | 0.35% | 0.05% |
| Privilege shares | 0.85% | No | No | 0.35% | 0.05% |
| R shares | 0.85% | No | No | 0.35% | 0.05% |
| I shares | 0.65% | No | No | 0.25% | 0.01% |
| J shares | 0.40% | No | Yes ⁽²⁾ | 0.35% | 0.01% |
| M shares | 0.40% | No | No | 0.25% | 0.01% |
| X shares | 0.00% | No | No | 0.35% | 0.01% |

(1) In addition, the Sub-fund may be subject to foreign UCI's tax, and/or other regulators levy, in the country where the sub-fund is registered for distribution.

(2) 10% with STOXX Europe 600 Net Return EUR Index (Bloomberg code: SXXR index) as Hurdle Rate. The STOXX Europe 600 Net Return EUR Index is an index consisting of shares of European companies of all sizes. The index combines 600 stocks (200 large caps, 200 mid-caps, 200 small-caps). The selection is made on the basis of the stocks' market capitalisation. This index integrates dividends distributed by its stocks. The Index is calculated and published by Stoxx Limited.

8. SUBSCRIPTION AND REDEMPTION PROCESS

Initial subscriptions

- 8.1 The Initial Subscription Date of each of the Class is the Class Launch Date. Subscription requests for the Initial Subscription Date must be sent in writing to the Administrative Agent and be received by the Administrative Agent by 12.00 pm (CET) (the **Subscription Cut-Off Time**) at the latest on the day of the Initial Subscription Date.
- 8.2 Investors for which the subscription documents have been accepted on the Initial Subscription Date will be required to deliver to the account of the Depositary cleared funds for the full amount of their subscription pursuant to their subscription documents on the Initial Subscription Date. If the Depositary does not receive the funds in time the purchase order may be cancelled and the funds returned to the Investor without interest.
- 8.3 The investor will be liable for the costs of late or non-payment in which case the Management Company will have the power to redeem all or part of the Investor's holding of Shares in the Sub-fund (if any) in order to meet such costs. In circumstances where the Management Company at its absolute discretion regards it not practical or feasible to recoup a loss from an applicant for Shares, any losses incurred by the Sub-fund due to late or non-payment of the subscription proceeds in respect of subscription applications received will be borne by the Sub-fund.

Ongoing subscriptions – Subscription Cut-off Time

- 8.4 After the Initial Subscription Date of a Class, subscriptions can be made on any Valuation Day. Subscription requests in respect of a Valuation Day can be made to the Administrative Agent before 12.00 pm (CET) at the latest on the relevant Valuation Day (the **Subscription Cut-off Time**).

Redemptions – Redemption Cut-off Time

- 8.5 Redemptions can be made on any Valuation Day. Redemption requests for Shares in part or in whole in respect of a Valuation Day can be made to the Administrative Agent before 12.00 pm (CET) at the latest on the relevant Valuation Day (the **Redemption Cut-off Time**).
- 8.6 Payment of the redemption proceeds will be made generally 3 Business Days following the relevant Valuation Day.

9. REFERENCE CURRENCY AND HEDGING

The Reference Currency of the Sub-fund is the EUR.

10. PERFORMANCE FEE

- 10.1 The Sub-fund will pay out of its assets a Performance Fee to the Management Company equivalent to such percentage as set out for the relevant Class under Section 7.2 above of the positive difference between the performance of the Sub-fund and the Hurdle Rate in the Net Asset Value per Share multiplied by the number of Shares outstanding in respect of each year (a **Performance Period**) subject to a High Water Mark. The use of a High Water Mark ensures that investors will not be charged a Performance Fee until any previous losses are recovered.
- 10.2 The High Water Mark is the greater of:
- (a) the highest Net Asset Value per Share at the end of a Performance Period on which a Performance Fee has been paid; and
 - (b) the initial Net Asset Value.
- 10.3 If the Net Asset Value is lower than the High Water Mark no provision for the Performance Fee will be made.
- 10.4 In the event that a Shareholder redeems Shares prior to the end of a Performance Period, any accrued but unpaid Performance Fee in respect of such Shares will be kept and paid to the Management Company at the end of the relevant Performance Period.
- 10.5 The Performance Fee is payable annually in arrears in respect of each Performance Period. The first Performance Period will be from the date of commencement of business of the Sub-fund until the end of the first Fiscal Year following the launch of the Sub-fund.
- 10.6 The subsequent Performance Period will start from the beginning of each following Fiscal Year until the end of the relevant Fiscal Year.

11. PROFILE OF THE TYPICAL INVESTOR

Investors in the Sub-fund shall understand and evaluate the Strategy, characteristics and risks of the Sub-fund in order to make an informed investment decision.

12. SPECIFIC RISK FACTORS

- 12.1 Investors should refer to the risk factors set out in Section 19 of the General Section and are in particular invited to consider the following risk factors further described in Section 19 of the General Section:
- (a) Equities;

- (b) Market volatility;
- (c) Conflicts of interest;
- (d) Use of financial derivative instruments (including the specific Synthetic Leverage risk).

12.2 In addition, Investors should carefully review the following risks disclaimer that are specific to the Sub-fund:

Risks related to the model used by the Strategy Index

12.3 The model used to determine the allocation of the Strategy Index is based on fundamental criteria designed to generate performance from a combination of Value, Quality, Momentum and Low Volatility stock portfolios. There is a risk that the model may not be efficient as there is no guarantee that the indicators defined may be relevant in the future. They are defined partly on the basis of historical data and there is nothing to guarantee that previous market situations will repeat themselves in the future.

SPECIAL SECTION 33 – THEAM QUANT – MULTI ASSET DIVERSIFIED PROTECTED

This Special Section must be read in conjunction with the General Section of the Prospectus. This Special Section refers only to the THEAM Quant – Multi Asset Diversified Protected (the **Sub-fund**).

1. INVESTMENT OBJECTIVE AND INVESTMENT POLICY

- 1.1 The objective of the Sub-fund is to increase the value of its assets over the medium term, by being exposed to a diversified long/short basket, the components of which are chosen using a systematic selection method based on different asset classes (equities, fixed income and commodities). The exposure to the dynamic basket is adapted in order to keep its annual volatility at a target level of 10%. In addition, the Sub-fund benefits from a protection mechanism from the Guarantor whereby, on each Valuation Day, the Net Asset Value per Share of each Class is at least 80% of the maximum Net Asset Value per Share of the Class reached over the previous year, as further described below.
- 1.2 The Sub-fund will not invest more than 10% of its net assets in units or shares of UCITS or other UCIs.

2. STRATEGY

- 2.1 In order to achieve its investment objective, the Sub-fund implements a systematic investment strategy (the **Strategy**) that takes long and short positions in different asset classes (equities, fixed income and commodities). Exposure to the Strategy is variable and determined via the rolling protection mechanism, as defined below.
- 2.2 The Strategy benefits from a systematic risk control mechanism which aims at keeping its annual volatility at a target level of 10%. As a result, the Strategy may be exposed to monetary market.
- 2.3 The investment universe of the Strategy is composed of three asset classes: (i) equities, including equities related to the real estate sector, (ii) fixed income and (iii) commodities ((iii) through indices), with underlyings from each of those asset classes chosen based on criteria relating to geographical diversification, liquidity and transparency.
- 2.4 An automatic reallocation among the different underlyings of the Strategy is carried out daily using an algorithm. Optimal diversification shall be sought via the application of a systematic risk/return optimisation model based on historically observed levels (performance, volatility and correlation).
- 2.5 The protection mechanism associated to each Class is enabled by being exposed to (i) cash or Money Market Instruments on a basis at least equal to the level of protection and (ii) a call option on the Strategy. Call notional and parameters are determined by carrying out a quantitative mechanism and varies each day depending on both the performance of the Strategy and the level of protection of each Class obtained via the rolling protection mechanism.
- 2.6 The Strategy is implemented according to a Synthetic Replication Policy, through the conclusion of OTC Derivatives.
- 2.7 The Synthetic Replication Policy implies that the Sub-fund either (i) invests its assets in Transferable Securities or Money Market Instruments (the **Financing Assets**) and exchanges the performance of up to 100% of the Financing Assets through OTC Derivatives to gain exposure to the Strategy or (ii) concludes an OTC Derivative with an initial exchange of the net proceeds of the issue of Shares in order to gain exposure to the Strategy. The Underlying Assets mainly consist in financial indices or futures on equities, fixed income and indices on commodities.

- 2.8 The exposure to a specific financial index may evolve depending on the evolution of financial indices over time and the Management Company may decide to change the exposure to other financial indices to achieve the investment objective of the Sub-fund. The Sub-fund may use the increased diversification limits provided for in article 44 of the 2010 Act and further described under Section 3.15 of the General Section in respect of indices on commodities. The rebalancing of the indices, which corresponds to technical adjustments based upon systematic algorithms, can be as much as daily. The financial indices methodology may embed certain costs in the Strategy which cover amongst other things replication costs in running the index which may vary over time in line with prevailing market conditions. Investors are invited to consult the following webpage <http://docfinder.is.bnpparibas-ip.com/api/files/89DB282D-F630-4833-BB6A-6C70B506D764> to obtain a list of financial indices to which the Sub-fund is exposed. Links to the complete breakdown of the indices, performance information and calculation methodology are available on the same page.
- 2.9 The Sub-fund may also invest in any other Transferable Securities and cash, and, within a limit of 10% of its NAV, in UCITS and/or other UCIs. Cumulated investment in money-market instruments and/or cash, in debt securities of any kind, in UCITS and/or UCIs cannot exceed 25% of the NAV.
- 2.10 The Sub-fund may use EPM Techniques.

