

# Sales Prospectus

15 June 2023 issue

## GLOBAL INVESTORS

**This translation is for courtesy purposes only.  
We make no claim as to the accuracy or validity of this text.  
The actual German original Sales Prospectus shall prevail.**

<b>Name of the sub-fund:</b>	<b>GLOBAL INVESTORS – Innovation World Large Caps by AMG</b>			
<b>Currency of the sub-fund</b>	USD			
<b>Share classes:</b>	A	B	C	D
<b>Share class currency</b>	USD	CHF	USD	USD
<b>Securities identification number:</b>	A2PVHF	A2PVHG	A2PWE7	A2PVHH
<b>ISIN:</b>	LU2084863575	LU2084868962	LU2084869424	LU2084870786
<b>Date of the first net asset valuation:</b>	17.12.2019	17.12.2019	9.1.2020	17.12.2019
<b>Initial issue price:</b>	USD 1,000	CHF 1,000	USD 1,000	USD 1,000
<b>Sales commission:</b>	none	none	none	none
<b>Custodian fee:</b>	Max. 0.05% p.a. (at least EUR 20,000 p.a. plus fund costs and external costs such as depositories)			
<b>Appropriation of profits:</b>	Reinvestment	Reinvestment	Reinvestment	Reinvestment
<b>Management fee:</b>	<p>Max. 0.06% p.a. (at least EUR 15,000 p.a.). In addition, the Management Company is entitled to receive a central administration fee:</p> <p>Max. 0.04% p.a., at least EUR 15,000 p.a.</p> <p>In addition, the Management Company is entitled to receive EUR 3,000 per share class for transfer agency services.</p> <p>In addition, the Management Company is entitled to receive EUR 5,000 per sub-fund for domiciliation services, plus EUR 1,000 in case of additional Board Meetings and/or Annual General Meetings.</p>			
<b>Portfolio management fees:</b>	Max. 1.10%	Max. 1.10%	Max. 1.60%	Max. 1.10%
<b>End of financial year:</b>	31 March			

<b>Name of the sub-fund:</b>	<b>GLOBAL INVESTORS – Innovation World Large Caps by AMG</b>			
<b>Currency of the sub-fund</b>	USD			
<b>Share classes:</b>	E	F	G	H
<b>Share class currency</b>	EUR	USD	EUR	EUR
<b>Securities identification number:</b>	A2P07D	A2P07E	A2P07F	A2P07G
<b>ISIN:</b>	LU2127862683	LU2127862766	LU2127862840	LU2127862923
<b>Date of the first net asset valuation:</b>	13.03.2020	TBD	13.03.2020	TBD
<b>Initial issue price:</b>	EUR 1,000	TBD	EUR 1,000	TBD
<b>Sales commission:</b>	none	none	none	none
<b>Custodian fee:</b>	Max. 0.05% p.a. (at least EUR 20,000 p.a. plus fund costs and external costs such as depositories)			
<b>Appropriation of profits:</b>	Reinvestment	Reinvestment	Reinvestment	Reinvestment
<b>Management fee:</b>	<p>Max. 0.06% p.a. (at least EUR 15,000 p.a.). In addition, the Management Company is entitled to receive a central administration fee:  Max. 0.04% p.a., at least EUR 15,000 p.a.</p> <p>In addition, the Management Company is entitled to receive EUR 3,000 per share class for transfer agency services.</p> <p>In addition, the Management Company is entitled to receive EUR 5,000 per sub-fund for domiciliation services, plus EUR 1,000 in case of additional Board Meetings and/or Annual General Meetings.</p>			
<b>Portfolio management fees:</b>	Max. 1.10%	0.0% Class F is reserved exclusively for institutional investors who signed a written agreement with the AMG Fondsverwaltung AG at the time of subscription and during the investment period for the purpose of investing in this share class. With this share class, the costs for asset management of the Fund are invoiced separately to the investor within the scope of the aforementioned written agreement.	Max. 1.60%	Max. 1.10%
<b>End of financial year:</b>	31 March			

<b>Name of the sub-fund:</b>	<b>GLOBAL INVESTORS – Innovation World Large Caps by AMG</b>	
<b>Currency of the sub-fund</b>	USD	USD
<b>Share classes:</b>	I	K
<b>Share class currency</b>	USD	USD
<b>Securities identification number:</b>	A2QE5L	A3D44P
<b>ISIN:</b>	LU2243336760	LU2569308542
<b>Date of the first net asset valuation:</b>	09/06/2021	TBD
<b>Initial issue price:</b>	USD 1,000	USD 1,000
<b>Sales commission:</b>	Max. 3%	None
<b>Custodian fee:</b>	Max. 0.05% p.a. (at least EUR 20,000 p.a. plus fund costs and external costs such as depositories)	
<b>Appropriation of profits:</b>	Reinvestment	Reinvestment
<b>Management fee:</b>	<p>Max. 0.06% p.a. (at least EUR 15,000 p.a.). In addition, the Management Company is entitled to receive a central administration fee:</p> <p>Max. 0.04% p.a., at least EUR 15,000 p.a.</p> <p>In addition, the Management Company is entitled to receive EUR 3,000 per share class for transfer agency services.</p> <p>In addition, the Management Company is entitled to receive EUR 5,000 per sub-fund for domiciliation services, plus EUR 1,000 in case of additional Board Meetings and/or Annual General Meetings.</p>	
<b>Portfolio management fees:</b>	Max. 1.40%	Max. 1.85%
<b>End of financial year:</b>	31 March	

**Performance of the sub-funds:**

Summaries are attached to the Key Investor Information Documents (“KIIDs”).

**Further detailed information on the relevant sub-funds is given in the Special Section of the sales prospectus.**

**Information for investors with links to the United States:**

The Management Company can restrict or forbid the ownership of shares for any individual who is subject to taxation in the United States (US). Natural persons subject to taxation in the US include, for example, persons who

- a) were born in the US or one of its territories or possessions,
- b) are naturalised citizens (including green card holders),
- c) were born abroad to a US citizen,
- d) are not citizens of the US but spend the majority of their time in the US or
- e) are married to a US citizen.

Legal persons considered subject to taxation in the US include, for example:

- a) companies and stock corporations established under the laws of one of the 50 states of the US or the District of Columbia,
- b) a company or partnership incorporated under an Act of Congress, or
- c) pension funds established as US trusts.

Investors classified as “Restricted Persons” under US Regulation No. 2790 of the National Association of Securities Dealers (NASD 2790) must immediately report their holdings in the investment fund to the Management Company.

“US persons” are US citizens or persons with a regular place of residence in the US or stock corporations or limited partnerships or estates or trusts, except inheritances or fiduciary relationships, established under the laws of the states, territories or possessions of the US whose income comes from sources outside the US and is not taken into account when calculating gross income for US income tax purposes, or any companies, shareholders or other legal structures – regardless of nationality, domicile, location and registered office – if their ownership is assigned to one or more US persons pursuant to the applicable US income tax law or persons defined as “US persons” in Regulation S issued under the US Securities Act of 1933 or the US Internal Revenue Code of 1986, as amended, or other regulations (e.g. FATCA).

**Foreign Account Tax Compliance Act**

The Fund is subject to the Hiring Incentives to Restore Employment Act (the HIRE Act), which was passed by the United States in March 2010. The HIRE Act contains provisions that are generally defined as the US Foreign Account Tax Compliance Act (“FATCA”).

The FATCA regulations specify that certain information must be reported to the Internal Revenue Service (IRS), the US tax authority. This reporting obligation covers information on non-US financial institutions that do not conform to the FATCA regulations as well as US accounts and non-US legal entities that are direct or indirect owners of specific US entities. A violation of this reporting obligation may cause a special withholding tax of thirty percent (30%) to be levied on specific income (including dividends and interest) that originates in the US as well as gross sales proceeds from the sale or other transfer of property that results in interest or dividend payments originating in the US.

If the Fund is subject to withholding tax as a result of the FATCA regulations, the value of the shares held by investors may fall significantly.