3. GUARANTEE

- 3.1 Upon the launch of the Sub-fund, a Guarantee is issued by the Guarantor. The Guarantor guarantees to the Sub-fund that the Net Asset Value per Share of each Class is, on each Valuation Day, at least equal to eighty percent (80%) of the maximum Net Asset Value per Share reached over the period (A) starting on the latest of (i) each Class Launch Date, and (ii) the date falling on the same date the year before such Valuation Day, and (B) ending on such Valuation Day (the **Guaranteed Price**). In respect of Distribution Class, the Guaranteed Price is adjusted by any distributions made over the above mentioned period.
- 3.2 The Guarantee is effective during a period starting as of the Sub-fund Launch Date and remains in full force and effect until (and including) until a date that is 12 months after the Sub-fund Launch Date (the **Termination Date**), but the Guarantee will automatically be extended until the date (the **Extended Termination Date**) which is the first anniversary date of (i) the Termination Date (in respect of the first extension), or (ii) the preceding Extended Termination Date (in respect of any subsequent extension) except in case of prior termination of the Guarantee by the Guarantor or the Management Company. A notification of termination of the Guarantee must be notified in writing to the other party twelve (12) months before each anniversary date (the **Termination Notification**). The costs of the Guarantee will be included in the swap confirmation relating to the Guarantee.
- 3.3 Shareholders are thus ensured that, until the Termination Date, in respect of any redemption request made to the Sub-fund in respect of the relevant Class, the redemption price of their Shares will be at least equal to the Guaranteed Price (less a Redemption Fee, as applicable). **If the Guarantee is not extended by the Guarantor, Shareholders will cease to benefit from the Guarantee as from the Valuation Day immediately following the Extended Termination Date. Shareholders will be duly informed by the Management Company at the latest one month after the Termination Notification if the Guarantor does not opt for an extension of the Guarantee or if the Management Company terminates the Guarantee.**
- 3.4 The Guarantee is granted for a maximum outstanding Shares of 3,000,000.00. This amount could be increased, subject to the prior consent of the Guarantor and the Management Company. Beyond these maximum outstanding Shares of 3,000,000.00, the Company will not accept further subscription or conversions of Shares.

- 3.5 The Guarantee may however be (i) reduced or (ii) terminated early as further described in the last paragraph of Sections 3.1(l) to 3.1(n) of the General Section.

4. GLOBAL EXPOSURE

- 4.1 The Sub-fund uses the absolute VaR approach to monitor its global exposure. The VaR of the Sub-fund's portfolio, with confidence interval of 99% and a detention period of 20 Business days, will not exceed 20% of the Sub-fund's Net Asset Value.
- 4.2 The leverage of the Sub-fund (defined as the sum of the absolute values of the derivatives notional (with neither netting nor hedging arrangement) divided by NAV is expected to be around 200%.

| Multi Asset Diversified Protected | Expected Leverage | Maximum Leverage |
|-----------------------------------|-------------------|------------------|
| Total | 2 | 2 |

5. BUSINESS DAY - VALUATION DAY

For the purpose of this Special Section, a **Valuation Day** means a Business Day on which the Paris, London, Frankfurt, New York, Tokyo and Hong Kong exchanges are open during the whole day (excluding Saturdays and Sundays and Luxembourg and French public holidays).

6. LAUNCH DATE

The Sub-fund is not yet launched at the date of this prospectus. It will be launched upon decision of the Board.

7. CLASSES

The following Classes⁽⁴⁾, once activated, shall be available for subscription by investors:

| Class | Distribution policy | ISIN code | Reference Currency | Dividend | Target subscribers | Minimum Holding Amount ⁽¹⁾ | Initial Net Asset Value |
|-------------------|---------------------|--------------|--------------------|----------|-------------------------|---|-------------------------|
| Protected C | ACC | LU1539109873 | EUR | No | All | None | EUR 100 |
| Protected C | DIS | LU1539109956 | EUR | Yes | All | None | EUR 100 |
| Protected C USD H | ACC | LU1539110020 | USD | No | All | None | USD 100 |
| Protected C USD H | DIS | LU1539110293 | USD | Yes | All | None | USD 100 |
| Protected C CHF H | ACC | LU1539110376 | CHF | No | All | None | CHF 100 |
| Protected I | ACC | LU1539110459 | EUR | No | Institutional Investors | EUR 100,000 / UCI: None | EUR 100 |
| Protected I | DIS | LU1539110533 | EUR | Yes | Institutional Investors | EUR 100,000 / UCI: None | EUR 100 |
| Protected I USD H | ACC | LU1539110616 | USD | No | Institutional Investors | EUR 100,000 or equivalent / UCI: None | USD 100 |
| Protected I CHF H | ACC | LU1539110707 | CHF | No | Institutional Investors | EUR 100,000 or equivalent / UCI: None | CHF 100 |
| Protected I GBP H | ACC | LU1539110889 | GBP | No | Institutional Investors | EUR 100,000 or equivalent / UCI: None | GBP 100 |
| Protected J | ACC | LU1539110962 | EUR | No | Institutional Investors | EUR 10 million ⁽³⁾ / UCI: None | EUR 100 |

| | | | | | | | |
|---------------------|-----|--------------|-----|-----|-------------------------|--|---------|
| Protected J | DIS | LU1539111002 | EUR | Yes | Institutional Investors | EUR 10 million ⁽³⁾ UCI: None | EUR 100 |
| Protected Privilege | ACC | LU1539111184 | EUR | No | All | EUR 1,000,000 / Portfolio Managers: None | EUR 100 |
| Protected N | ACC | LU1539111267 | EUR | No | All | None | EUR 100 |
| Protected N | DIS | LU1539111341 | EUR | Yes | All | None | EUR 100 |
| Protected X | ACC | LU1539111424 | EUR | No | Authorised Investors | EUR 5,000,000 | EUR 100 |

(1) The applicable Minimum Holding Amount may be waived or varied on a case-by-case basis, by the Company or the Management Company.

(2) Only in the countries where the Management Company has decided to market and/or register (if relevant) the Class.

(3) Regarding J shares, minimum subscription conditions are assessed on the basis of the total investment, irrespective of currency

(4) Each one of the above Classes may only be activated with prior approval of the Board or of the Management Company.

8. FEES AND COSTS

8.1 Subscription Fee, Conversion Fee and Redemption Fee

| Class | Subscription Fee (maximum) | Conversion Fee (maximum) ⁽¹⁾ | Redemption Fee (maximum) |
|----------------------------|----------------------------|---|--------------------------|
| Protected N shares | 0.00% | 1.50% | None |
| Protected C shares | 3.00% | 1.50% | None |
| Protected Privilege shares | 3.00% | 1.50% | None |
| Protected I shares | 0.00% | 1.50% | None |
| Protected J shares | 0.00% | 1.50% | None |
| Protected X shares | 0.00% | 1.50% | None |

(1) In the event of conversion to a sub-fund with a higher subscription fee, the difference may be payable.

8.2 Annual fees and costs payable by the Sub-fund

| Class | Management Company Fee (maximum) | Distribution Fee (maximum) | Performance Fee | Other Fees (maximum) | Taxe d'abonnement ⁽¹⁾ (subscription tax) |
|----------------------------|----------------------------------|----------------------------|-----------------|----------------------|---|
| Protected N shares | 1.50% | 0.75% | No | 0.35% | 0.05% |
| Protected C shares | 1.50% | No | No | 0.35% | 0.05% |
| Protected Privilege shares | 0.85% | No | No | 0.35% | 0.05% |
| Protected I shares | 0.65% | No | No | 0.25% | 0.01% |
| Protected J shares | 0.50% | No | No | 0.25% | 0.01% |
| Protected X shares | 0.00% | No | No | 0.35% | 0.01% |

(1) In addition, the Sub-fund may be subject to foreign UCI's tax, and/or other regulators levy, in the country where the sub-fund is registered for distribution

9. SUBSCRIPTION AND REDEMPTION PROCESS

Initial subscriptions

9.1 The Initial Subscription Date of each of the Class is the Class Launch Date. Subscription requests for the Initial Subscription Date must be sent in writing to the Administrative Agent and be received by the Administrative Agent by 4.00 pm (CET) (the **Subscription Cut-Off Time**) at the latest on the Business Day preceding the Initial Subscription Date.

9.2 Investors for which the subscription documents have been accepted on the Initial Subscription Date will be required to deliver to the account of the Depositary cleared funds for the full amount of their subscription pursuant to their subscription documents on the Initial Subscription Date. If the

Depository does not receive the funds in time the purchase order may be cancelled and the funds returned to the Investor without interest.

- 9.3 The investor will be liable for the costs of late or non-payment in which case the Management Company will have the power to redeem all or part of the Investor's holding of Shares in the Sub-fund (if any) in order to meet such costs. In circumstances where the Management Company at its absolute discretion regards it not practical or feasible to recoup a loss from an applicant for Shares, any losses incurred by the Sub-fund due to late or non-payment of the subscription proceeds in respect of subscription applications received will be borne by the Sub-fund.

Ongoing subscriptions – Subscription Cut-off Time

- 9.4 After the Initial Subscription Date of a Class, subscriptions can be made on any Valuation Day. Subscription requests in respect of a Valuation Day can be made to the Administrative Agent before 4.00 pm (CET) at the latest on the Business Day preceding the relevant Valuation Day (the **Subscription Cut-off Time**).

Ongoing subscriptions – Subscription Cut-off Time

- 9.5 After the Initial Subscription Date of a Class, subscriptions can be made on any Valuation Day. Subscription requests in respect of a Valuation Day can be made to the Administrative Agent before 4.00 pm (CET) at the latest on the Business Day preceding the relevant Valuation Day (the **Subscription Cut-off Time**).

Redemptions – Redemption Cut-off Time

- 9.6 Redemptions can be made on any Valuation Day. Redemption requests for Shares in part or in whole in respect of a Valuation Day can be made to the Administrative Agent before 4.00 pm (CET) at the latest on the Business Day preceding the relevant Valuation Day (the **Redemption Cut-off Time**).
- 9.7 Payment of the redemption proceeds will be made generally 3 Business Days following the relevant Valuation Day.

10. REFERENCE CURRENCY AND HEDGING

The Reference Currency of the Sub-fund is the EUR.

11. PROFILE OF THE TYPICAL INVESTOR

Each Investor in the Sub-fund shall understand and evaluate the Strategy, characteristics and risks of the Sub-fund in order to make an informed investment decision.

12. SPECIFIC RISK FACTORS

- 12.1 Investors should refer to the risk factors set out in Section 19 of the General Section and are in particular invited to consider the following risk factors further described in Section 19 of the General Section:
- (a) Equities;
 - (b) Market volatility;
 - (c) Conflicts of interest;
 - (d) Credit Risk;

- (e) Use of financial derivative instruments;
- (f) Interest rates;
- (g) Commodity market risk;
- (h) Risk on cross liabilities for all Class;
- (i) Risk linked to the Guarantee.

12.2 In addition, Investors should carefully review the following risks disclaimer that are specific to the Sub-fund:

Risks related to the model used by the Strategy

12.3 The model used to determine the allocation of the Strategy is based on a systematic risk/return optimisation model based on historically observed levels (performance, volatility and correlation). There is a risk that the model will not be efficient as there is no guarantee that the indicators defined will be relevant in the future. They are defined partly on the basis of historical data and there is nothing to guarantee that previous market situations will repeat themselves in the future.

Risks related to the protection mechanism

12.4 The rolling protection mechanism implemented linked to the Guarantee involves that on any Business Day, the Net Asset Value per Share of each Class of the Sub-fund cannot fall by more than 20% against the maximum Net Asset Value reached (i) between the Class Launch Date of the Class for any Valuation Day until one year later, or (ii) reached over the previous year for any subsequent Valuation Day. Therefore, if the Net Asset Value per Share of each Class falls, the levels of protection will also be reduced accordingly. There is thus a risk that investors may lose almost all of their capital if they hold their Shares for a long period.

Risk of default of the Guarantor

12.5 Shareholders' attention is drawn to the fact that they are exposed to the risk of default of the Guarantor.

SPECIAL SECTION 34 – THEAM QUANT – EQUITY WORLD EMPLOYEE SCHEME II

This Special Section must be read in conjunction with the General Section of the Prospectus. This Special Section refers only to the THEAM Quant – Equity World Employee Scheme II (the **Sub-fund**).

1. INVESTMENT OBJECTIVE AND INVESTMENT POLICY

- 1.1 The objective of the Sub-fund is to increase the value of its assets over the long term by being exposed to the BNP Paribas WRE Total Return Index. The exposure to the BNP Paribas WRE Total Return Index will however be adapted through a systematic volatility control mechanism as described below. Thanks to this mechanism and during a period of three years starting from the Initial Subscription Date (the **Initial Period**), the volatility of the Sub-fund will be maintained to a low level whereas, after the Initial Period, the volatility of the Sub-fund will be higher.
- 1.2 The Sub-fund will not invest more than 10% of its net assets in units or shares of UCITS or other UCIs.

2. STRATEGY

- 2.1 In order to achieve its investment objective, the Sub-fund implements a systematic strategy (the **Strategy**) that offers a dynamic exposure to the BNP Paribas WRE Total Return Index (the **Strategy Index**) with a variable level of volatility.
- 2.2 The objective of the model used to build the Strategy Index is to select stocks using a Return/Outlook/Valuation approach. The objective is to examine the investment universe in order to identify the stocks benefiting from a sustainable business model, favourable outlook and attractive valuation. The investment universe of the Strategy Index is composed of the renewable energy equity market of the countries present in the MSCI World All Countries Index.
- 2.3 The Strategy benefits from a systematic risk control mechanism which aims at keeping volatility of the Strategy at a specific volatility level in quantitatively adjusting the exposure to the Strategy Index on a daily basis. The volatility level is set at 3% during the Initial Period and will be set to 28% from the end of the Initial Period. Therefore, due to this high difference of volatility level between those two periods, the Sub-fund will be mostly exposed to less risky assets during the Initial Period and subsequently mainly exposed to the Strategy Index performance after the end of that Initial Period.
- 2.4 The Strategy Index to which the Strategy will be exposed is the BNP Paribas WRE Total Return Index (Bloomberg Code: BNPIRETE Index). The Strategy Index is a BNP Paribas proprietary index, calculated, published and maintained by Solactive AG. The objective of the Strategy Index is to select, through a quantitative allocation mechanism based on fundamental criteria, stock from companies producing energy from renewable resources. It was established in October 2007. The Strategy Index is rebalanced twice annually using a specific algorithm. The rebalancing of the Strategy Index does not involve any cost for the Strategy Index. For further information on the Strategy Index, investors are invited to consult the following website: <https://indices-globalmarkets.bnpparibas.com>. The complete breakdown of the Strategy Index and performance information are available on the same page. The Strategy Index calculation method is available directly at: <https://indices-globalmarkets.bnpparibas.com/nr/RETETR.pdf>. Investors may obtain a paper version of the Strategy Index rulebook within one week on written request to THEAM TSA 47000 – 75 318 Paris Cedex 09. E-mail: THEAM.sales.support@bnpparibas.com.
- 2.5 The Sub-fund will not make use of the increased diversification limits provided for in article 44 of the 2010 Act and further described under Section 3.15 of the General Section.

- 2.6 The Strategy will be implemented according to a Synthetic Replication Policy, through the conclusion of OTC Derivatives..
- 2.7 The Synthetic Replication Policy implies that the Sub-fund will either (i) invest its assets in Transferable Securities or Money Market Instruments (the **Financing Assets**) and exchange the performance of up to 100% of the Financing Assets through OTC Derivatives to gain exposure to the Strategy or (ii) conclude an OTC Derivative with an initial exchange of the net proceeds of the issue of Shares in order to gain exposure to the Strategy. The Underlying Assets will consist of the Strategy Index.
- 2.8 The Sub-fund may also invest in any other Transferable Securities, cash and, within a limit of 10% of its net assets, in UCITS and/or other UCIs.
- 2.9 The Sub-fund may use EPM Techniques.

3. GLOBAL EXPOSURE

The Sub-fund uses the commitment approach to monitor its global exposure.

4. BUSINESS DAY - VALUATION DAY

For the purpose of this Special Section, a **Valuation Day** means a Business Day on which the New York and London stock exchanges are open during the whole day (excluding Saturdays and Sundays and Luxembourg and French public holidays).

5. LAUNCH DATE

[●] February 2017 or such later date as decided by the Board provided that the Launch Date cannot occur later than 1 June 2017.

6. CLASSES

For the time being, the following Classes are available for subscription by investors:

| Class | Distribution policy | ISIN code | Reference Currency | Dividend | Target subscribers | Minimum Holding Amount ⁽¹⁾ | Initial Net Asset Value |
|-------|---------------------|--------------|--------------------|----------|--------------------|---------------------------------------|-------------------------|
| C | ACC | LU1540714588 | EUR | No | All | None | EUR 100 |

7. FEES AND COSTS

7.1 Subscription Fee, Conversion Fee and Redemption Fee

| Class | Subscription Fee (maximum) | Conversion Fee (maximum) ⁽¹⁾ | Redemption Fee (maximum) |
|----------|----------------------------|---|--------------------------|
| C shares | 5.00% | 5.00% | None |

7.2 Annual fees and costs payable by the Sub-fund

| Class | Management Company Fee (maximum) | Distribution Fee (maximum) | Performance Fee | Other Fees (maximum) | Taxe d'abonnement ⁽¹⁾ (subscription tax) |
|----------|----------------------------------|----------------------------|-----------------|----------------------|---|
| C shares | 0.35% | No | No | 0.10% | 0.05% |

(1) In addition, the Sub-fund may be subject to foreign UCI's tax, and/or other regulators levy, in the country where the sub-fund is registered for distribution;

8. SUBSCRIPTION AND REDEMPTION PROCESS

Initial subscriptions

- 8.1 The Initial Subscription Date is the Class Launch Date. Subscription requests for the Initial Subscription Date must be sent in writing to the Administrative Agent and be received by the Administrative Agent by 4.00 pm (CET) (the **Subscription Cut-Off Time**) at the latest on the day preceding the Initial Subscription Date.
- 8.2 Investors for which the subscription documents have been accepted on the Initial Subscription Date will be required to deliver to the account of the Depositary cleared funds for the full amount of their subscription pursuant to their subscription documents on the Initial Subscription Date. If the Depositary does not receive the funds in time the purchase order may be cancelled and the funds returned to the Investor without interest.
- 8.3 The investor will be liable for the costs of late or non-payment in which case the Management Company will have the power to redeem all or part of the Investor's holding of Shares in the Sub-fund (if any) in order to meet such costs. In circumstances where the Management Company at its absolute discretion regards it not practical or feasible to recoup a loss from an applicant for Shares, any losses incurred by the Sub-fund due to late or non-payment of the subscription proceeds in respect of subscription applications received will be borne by the Sub-fund.