Under the FATCA regulations, the Fund is treated as a foreign financial institution (FFI) as defined by the FATCA provisions. Consequently, the Fund may require investors to provide proof of their tax residency, as well as any other information which is required to satisfy the above regulations.

Unless provisions in this sales prospectus provide otherwise, the Fund is entitled to take the following measures:

- a) The Fund may withhold all taxes or similar charges as long as this is required in order to meet its legal or other obligations (with regard to the Fund’s investments).

- b) The Fund may require that each investor or beneficial owner immediately provide all personal information that the Fund considers necessary to meet its legal obligations and/or to promptly determine the amount to be withheld.
- c) The Fund is entitled to disclose personal information to any tax authority provided that this is required by law or by a tax authority.
- d) The Fund may withhold the payment of dividends or proceeds from the redemption or repurchase of shares from an investor until the Fund has sufficient information available to determine the amount to be withheld.

### **Common Reporting Standard**

In accordance with the Luxembourg Law of 18 December 2015 (“CRS Law”), the Fund is subject to the standard for the automatic exchange of tax information (“Standard”) and its Common Reporting Standard (“CRS”).

It is assumed that the Fund will be classified as a “Reporting Financial Institution” (*institution financière déclarante*) for purposes of the CRS Law.

Notwithstanding the provisions set out in the Law of 2 August 2002 on the protection of persons in connection with the handling of personal data and any other relevant data protection provisions set out in the Fund’s documents, the Fund is subject to certain reporting and due diligence requirements as a Reporting Financial Institution. These obligations also include an obligation on the part of the Fund to report personal and financial data to the Luxembourg tax authority relating to the identification of i) investors deemed Reportable Persons in accordance with the CRS Law (*Personnes devant faire l’objet d’une déclaration*) and ii) investors deemed Controlling Persons of certain Non-Reporting Financial Institutions in accordance with the CRS Law who are Reportable Persons (*Personnes détenant le contrôle*). The personal and financial data to be disclosed is listed in appendix 1 to the CRS Law (the “**Information**”).

The Fund’s ability to meet its obligations under the CRS Law depends on the cooperation of investors who are required to provide the Information and any necessary supporting evidence to the Fund. All investors are informed that the Fund processes the Information it receives for purposes of the CRS Law and undertakes to inform its Controlling Persons of this processing.

All investors are also informed that the Information regarding Reportable Persons in accordance with the CRS Law is passed on to the Luxembourg tax authority each year.

Reportable Persons are advised in particular that extracts are issued in order to report on certain operations that they execute and that part of this Information serves as the basis for the annual exchange of information with the Luxembourg tax authority.

Moreover, all investors agree to inform the Fund within thirty (30) days of receipt of these reports if the personal data received is incorrect.

Investors undertake to provide the Fund with all documents and evidence that may affect the Information within thirty (30) days.

Any investors that fail to comply with a request for relevant Information or documentation shall be subject to those taxes or penalties that are consequently imposed on the Fund in accordance with the CRS Law and the Fund may redeem their shares at its discretion.

### **GLOBAL INVESTORS (Société d’investissement à capital variable)**

GLOBAL INVESTORS is an investment company with variable capital that was established on 9 April 2002 as a Société d’Investissement à Capital variable (“SICAV”), hereinafter referred to as the “Fund” or the “Company”.

The provisions of the Law on trading companies of 10 August 1915 (“Law of 1915”) apply to the Company as a Société d’Investissement à Capital variable (“SICAV”).

As set out in the relevant investment policy, the individual sub-funds' assets may be invested in interest-bearing securities (fixed and floating rate bonds including zero coupon bonds), convertible bonds, warrant bonds registered as warrants on securities, warrants on securities, participation certificates, share certificates and any other legally permissible assets. Options or warrant bonds may cause the fund price to be significantly more volatile than would be the case with a direct investment in shares. These investment instruments must for the most part be officially quoted on securities exchanges or on other markets that are recognised, open to the public and operate in accordance with all applicable legislation. Each sub-fund's investment policy is described in detail in the Special Section of the sales prospectus.