Ongoing subscriptions – Subscription Cut-off Time

- 8.4 After the Initial Subscription Date of the Class, subscriptions can be made on any Valuation Day. Subscription requests in respect of a Valuation Day can be made to the Administrative Agent before 4.00 pm (CET) at the latest on the day preceding the relevant Valuation Day (the **Subscription Cut-off Time**).

Redemptions – Redemption Cut-off Time

- 8.5 Redemptions can be made on any Valuation Day. Redemption requests for Shares in part or in whole in respect of a Valuation Day can be made to the Administrative Agent before 4.00 pm (CET) at the latest on the day preceding the relevant Valuation Day (the **Redemption Cut-off Time**).
- 8.6 Payment of the redemption proceeds will be made generally 3 Business Days following the relevant Valuation Day.

9. REFERENCE CURRENCY AND HEDGING

The Reference Currency of the Sub-fund is the EUR.

10. PROFILE OF THE TYPICAL INVESTOR

Investors in the Sub-fund are expected to:

- (a) have the knowledge of, and the investment experience in, financial products which use derivatives and/or derivative strategies (such as the Sub-fund) and financial markets generally;
- (b) understand and can evaluate the strategy, characteristics and risks of the Sub-fund in order to make an informed investment decision.

11. SPECIFIC RISK FACTORS

11.1 Investors should refer to the risk factors set out in Section 19 of the General Section and are in particular invited to consider the following risk factors further described in Section 19 of the General Section:

- (a) Equities;
- (b) Market volatility;
- (c) Conflicts of interest;
- (d) Use of financial derivative instruments.

11.2 In addition, Investors should carefully review the following risks disclaimer that are specific to the Sub-fund:

Risks related to the algorithm used for the calculation of the Strategy Index

11.3 The model used to determine the allocation of the Strategy Index is based on systematic, quantitative mechanisms. There is a risk that the model will not be efficient as there is no guarantee that the indicators defined will be relevant in the future. They are defined partly on the basis of historical data and there is nothing to guarantee that previous market situations will repeat themselves in the future.

SPECIAL SECTION 35 – THEAM QUANT – EQUITY WORLD DEFI

This Special Section must be read in conjunction with the General Section of the Prospectus. This Special Section refers only to the THEAM Quant – Equity World DEFI (the **Sub-fund**).

1. INVESTMENT OBJECTIVE AND INVESTMENT POLICY

- 1.1 The objective of the Sub-fund is to increase the value of its assets over the medium term by being exposed to a dynamic basket of equities listed on worldwide markets or operating on these markets, the components of which are chosen using a systematic selection method based on a fundamental analysis of companies.
- 1.2 The Sub-fund will not invest more than 10% of its net assets in units or shares of UCITS or other UCIs.

2. STRATEGY

- 2.1 In order to achieve its investment objective, the Sub-fund implements a quantitative investment strategy (the **Strategy**) that takes long positions on a diversified basket composed of worldwide markets equities and long or short positions on futures through the BNP Paribas DEFI Equity World Long Net TR Index (the **Strategy Index**). The investment universe of the Strategy Index is composed of worldwide markets largest stock market capitalisations offering satisfactory liquidity conditions.
- 2.2 The objective of the model used to build the Strategy Index is based on a “Diversified Equity Factor Investing” (**DEFI**) approach. The objective of such approach is to build a portfolio in order to generate excess return over traditional market capitalisation pondered benchmark indices (i) by being exposed to diversified performance factors (ii) and by implementing an allocation mechanism which aims at controlling the relative risk between these performance factors versus these benchmark indices.
- 2.3 The Strategy is based on a systematic investment process that aims (i) to select equities through a combination of four performance factors: value, quality, momentum and low volatility; and (ii) to benefit from such factors diversification of the investment and (iii) to maintain a beta near to 1 and an ex-ante tracking error below 3.5% with regards to the MSCI World Net TR USD Index (Bloomberg code: NDDUWI Index) through an additional exposure to futures contracts.
- 2.4 The BNP Paribas DEFI Equity World Long Net TR Index (Bloomberg code: BNPIDFWT index) is an index denominated in USD, calculated with net dividends reinvested. The Strategy Index is a diversified index representing a dynamic investment in a basket of worldwide markets equities and providing futures exposure. The Strategy Index is based on a systematic model developed by BNP Paribas and is rebalanced every month using a specific algorithm. For further information on the Strategy Index, investors are invited to consult the following website: <https://indices-globalmarkets.bnpparibas.com>. The complete breakdown of this index and performance information are available on the same page. The index calculation method is available directly at: <https://indices-globalmarkets.bnpparibas.com/nr/BNPIDFWT.pdf>. Investors may obtain a paper version of the Strategy Index rulebook within one week on written request to THEAM TSA 47000 – 75 318 Paris Cedex 09. E-mail: THEAM.sales.support@bnpparibas.com.
- 2.5 The Strategy Index may use leverage through an additional long or short exposure to futures in order to maintain a beta near to 1 with regards to the MSCI World Net TR USD Index. Leverage is located at the level of the Strategy Index. It should be noted that there are costs relating to replication and rebalancing of the Strategy Index that are disclosed in the Strategy Index rulebook. Those costs are

linked to the futures exposition and stocks and futures turnover and taxes and may be up to **0.30%** per year of the Sub-fund's Net Asset Value according to historical back tests.

- 2.6 The Sub-fund does not make use of the increased diversification limits provided for in article 44 of the 2010 Act and further described under Section 3.15 of the General Section.
- 2.7 The Strategy is implemented either according to a Synthetic Replication Policy, through the conclusion of OTC Derivatives or in cash by investing directly in the basket of equities that make up the index.
- 2.8 If the Strategy is implemented according to the Synthetic Replication Policy, the Sub-fund will invest its assets in Transferable Securities or Money Market Instruments (the **Financing Assets**) and exchange the performance of up to 100% of the Financing Assets through OTC Derivatives to gain exposure to the Strategy Index. The Underlying Assets will mainly consist of the Strategy Index.
- 2.9 The Sub-fund invests at all times at least 75% of its net assets in equities and/or securities treated as equivalent to equities issued by companies of any country. The remainder, namely 25% of its assets maximum, may be invested in any other Transferable Securities, in derivatives, Money Market Instruments and/or cash, and also, within a limit of 15% of its net assets, in debt securities of any kind, and within a limit of 10% of its net assets, in UCITS and/or UCIs.
- 2.10 The Sub-fund may use EPM Techniques.

3. GLOBAL EXPOSURE

The Sub-fund uses the commitment approach to monitor its global exposure.

4. BUSINESS DAY - VALUATION DAY

For the purpose of this Special Section, a Valuation Day means any Business Day except if one or several stock exchanges that provide 10% or more of the Sub-fund's equity exposure are closed or are expected to close. Subscription, conversion and redemption requests received as of a day that is not considered a Valuation Day will be deferred to the next following Business Day that is a Valuation Day. However, it is still possible for the Management Company to publish a net asset value on a given business day even if this 10% threshold is exceeded.

5. LAUNCH DATE

The Sub-fund is not yet launched at the date of this prospectus. It will be launched upon decision of the Board.

6. CLASSES

The following Classes⁽³⁾, once activated, will be available for subscription by investors:

| Class | Distribution policy | ISIN code | Reference Currency | Dividend | Target subscribers | Minimum Holding Amount ⁽¹⁾ | Initial Net Asset Value |
|---------|---------------------|--------------|--------------------|----------|--------------------|---------------------------------------|-------------------------|
| N | ACC | LU1540714661 | USD | No | All | None | USD 100 |
| C | ACC | LU1540714745 | USD | No | All | None | USD 100 |
| C | DIS | LU1540714828 | USD | Yes | All | None | USD 100 |
| C EUR | ACC | LU1540715049 | EUR | No | All | None | EUR 100 |
| C EUR | DIS | LU1540715122 | EUR | Yes | All | None | EUR 100 |
| C EUR H | ACC | LU1540715395 | EUR | No | All | None | EUR 100 |

| Class | Distribution policy | ISIN code | Reference Currency | Dividend | Target subscribers | Minimum Holding Amount ⁽¹⁾ | Initial Net Asset Value |
|-----------------|---------------------|--------------|--------------------|----------|-------------------------|--|-------------------------|
| C CHF H | ACC | LU1540715478 | CHF | No | All | None | CHF 100 |
| C SEK H | ACC | LU1540715551 | SEK | No | All | None | SEK 100 |
| C NOK H | ACC | LU1540715635 | NOK | No | All | None | NOK 100 |
| C SGD | ACC | LU1540715718 | SGD | No | All | None | SGD 100 |
| C HKD | ACC | LU1540715809 | HKD | No | All | None | HKD 100 |
| Privilege | ACC | LU1540715981 | USD | No | All | USD 1,000,000,- Portfolio Managers: none | USD 100 |
| Privilege | DIS | LU1540716013 | USD | Yes | All | USD 1,000,000,- Portfolio Managers: none | USD 100 |
| Privilege EUR | ACC | LU1540716104 | EUR | No | All | USD 1,000,000 or equivalent, Portfolio Managers: none | EUR 100 |
| Privilege EUR H | ACC | LU1540716286 | EUR | No | All | USD 1,000,000 or equivalent, Portfolio Managers: none | EUR 100 |
| Privilege CHF | ACC | LU1540716369 | CHF | No | All | USD 1,000,000 or equivalent, Portfolio Managers: none | CHF 100 |
| Privilege GBP | ACC | LU1540716526 | GBP | No | All | USD 1,000,000 or equivalent, Portfolio Managers: none | GBP 100 |
| I | ACC | LU1540716799 | USD | No | Institutional Investors | USD 100 000 UCI: none | USD 100 |
| I | DIS | LU1540716872 | USD | Yes | Institutional Investors | USD 100 000 UCI: none | USD 100 |
| I EUR | ACC | LU1540717094 | EUR | No | Institutional Investors | USD 100 000 or equivalent UCI: none | EUR 100 |
| I EUR H | ACC | LU1540717177 | EUR | No | Institutional Investors | USD 100 000 or equivalent UCI: none | EUR 100 |
| I CHF H | ACC | LU1540717250 | CHF | No | Institutional Investors | USD 100 000 or equivalent UCI: none | CHF 100 |
| I GBP | ACC | LU1540717334 | GBP | No | Institutional Investors | USD 100 000 or equivalent UCI: none | GBP 100 |
| I GBP | DIS | LU1540717417 | GBP | Yes | Institutional Investors | USD 100 000 or equivalent UCI: none | GBP 100 |
| I SEK | ACC | LU1540717508 | SEK | No | Institutional Investors | USD 100 000 or equivalent UCI: none | SEK 100 |
| I NOK | ACC | LU1540717763 | NOK | No | Institutional Investors | USD 100 000 or equivalent UCI: none | NOK 100 |
| J | ACC | LU1540717847 | USD | No | Institutional Investors | USD 10 million ⁽²⁾ UCI: None | USD 100 |
| M | ACC | LU1540717920 | USD | No | Institutional Investors | USD 50 million ⁽²⁾ | USD 100 |
| X | ACC | LU1540718068 | USD | No | Authorised | USD 5 million | USD 100 |

| Class | Distribution policy | ISIN code | Reference Currency | Dividend | Target subscribers | Minimum Holding Amount ⁽¹⁾ | Initial Net Asset Value |
|-------|---------------------|-----------|--------------------|----------|--------------------|---------------------------------------|-------------------------|
| | | | | | Investors | | |

- (1) The applicable Minimum Holding Amount may be waived or varied on a case-by-case basis, by the Company or the Management Company.
- (2) Regarding J and M shares, minimum subscription conditions are assessed on the basis of the total investment, irrespective of currency
- (3) Each one of the above Classes may only be activated with prior approval of the Board or of the Management Company.

7. FEES AND COSTS

7.1 Subscription Fee, Conversion Fee and Redemption Fee

| Class | Subscription Fee (maximum) | Conversion Fee (maximum) ⁽¹⁾ | Redemption Fee (maximum) |
|------------------|----------------------------|---|--------------------------|
| N shares | 0.00% | 1.50% | None |
| C shares | 3.00% | 1.50% | None |
| Privilege Shares | 3.00% | 1.50% | None |
| I shares | 0.00% | 1.50% | None |
| J shares | 0.00% | 1.50% | None |
| M shares | 0.00% | 1.50% | None |
| X shares | 0.00% | 1.50% | None |

- (1) In the event of conversion to a sub-fund with a higher subscription fee, the difference may be payable.

7.2 Annual fees and costs payable by the Sub-fund

| Class | Management Company Fee (maximum) | Distribution Fee (maximum) | Performance Fee | Other Fees (maximum) | Taxe d'abonnement ⁽¹⁾ (subscription tax) |
|------------------|----------------------------------|----------------------------|--------------------|----------------------|---|
| N shares | 1.50% | 0.75% | No | 0.40% | 0.05% |
| C shares | 1.50% | No | No | 0.40% | 0.05% |
| Privilege Shares | 0.85% | No | No | 0.40% | 0.05% |
| I shares | 0.65% | No | No | 0.25% | 0.01% |
| J shares | 0.40% | No | Yes ⁽²⁾ | 0.35% | 0.01% |
| M shares | 0.40% | No | No | 0.25% | 0.01% |
| X shares | 0.00% | No | No | 0.35% | 0.01% |

- (1) In addition, the Sub-fund may be subject to foreign UCI's tax, and/or other regulators levy, in the country where the sub-fund is registered for distribution.
- (2) 10% with MSCI Daily TR Net World USD Index (Bloomberg code: NDDUWI Index) as Hurdle Rate. The MSCI Daily TR Net World USD Index is a free float-adjusted market capitalization index that is designed to measure equity market performance in the global world markets. The Index is calculated and published by MSCI.

8. SUBSCRIPTION AND REDEMPTION PROCESS

Initial subscriptions

- 8.1 The Initial Subscription Date of each of the Class is the Class Launch Date. Subscription requests for the Initial Subscription Date must be sent in writing to the Administrative Agent and be received by the Administrative Agent by 12.00 pm (CET) (the **Subscription Cut-Off Time**) at the latest on the day of the Initial Subscription Date.

- 8.2 Investors for which the subscription documents have been accepted on the Initial Subscription Date will be required to deliver to the account of the Depositary cleared funds for the full amount of their subscription pursuant to their subscription documents on the Initial Subscription Date. If the Depositary does not receive the funds in time the purchase order may be cancelled and the funds returned to the Investor without interest.
- 8.3 The investor will be liable for the costs of late or non-payment in which case the Management Company will have the power to redeem all or part of the Investor's holding of Shares in the Sub-fund (if any) in order to meet such costs. In circumstances where the Management Company at its absolute discretion regards it not practical or feasible to recoup a loss from an applicant for Shares, any losses incurred by the Sub-fund due to late or non-payment of the subscription proceeds in respect of subscription applications received will be borne by the Sub-fund.

Ongoing subscriptions – Subscription Cut-off Time

- 8.4 After the Initial Subscription Date of a Class, subscriptions can be made on any Valuation Day. Subscription requests in respect of a Valuation Day can be made to the Administrative Agent before 12.00 pm (CET) at the latest on the relevant Valuation Day (the **Subscription Cut-off Time**).

Redemptions – Redemption Cut-off Time

- 8.5 Redemptions can be made on any Valuation Day. Redemption requests for Shares in part or in whole in respect of a Valuation Day can be made to the Administrative Agent before 12.00 pm (CET) at the latest on the relevant Valuation Day (the **Redemption Cut-off Time**).
- 8.6 Payment of the redemption proceeds will be made generally 3 Business Days following the relevant Valuation Day.

9. REFERENCE CURRENCY AND HEDGING

The Reference Currency of the Sub-fund is the USD.

10. PERFORMANCE FEE

- 10.1 The Sub-fund will pay out of its assets a Performance Fee to the Management Company equivalent to such percentage as set out for the relevant Class under Section 7.2 above of the positive difference between the performance of the Sub-fund and the Hurdle Rate in the Net Asset Value per Share multiplied by the number of Shares outstanding in respect of each year (a **Performance Period**) subject to a High Water Mark. The use of a High Water Mark ensures that investors will not be charged a Performance Fee until any previous losses are recovered.
- 10.2 The High Water Mark is the greater of:
- (a) the highest Net Asset Value per Share at the end of a Performance Period on which a Performance Fee has been paid; and
 - (b) the initial Net Asset Value.
- 10.3 If the Net Asset Value is lower than the High Water Mark no provision for the Performance Fee will be made.
- 10.4 In the event that a Shareholder redeems Shares prior to the end of a Performance Period, any accrued but unpaid Performance Fee in respect of such Shares will be kept and paid to the Management Company at the end of the relevant Performance Period.

- 10.5 The Performance Fee is payable annually in arrears in respect of each Performance Period. The first Performance Period will be from the date of commencement of business of the Sub-fund until the end of the first Fiscal Year following the launch of the Sub-fund.
- 10.6 The subsequent Performance Period will start from the beginning of each following Fiscal Year until the end of the relevant Fiscal Year.

11. PROFILE OF THE TYPICAL INVESTOR

Investors in the Sub-fund shall understand and evaluate the Strategy, characteristics and risks of the Sub-fund in order to make an informed investment decision.