Each sub-fund's investment policy aims to achieve an appropriate, steady or high increase in value in consideration of the financial, political, and geographic risks.

The following sub-funds are currently available, which have different investment priorities as described in the relevant Special Section of the sales prospectus:

**GLOBAL INVESTORS – Innovation World Large Caps by AMG**

Company shares are purchased on the basis of this sales prospectus supplemented by the latest audited annual report to the previous 31 March and also by the unaudited semi-annual report to the previous 30 September if this is more recent than the latest annual report.

Techniques and instruments may be used (as explained in the sales prospectus under 4. C. 2. m) "Use of derivatives and instruments and associated risks" and under 4. H. "Techniques and instruments") for hedging purposes or for purposes of efficient portfolio management. Under no circumstances may the use of techniques and instruments cause the Fund to deviate from its established investment objectives.

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Information other than that contained in this sales prospectus and in the documents referred to herein and that made available to the public must not be distributed. Every purchase of shares on the basis of information or declarations not contained in this sales prospectus is made exclusively at the risk of the buyer.

The sales prospectus consists of two sections. The “General Section” contains information and descriptions that pertain to all sub-funds and/or the Company as a whole, whereas the “Special Section” outlines the particulars of the respective sub-funds. The “Special Section” is an integral part of the sales prospectus.

### **Data protection**

Investors/unit holders are hereby informed that, in connection with a subscription for units in the Fund, they are agreeing to disclose information to the Fund or to the Management Board which qualifies as personal data within the meaning of the Law of 2 August 2002, as amended, as well as Regulation 2016/679 of the European Parliament and the Council of 27.04.2016 for the protection of natural entities during the processing of personal data, and to the free movement of data and the application of Directive 95/46/EG (‘General Data Protection Regulation’ or ‘GDPR’). The processing of this data is carried out by the Fund or the management company (joint responsibility) in accordance with the provisions of the GDPR and the Luxembourg Law of 2 August 2002, as amended, regarding the protection of personal data during data processing.



In respect of the data, this can in detail involve names, addresses and identification numbers, as well as contact data of actual commercial owners, members of the Management Board and persons who directly or indirectly hold shares in respectively subscribing companies. It will be used for the purposes of: (i) the maintenance of a Registry of Holders of Investment Units, (ii) the processing of subscriptions, redemptions and conversion of units, and dividend payments to unit holders, (iii) carrying out of compliance checks, (iv) compliance with relevant money laundering regulations, (v) identification with tax entities, which can be required in accordance with Luxembourgish or foreign laws and regulations (including those in connection with FATCA and CRS), as well as compliance with other laws and regulations, and the identification and reporting obligations related to these as applicable to the area of operations of the Fund or the management company.

The Fund, or the management company, can assign the processing of personal data to another company (the 'processor'), e.g. to the central administration, the Registry Office, a company related to the Fund or to the management company, or any other third party in accordance with, and within the limits of, the applicable laws and regulations. A processor can in turn commission a further processor to carry out certain processing activities in the name of the Fund or the management company, if the Fund or the management company has given prior approval for this. These companies (processors and subcontracted processors) can be based either within the European Union or in countries outside of the European Union whose data protection laws offer an appropriate level of protection such as, for example, (especially but not exclusively) in the Principality of Liechtenstein. Every processor or subcontracted processor processes the personal data under the same conditions, and for the same purposes, as the Fund or the management company.

Personal data can also be passed on to the Luxembourgish tax authorities, which in turn act as a data processing agency, and are thus also able to pass on such data to foreign tax authorities. In addition, personal data can also be passed to the Fund's service providers and advisers (e.g. the portfolio manager, the depositary etc), as well as to companies related to these within the European Union, or in countries outside of the European Union whose data protection laws offer an appropriate level of protection. In this context it must be established that, in the course of fulfilling the legal and regulatory duties placed upon them, these companies are also potentially able to process the data passed to them as a responsible agency within the meaning of, and in accordance with, the provisions of the GDPR.

Every unit holder has the right of access to his/her personal data and, if this is incorrect and/or incomplete, can request correction of the same. Every unit holder can also object to the processing of his/her personal data on grounds of legitimate interest, or request the deletion of such data, if the provisions in accordance with the data protection law are fulfilled.