12. SPECIFIC RISK FACTORS

- 12.1 Investors should refer to the risk factors set out in Section 19 of the General Section and are in particular invited to consider the following risk factors further described in Section 19 of the General Section:
- (a) Equities;
 - (b) Market volatility;
 - (c) Conflicts of interest;
 - (d) Use of financial derivative instruments (including the specific Synthetic Leverage risk).
- 12.2 In addition, Investors should carefully review the following risks disclaimer that are specific to the Sub-fund:

Risks related to the model used by the Strategy Index

The model used to determine the allocation of the Strategy Index is based on fundamental criteria designed to generate performance from a combination of Value, Quality, Momentum and Low Volatility stock portfolios. There is a risk that the model may not be efficient as there is no guarantee that the indicators defined may be relevant in the future. They are defined partly on the basis of historical data and there is nothing to guarantee that previous market situations will repeat themselves in the future.

SPECIAL SECTION 36 – THEAM QUANT – EQUITY EUROPE PREMIUM INCOME

This Special Section must be read in conjunction with the General Section of the Prospectus. This Special Section refers only to the THEAM Quant - Equity Europe Premium Income (the **Sub-fund**).

1. INVESTMENT OBJECTIVE AND INVESTMENT POLICY

- 1.1 The objective of the Sub-fund is to provide income and capital growth by implementing a systematic option strategy on a selection of European equities which aims at generating income in bullish and moderately bearish markets. The Sub-fund targets an income of 5% per year, the achievement of this target is not guaranteed.
- 1.2 The Sub-fund will not invest more than 10% of its net assets in units or shares of UCITS or other UCIs.

2. STRATEGY

- 2.1 In order to achieve its investment objective, the Sub-fund implements a quantitative investment strategy (the **Strategy**) which consists in selling short-term put options on a selection of European equities through the BNP Paribas Stock Put Write Europe Index (the **Strategy Index**).
- 2.2 The model used to build the **Strategy Index** aims at:
 - (a) selecting equities on a monthly basis following a process based on fundamental and market criteria (ie, a rebalancing day). The objective is to examine the investment universe in order to identify the stocks benefiting from a sustainable business model, favourable price momentum, a high average market capitalization, low correlation to European equities, attractive valuation of option premium and favourable trading conditions on the options' market. The investment universe of the Strategy Index is composed of Europe largest stock market capitalisations offering satisfactory liquidity conditions;
 - (b) dynamically selling, in equal proportions, short-term out-of-the-money put options on each of the equities selected through the process afore-mentioned (**Put-Write Strategy**). Put-Write Strategies aim at generating income while limiting its overall volatility and will be particularly appropriate in bullish and moderately bearish markets.
- 2.3 The BNP Paribas Stock Put Write Europe Index (Bloomberg code: BNPISPEU Index) is an index denominated in EUR. The Strategy Index is a diversified index based on a quantitative algorithm developed by BNP Paribas. For further information on the Strategy Index, investors are invited to consult the following website: <https://indices-globalmarkets.bnpparibas.com>. The complete breakdown of this index and the performance information are available on the same page. The index calculation method is available directly at: <https://indices-globalmarkets.bnpparibas.com/nr/SPEUTR.pdf>. Investors may obtain a paper version of the Strategy Index rulebook within one week on written request to THEAM TSA 47000 – 75 318 Paris Cedex 09. E-mail: THEAM.sales.support@bnpparibas.com.
- 2.4 The performance of the Strategy Index (and indirectly that of the Sub-fund) is reduced by:
 - (a) replication costs linked to the dynamic selling of short-term put options. These costs are applied when put options are sold and are dependent on volatility market conditions. An annual estimation of these costs - applied to the portfolio (i.e., approximately 100% of the NAV of the Sub-fund) - ranges from roughly 0.70% to 2.10%; and

- (b) execution costs resulting from the management of the put-write strategies portfolio at each rebalancing day. The execution costs are estimated at roughly 0.15%, applied to the portfolio (i.e., approximately 100% of the NAV of the Sub-fund).

2.5 The Strategy is implemented according to a Synthetic Replication Policy, through the conclusion of OTC Derivatives.

2.6 The Synthetic Replication Policy implies that the Sub-fund either (i) invests its assets in Transferable Securities or Money Market Instruments (the **Financing Assets**) and exchanges the performance of up to 100% of the Financing Assets through OTC Derivatives to gain exposure to the Strategy or (ii) concludes an OTC Derivative with an initial exchange of the net proceeds of the issue of Shares in order to gain exposure to the Strategy. The Underlying Assets consist of the Strategy Index.

2.7 The Sub-fund invests at all times at least 75% of its net assets in equities issued by companies that have their registered office in a Member State of the European Economic Area, other than non-cooperative countries in the fight against fraud and tax evasion. The remainder, namely 25% of its assets maximum, may be invested in any other Transferable Securities, in derivatives, Money Market Instruments and/or cash, and also, within a limit of 15% of its net assets, in debt securities of any kind, and within a limit of 10% of its net assets, in UCITS and/or UCIs.

2.8 The Sub-fund may use EPM Techniques.

3. GLOBAL EXPOSURE

The Sub-fund uses the commitment approach to monitor its global exposure.

4. BUSINESS DAY - VALUATION DAY

For the purpose of this Special Section, a **Valuation Day** means a Business Day on which the stock exchanges are open during the whole day in France, United Kingdom, Germany, Italy and Switzerland (excluding Saturdays and Sundays and Luxembourg and French public holidays).

5. LAUNCH DATE

The Sub-fund is not launched at the date of this prospectus. It will be launched upon the decision of the Board.

6. CLASSES

The following Classes⁽¹⁾, once activated, will be available for subscription by investors:

| Class | Distribution policy | ISIN code | Reference Currency | Dividend | Target subscribers | Minimum Holding Amount ⁽²⁾ | Initial Net Asset Value |
|-----------|---------------------|--------------|--------------------|----------|--------------------|--|-------------------------|
| N | ACC | LU1540718142 | EUR | No | All | None | EUR 100 |
| N | DIS | LU1540718225 | EUR | Yes | All | None | EUR 100 |
| C | ACC | LU1540718498 | EUR | Non | All | None | EUR 100 |
| C | DIS | LU1540718571 | EUR | Yes | All | None | EUR 100 |
| C USD | ACC | LU1540718654 | USD | No | All | None | USD 100 |
| C USD H | ACC | LU1540718738 | USD | No | All | None | USD 100 |
| C USD | DIS | LU1540718811 | USD | Yes | All | None | USD 100 |
| Privilege | ACC | LU1540718902 | EUR | No | All | 1,000,000 EUR / Portfolio Managers: None | EUR 100 |
| Privilege | DIS | LU1540719033 | EUR | Yes | All | 1,000,000 EUR / | EUR 100 |

| Class | Distribution policy | ISIN code | Reference Currency | Dividend | Target subscribers | Minimum Holding Amount ⁽²⁾ | Initial Net Asset Value |
|---------|---------------------|--------------|--------------------|----------|-------------------------|--|-------------------------|
| | | | | | | Portfolio Managers: None | |
| R GBP | ACC | LU1540719116 | GBP | No | All ⁽³⁾ | None | GBP 100 |
| R GBP | DIS | LU1540719207 | GBP | Yes | All ⁽³⁾ | None | GBP 100 |
| I | ACC | LU1540719389 | EUR | No | Institutional Investors | 100,000 EUR / UCI: None | EUR 100 |
| I | DIS | LU1540719462 | EUR | Yes | Institutional Investors | 100,000 EUR UCI: None | EUR 100 |
| I USD | ACC | LU1540719546 | USD | No | Institutional Investors | 100,000 EUR or equivalent/ UCI: None | USD 100 |
| I USD H | ACC | LU1540719629 | USD | No | Institutional Investors | 100,000 EUR or equivalent/ UCI: None | USD 100 |
| I USD H | DIS | LU1540719892 | USD | Yes | Institutional Investors | 100,000 EUR or equivalent/ UCI: None | USD 100 |
| I CHF | ACC | LU1540719975 | CHF | No | Institutional Investors | 100,000 EUR or equivalent/ UCI: None | CHF 100 |
| I CHF H | DIS | LU1540720049 | CHF | Yes | Institutional Investors | 100,000 EUR or equivalent/ UCI: None | CHF 100 |
| I GBP | ACC | LU1540720122 | GBP | No | Institutional Investors | 100,000 EUR or equivalent/ UCI: None | GBP 100 |
| I GBP | DIS | LU1540720395 | GBP | Yes | Institutional Investors | 100,000 USD or equivalent/ UCI: None | GBP 100 |
| J | ACC | LU1540720478 | EUR | No | Institutional Investors | EUR 10 million ⁽⁴⁾ UCI: None | EUR 100 |
| M | ACC | LU1540720551 | EUR | No | Institutional Investors | EUR 50 million ⁽⁴⁾ | EUR 100 |
| X | ACC | LU1540720635 | EUR | No | Authorised Investors | EUR 5 million | EUR 100 |

(1) Each one of the above Classes may only be activated with prior approval of the Board or of the Management Company.

(2) The applicable Minimum Holding Amount may be waived or varied on a case-by-case basis, by the Company or the Management Company.

(3) Only in the countries where the Management Company has decided to market and/or register (if relevant) the Class.

(4) Regarding J shares and M shares, minimum subscription conditions are assessed on the basis of the total investment, irrespective of currency.

7. FEES AND COSTS

7.1 Subscription Fee, Conversion Fee and Redemption Fee

| Class | Subscription Fee (maximum) | Conversion Fee (maximum) ⁽¹⁾ | Redemption Fee (maximum) |
|------------------|----------------------------|---|--------------------------|
| N | 0.00% | 1.50% | None |
| C shares | 3.00% | 1.50% | None |
| Privilege shares | 3.00% | 1.50% | None |
| R shares | 3.00% | 1.50% | None |
| I shares | 0.00% | 1.50% | None |
| J shares | 0.00% | 1.50% | None |
| M shares | 0.00% | 1.50% | None |
| X shares | 0.00% | 1.50% | None |

(1) In the event of conversion to a sub-fund with a higher subscription fee, the difference may be payable.

7.2 Annual fees and costs payable by the Sub-fund

| Class | Management Company Fee (maximum) | Distribution Fee (maximum) | Performance Fee | Other Fees (maximum) | Taxe d'abonnement ⁽¹⁾ (subscription tax) |
|------------------|----------------------------------|----------------------------|-----------------|----------------------|---|
| N shares | 1.50% | 0.75% | No | 0.35% | 0.05% |
| C shares | 1.50% | No | No | 0.35% | 0.05% |
| Privilege shares | 0.80% | No | No | 0.35% | 0.05% |
| R shares | 0.80% | No | No | 0.35% | 0.05% |
| I shares | 0.60% | No | No | 0.35% | 0.01% |
| J shares | 0.50% | No | No | 0.35% | 0.01% |
| M shares | 0.40% | No | No | 0.25% | 0.01% |
| X shares | 0.00% | No | No | 0.35% | 0.01% |

(1) In addition, the Sub-fund may be subject to foreign UCI's tax, and/or other regulators levy, in the country where the sub-fund is registered for distribution.

8. SUBSCRIPTION AND REDEMPTION PROCESS

Initial subscriptions

- 8.1 The Initial Subscription Date of each of the Class is the Class Launch Date. Subscription requests for the Initial Subscription Date must be sent in writing to the Administrative Agent and be received by the Administrative Agent by 12.00 pm (CET) (the **Subscription Cut-Off Time**) at the latest on the day of the Initial Subscription Date.
- 8.2 Investors for which the subscription documents have been accepted on the Initial Subscription Date will be required to deliver to the account of the Depositary cleared funds for the full amount of their subscription pursuant to their subscription documents on the Initial Subscription Date. If the Depositary does not receive the funds in time the purchase order may be cancelled and the funds returned to the Investor without interest.
- 8.3 The investor will be liable for the costs of late or non-payment in which case the Management Company will have the power to redeem all or part of the Investor's holding of Shares in the Sub-fund (if any) in order to meet such costs. In circumstances where the Management Company at its absolute discretion regards it not practical or feasible to recoup a loss from an applicant for Shares, any losses incurred by the Sub-fund due to late or non-payment of the subscription proceeds in respect of subscription applications received will be borne by the Sub-fund.

Ongoing subscriptions – Subscription Cut-off Time

- 8.4 After the Initial Subscription Date of a Class, subscriptions can be made on any Valuation Day. Subscription requests in respect of a Valuation Day can be made to the Administrative Agent before 12.00 pm (CET) at the latest on the relevant Valuation Day (the **Subscription Cut-off Time**).

Redemptions – Redemption Cut-off Time

- 8.5 Redemptions can be made on any Valuation Day. Redemption requests for Shares in part or in whole in respect of a Valuation Day can be made to the Administrative Agent before 12.00 pm (CET) at the latest on the relevant Valuation Day (the **Redemption Cut-off Time**).
- 8.6 Payment of the redemption proceeds will be made generally 3 Business Days following the relevant Valuation Day.

9. REFERENCE CURRENCY AND HEDGING

The Reference Currency of the Sub-fund is the EUR.

10. PROFILE OF THE TYPICAL INVESTOR

Each Investor in the Sub-fund shall:

- (a) have the knowledge of, and the investment experience in, financial products which use derivatives and/or derivative strategies (such as the Sub-fund) and financial markets generally;
- (b) understand and evaluate the strategy, characteristics and risks of the Sub-fund in order to make an informed investment decision.

11. SPECIFIC RISK FACTORS

11.1 Investors should refer to the risk factors set out in Section 19 of the General Section and are in particular invited to consider the following risk factors further described in Section 19 of the General Section:

- (a) Equities;
- (b) Market volatility;
- (c) Conflicts of interest;
- (d) Use of financial derivative instruments.

11.2 In addition, Investors should carefully review the following risks disclaimer that are specific to the Sub-fund:

Risks related to the model used by the Strategy Index

The model used to determine the allocation of the Strategy Index is based on fundamental and market based criteria designed identify the stocks benefiting from a sustainable business model, favourable outlook, attractive valuation, a high average market capitalization and an active trading on the options' market in the investment universe. There is a risk that the model may not be efficient as there is no guarantee that the indicators defined may be relevant in the future. They are defined partly on the basis of historical data and there is nothing to guarantee that previous market situations will repeat themselves in the future.

SPECIAL SECTION 36 – THEAM QUANT – EQUITY EUROPE CLIMATE CARE PROTECTION 90%

This Special Section must be read in conjunction with the General Section of the Prospectus. This Special Section refers only to the THEAM Quant - Equity Europe Climate Care Protection 90% (the **Sub-fund**).

1. INVESTMENT OBJECTIVE AND INVESTMENT POLICY

- 1.1 The objective of the Sub-fund is (i) to increase the value of its assets over the medium term by being exposed to a dynamic basket of equities listed on European markets or operating on these markets, the components of which are chosen using a systematic selection method based on environmental, social and governance criteria (**ESG**) as well as a carbon emission and energy transition criteria, and (ii) to distribute an annual amount of 1% (the distribution of this amount is not guaranteed).
- 1.2 In addition, the Sub-fund benefits from a protection mechanism from the Guarantor whereby, on each Valuation Day, the Net Asset Value per Share of each Class is at least 90% of the Reference Net Asset Value per Share of the Class (as defined below under Section 3.1), as further described below.
- 1.3 The Sub-fund will not invest more than 10% of its net assets in units or shares of UCITS or other UCIs.

2. STRATEGY

- 2.1 In order to achieve its investment objective, the Sub-fund implements a quantitative investment strategy (the **Strategy**) that takes long positions on a diversified basket composed of European markets equities through the BNP Paribas Equity Europe Climate Care NTR Index (the **Strategy Index**). Exposure to the Strategy is variable and determined via the protection mechanism, as described below.
- 2.2 The objective of the model used to build the Strategy Index is to provide exposure to the performance of a notional basket of liquid ESG responsible European companies that are appealing from low carbon emission and energy transition perspectives. The investment universe of the Strategy Index is composed of European companies offering satisfactory liquidity conditions and considered for good ESG performance according to Vigeo and BNP Paribas Investment Partners Limited.
- 2.3 The Strategy Index components weights are then determined according to an optimisation algorithm which seeks to maximise the Vigeo energy transition score. The optimisation is applied according to the principal constraints of ESG score, risk mitigation, carbon footprint or sectorial diversification constraint.
- 2.4 The protection mechanism associated to each Class consists in generating variable exposure to the performance of the Strategy and to cash or Money Market Instruments on a basis at least equal to the level of protection. Exposure to the Strategy is determined by carrying out an allocation using a quantitative mechanism. Exposure to the Strategy varies each day depending on both the performance of the Strategy and the level of protection of each Class.
- 2.5 BNP Paribas Equity Europe Climate Care NTR Index (Bloomberg code: BNPIEECC index) is an index denominated in EUR, calculated with net dividends reinvested. The Strategy Index is a diversified index representing a dynamic investment in a basket of European markets equities. The Strategy Index is based on a systematic model developed by BNP Paribas and is rebalanced quarterly using an optimisation algorithm. The allocation algorithm assigns optimal weight to each share of

the investment universe in a manner which seeks to maximise the energy transition criteria of the resulting basket of shares. The rebalancing of the Strategy Index does not involve any cost for the Strategy Index. The Strategy Index is sponsored by BNP Paribas. It was established in February 2000. For further information on the Strategy Index, investors are invited to consult the following website: <https://indices-globalmarkets.bnpparibas.com>. The complete breakdown of this index and performance information are available on the same page. The index calculation method is available directly at: <https://indices-globalmarkets.bnpparibas.com/nr/EECC.pdf>. Investors may obtain a paper version of the Strategy Index rulebook within one week on written request to THEAM TSA 47000 – 75 318 Paris Cedex 09. E-mail: THEAM.sales.support@bnpparibas.com.

- 2.6 Vigeo, founded in 2002, has become a global leading corporate responsibility rating agency. Vigeo measures the performances and level of management of the social responsibility risks of companies and organisations. It therefore analyses the extent to which companies and public authorities integrate environmental, social, societal and good governance objectives in the definition and deployment of their strategy or policies.
- 2.7 The Sub-fund will not make use of the increased diversification limits provided for in article 44 of the 2010 Act and further described under Section 3.15 of the General Section.
- 2.8 The Strategy is implemented either according to a Synthetic Replication Policy, through the conclusion of OTC Derivatives or in cash by partially investing directly in the basket of equities that make up the Strategy Index.
- 2.9 If the Strategy is implemented according to the Synthetic Replication Policy, the Sub-fund will either (i) invest its assets in Transferable Securities or Money Market Instruments (the **Financing Assets**) and exchange the performance of up to 100% of the Financing Assets through OTC Derivatives to gain partial exposure to the Strategy Index or (ii) conclude an OTC Derivative with an initial exchange of the net proceeds of the issue of Shares in order to gain partial exposure to the Strategy Index. The Underlying Assets notably consist of the Strategy Index and Eligible Investments.
- 2.10 The Sub-fund may also invest in any other Transferable Securities and cash, and, within a limit of 10% of its NAV, in UCITS and/or other UCIs. Aggregated investment in Money Market Instruments and/or cash, in debt securities of any kind, in UCITS and/or UCIs cannot exceed 25% of the Sub-fund's NAV.
- 2.11 The Sub-fund may use EPM Techniques.