Further information on the processing of personal data, as well as the rights of natural entities affected by data processing, can be seen in the data protection notices featured on the management company internet page at <https://vpfundsolutions.vpbank.com/de/datenschutz-1>.

## GENERAL SECTION OF THE SALES PROSPECTUS for GLOBAL INVESTORS

### GLOBAL INVESTORS

**2, rue Edward Steichen, L-2540 Luxembourg, Grand Duchy of Luxembourg**

#### Board of Directors:

Eduard von Kymmel Independent Director 2, rue Edward Steichen L-2540 Luxembourg Luxembourg	Dr Felix Brill Chairman VP Fund Solutions (Luxembourg) SA Luxembourg	GLOBAL INVESTORS – Innovation World Large Caps by AMG: AMG Fondsverwaltung AG Bahnhofstrasse 29 CH-6300 Zug Switzerland
Alexander Ziehl Member of Executive Management VP Fund Solutions (Luxembourg) SA Luxembourg	Daniel Siepmann Member of the Board of Directors VP Fund Solutions (Luxembourg) SA Luxembourg	<b>Initiator</b>  GLOBAL INVESTORS – Innovation World Large Caps by AMG sub-fund: AMG Fondsverwaltung AG Bahnhofstrasse 29 CH-6300 Zug Switzerland
Uwe Stein Member of Executive Management VP Fund Solutions (Luxembourg) SA Luxembourg	Jean-Paul Gennari Member of the Board of Directors VP Fund Solutions (Luxembourg) SA	<b>Paying Agents:</b>  In Luxembourg:  VP Bank (Luxembourg) SA 2, rue Edward Steichen L-2540 Luxembourg Grand Duchy of Luxembourg
<b>Management Company, Registrar and Transfer Agent:</b>	<b>Management Board of the Management Company:</b>  Torsten Ries (CEO) Alexander Ziehl Dr Uwe Stein	<b>Independent auditor:</b>  PricewaterhouseCoopers (PwC), Société coopérative 2, rue Gerhard Mercator L-2182 Luxembourg
VP Fund Solutions (Luxembourg) SA 2, rue Edward Steichen L-2540 Luxembourg Grand Duchy of Luxembourg	<b>Custodian:</b>  VP Bank (Luxembourg) SA 2, rue Edward Steichen L-2540 Luxembourg Grand Duchy of Luxembourg	
<b>Board of Directors of the Management Company:</b>	<b>Portfolio Manager:</b>	

Copies of the sales prospectus are available from the registered office of Global Investors

## 1. The Company

GLOBAL INVESTORS (the “Company” or “Fund”) is an investment company with variable capital that was established on 9 April 2002 as a Société d’Investissement à Capital variable (“SICAV”). The provisions of the Law of 1915 apply to the Company as a SICAV.

As from February 2012, the marketing materials were amended so that they fulfil the provisions of Part I of the Law of 17 December 2010 and the requirements of the amended 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 (“Directive 2009/65/EC”). KPMG Luxembourg Société coopérative in Luxembourg has been appointed as the Fund’s independent auditor.

The Company is an umbrella fund. This means that the Company consists of one or several sub-funds within the meaning of Article 181 of the Law of 17 December 2010. All the sub-funds together therefore constitute the Company (or the “umbrella fund”). The Company is not limited in time or amount. It is possible to launch new sub-funds and/or liquidate or merge one or more existing sub-funds at any time. Sub-funds can be established for a fixed or indefinite period of time. The sales prospectus is updated each time new sub-funds are launched. Each investor participates in the Company via an investment in a sub-fund. In respect of the relationship between the shareholders, each sub-fund is regarded as an independent investment fund. The rights and obligations of a sub-fund’s shareholders are separate from those of other sub-funds’ shareholders. The net sub-fund assets are presented both individually and on a consolidated basis in financial reports. Consolidation takes place in USD. With regard to third parties, each sub-fund is only liable for the liabilities attributed to that specific sub-fund.