3. **GUARANTEE**

- 3.1 Upon the launch of the Sub-fund, a Guarantee is issued by the Guarantor. The Guarantor guarantees to the Sub-fund that the Net Asset Value per Share of each Class is, on each Valuation Day, at least equal to ninety percent (90%) of the Reference Net Asset Value per Share of the Class (the **Guaranteed Price**).
- 3.2 In respect of each Class, the **Reference Net Asset Value** is equal to the maximum between (i) the Net Asset Value per Share of the Class on the last Valuation Day of the previous calendar year (after deduction of the distributed amount), and (ii) the highest Net Asset Value per Share of the Class reached over the current calendar year.
- 3.3 The Guarantee is effective during a period starting as of the Sub-fund Launch Date and remains in full force and effect until (and including) the last Valuation Day of the first calendar year after the year of the Sub-fund Launch Date (the **Termination Date**), but the Guarantee will automatically be extended until the date (the **Extended Termination Date**) which is the first anniversary date of (i) the Termination Date (in respect of the first extension), or (ii) the preceding Extended Termination

Date (in respect of any subsequent extension) except in case of prior termination of the Guarantee by the Guarantor or the Management Company. A notification of termination of the Guarantee must be notified in writing to the other party twelve (12) months before each anniversary date (the **Termination Notification**). The costs of the Guarantee will be included in the swap confirmation relating to the Guarantee.

- 3.4 Shareholders are thus ensured that, until the Termination Date, in respect of any redemption request made to the Sub-fund in respect of the relevant Class, the redemption price of their Shares will be at least equal to the Guaranteed Price (less a Redemption Fee, as applicable). **If the Guarantee is not extended by the Guarantor, Shareholders will cease to benefit from the Guarantee as from the Valuation Day immediately following the Extended Termination Date. Shareholders will be duly informed by the Management Company at the latest one month after the Termination Notification if the Guarantor does not opt for an extension of the Guarantee or if the Management Company terminates the Guarantee.**
- 3.5 The Guarantee is granted for a maximum outstanding Shares of 5,000,000.00 . This amount could be increased, subject to the prior consent of the Guarantor and the Management Company. Beyond these maximum outstanding Shares of 5,000,000.00, the Company will not accept further subscription or conversions of Shares.
- 3.6 The Guarantee may however be (i) reduced or (ii) terminated early as further described in the last paragraph of Sections 3.1(l) to 3.1(n) of the General Section.

4. GLOBAL EXPOSURE

The Sub-fund uses the commitment approach to monitor its global exposure.

5. BUSINESS DAY - VALUATION DAY

For the purpose of this Special Section, a **Valuation Day** means a Business Day on which the Paris, London, Frankfurt and Stockholm exchanges are open during the whole day (excluding Saturdays and Sundays and Luxembourg and French public holidays).

6. LAUNCH DATE

The Sub-fund is not launched at the date of this prospectus. It will be launched upon the decision of the Board.

7. CLASSES

The following Classes⁽¹⁾, once activated, will be available for subscription by investors:

| Class | Distribution policy | ISIN code | Reference Currency | Dividend | Target subscribers | Minimum Holding Amount ⁽¹⁾ | Initial Net Asset Value |
|---------------------|---------------------|--------------|--------------------|----------|-------------------------|---|-------------------------|
| Protected C | DIS | LU1540720718 | EUR | Yes | All | None | EUR 100 |
| Protected I | DIS | LU1540720809 | EUR | Yes | Institutional Investors | EUR 100,000 UCI: none | EUR 100 |
| Protected Privilege | DIS | LU1540720981 | EUR | Yes | All | EUR 1,000,000 Portfolio managers: none | EUR 100 |

(1) The applicable Minimum Holding Amount may be waived or varied on a case-by-case basis, by the Company or the Management Company.

(2) Each one of the above Classes may only be activated with prior approval of the Board or of the Management Company.

8. FEES AND COSTS

8.1 Subscription Fee, Conversion Fee and Redemption Fee

| Class | Subscription Fee (maximum) | Conversion Fee (maximum) ⁽¹⁾ | Redemption Fee (maximum) |
|----------------------------|----------------------------|---|--------------------------|
| Protected C shares | 3.00% | 1.50% | None |
| Protected I shares | 0.00% | 1.50% | None |
| Protected Privilege shares | 3.00% | 1.50% | None |

(1) In the event of conversion to a sub-fund with a higher subscription fee, the difference may be payable.

8.2 Annual fees and costs payable by the Sub-fund

| Class | Management Company Fee (maximum) | Distribution Fee (maximum) | Performance Fee | Other Fees (maximum) | Taxe d'abonnement ⁽¹⁾ (subscription tax) |
|----------------------------|----------------------------------|----------------------------|-----------------|----------------------|---|
| Protected C shares | 1.75% | No | No | 0.35% | 0.05% |
| Protected I shares | 0.80% | No | No | 0.25% | 0.01% |
| Protected Privilege shares | 1.20% | No | No | 0.35% | 0.05% |

(1) In addition, the Sub-fund may be subject to foreign UCI's tax, and/or other regulators levy, in the country where the sub-fund is registered for distribution.

9. SUBSCRIPTION AND REDEMPTION PROCESS

Initial subscriptions

9.1 The Initial Subscription Date of each of the Class is the Class Launch Date. Subscription requests for the Initial Subscription Date must be sent in writing to the Administrative Agent and be received by the Administrative Agent by 12.00 pm (CET) (the **Subscription Cut-Off Time**) at the latest on the day of the Initial Subscription Date.

9.2 Investors for which the subscription documents have been accepted on the Initial Subscription Date will be required to deliver to the account of the Depositary cleared funds for the full amount of their subscription pursuant to their subscription documents on the Initial Subscription Date. If the Depositary does not receive the funds in time the purchase order may be cancelled and the funds returned to the Investor without interest.

- 9.3 The investor will be liable for the costs of late or non-payment in which case the Management Company will have the power to redeem all or part of the Investor's holding of Shares in the Sub-fund (if any) in order to meet such costs. In circumstances where the Management Company at its absolute discretion regards it not practical or feasible to recoup a loss from an applicant for Shares, any losses incurred by the Sub-fund due to late or non-payment of the subscription proceeds in respect of subscription applications received will be borne by the Sub-fund.

Ongoing subscriptions – Subscription Cut-off Time

- 9.4 After the Initial Subscription Date of a Class, subscriptions can be made on any Valuation Day. Subscription requests in respect of a Valuation Day can be made to the Administrative Agent before 12.00 pm (CET) at the latest on the relevant Valuation Day (the **Subscription Cut-off Time**).

Redemptions – Redemption Cut-off Time

- 9.5 Redemptions can be made on any Valuation Day. Redemption requests for Shares in part or in whole in respect of a Valuation Day can be made to the Administrative Agent before 12.00 pm (CET) at the latest on the relevant Valuation Day (the **Redemption Cut-off Time**).
- 9.6 Payment of the redemption proceeds will be made generally 3 Business Days following the relevant Valuation Day.

10. REFERENCE CURRENCY AND HEDGING

The Reference Currency of the Sub-fund is the EUR.

11. PROFILE OF THE TYPICAL INVESTOR

Each Investor in the Sub-fund shall understand and evaluate the Strategy, characteristics and risks of the Sub-fund in order to make an informed investment decision.

12. SPECIFIC RISK FACTORS

- 12.1 Investors should refer to the risk factors set out in Section 19 of the General Section and are in particular invited to consider the following risk factors further described in Section 19 of the General Section:
- (a) Equities;
 - (b) Market volatility;
 - (c) Conflicts of interest;
 - (d) Use of financial derivative instruments;
 - (e) Synthetic replication;
 - (f) Physical replication.
 - (g) Risk linked to the Guarantee.
- 12.2 In addition, Investors should carefully review the following risks disclaimer that are specific to the Sub-fund:

Risks related to the model used by the Strategy Index

The model used to determine the allocation of the Strategy Index is based on fundamental criteria designed to identify the stocks benefitting from good ESG performance according to Vigeo and allowing to maximise the energy transition criteria of the resulting basket of share. There is a risk that the model will not be efficient as there is no guarantee that the indicators defined will be relevant in the future. They are defined partly on the basis of historical data and there is nothing to guarantee that previous market situations will repeat themselves in the future.

Risks related to the protection mechanism

- 12.3 The protection mechanism implemented linked to the Guarantee involves that if the Net Asset Value per Share of each Class falls, the levels of protection will also be reduced accordingly. There is thus a risk that investors may lose almost all of their capital if they hold their Shares for a long period.

Risk of default of the Guarantor

- 12.4 Shareholders' attention is drawn to the fact that they are exposed to the risk of default of the Guarantor.