The current version of the Company’s Articles of Association is published in the Mémorial C, Recueil électronique des Sociétés et Associations (the “Mémorial”) and filed with the Luxembourg Trade and Companies Register. All amendments to the Articles of Association have been published in the Mémorial and filed with the Trade and Companies Register. In acquiring shares, a sub-fund’s shareholders recognise the Articles of Association and any filed, authorised changes thereto. The Company is registered with the Luxembourg Trade and Companies Register under number B 86.731. The last amendment to the Company’s Articles of Association was made on 16 December 2013 and was published in the Mémorial on 17 January 2014.

The share capital corresponds to the sum of all net assets pertaining to each sub-fund. As regards changes in capital, the general provisions of the Law of 1915 on publication and entry in the Commercial Register do not apply with regard to increases and reductions in share capital.

The Company’s minimum capital corresponds to the equivalent of EUR 1,250,000.00 and was reached within six months of the Company’s foundation. The Company’s initial capital amounted to USD 40,000 and was divided into 400 shares with no par value. If the share capital falls to less than two-thirds of the minimum capital, the Board of Directors will be required to request the liquidation of the Company in a general meeting to be held with no attendance requirement, with a decision being reached by simple majority of the shares represented. The same applies if the Company’s capital falls below one quarter of the minimum capital, although in this case, the liquidation of the Company can be passed when supported by a quarter of the shares represented at the general meeting.

## 2. The Custodian and Paying Agent

VP Bank (Luxembourg) SA (the “Custodian”) was appointed by the Company and the Management Company as the Custodian of the Fund and entrusted with (i) the safekeeping of the Fund’s assets, (ii) cash monitoring, (iii) control functions and (iv) all other functions agreed from time to time and laid down in the Custodian and Paying Agent Agreement.

The Custodian is a financial institution domiciled in Luxembourg with its registered office in Luxembourg City and is registered in the Luxembourg Commercial Register under registration number B 29.509.

It has been given permission to carry out banking transactions of any kind within the meaning of the Law of 5 April 1993 on the financial sector, as amended. The Custodian is responsible for the safekeeping of the Fund’s assets.

### **Obligations of the Custodian**

The Custodian is entrusted with safekeeping the Fund's assets. This may include financial instruments that can be deposited, either directly by the Custodian or, in the scope permitted by law, by any third-party or sub-custodian whose guarantees can be considered as equivalent to those of the Custodian, i.e. in the case of Luxembourg institutions, credit institutions as defined in the Law of 5 April 1993 on the financial sector, as amended, or, in the case of foreign institutions, financial institutions which are subject to supervision considered equivalent to the requirements under Community law. The Custodian shall also ensure that the Fund's cash flows are monitored properly and in particular that the subscription amounts are received and all cash belonging to the Fund is properly registered to accounts which are opened (i) in the name of the Fund or sub-fund, or (ii) in the name of the Custodian acting on behalf of the Fund.

The Custodian shall also ensure that:

- i. the sale, issue, redemption, payout and cancellation of Fund shares are carried out in accordance with Luxembourg law and the Fund's Articles of Association;
- ii. the value of the Fund shares is calculated in accordance with Luxembourg law and the Fund's Articles of Association;
- iii. the instructions of the Fund or the Management Company for the account of the Fund are followed, unless these instructions violate Luxembourg law or the Fund's Articles of Association;
- iv. in the case of Fund asset transactions, the countervalue is transferred to the Fund within the usual time period;
- v. the Fund's income is used in accordance with Luxembourg law and the Fund's Articles of Association.

The Custodian shall provide the Management Company with a complete inventory of all assets of the individual sub-funds on a regular basis.

### **Delegation of tasks**

In accordance with the provisions of Article 34bis of the Law of 17 December 2010 and the Custodian and Paying Agent Agreement, under certain conditions and to effectively fulfil its duties, the Custodian may delegate its custodian obligations in relation to the assets of the Fund, including the safekeeping of assets and, in the case of assets which cannot be held in custody due to their nature, the verification of the ownership structure and the management of records relating to these assets, in accordance with Article 34 (3) of the Law of 17 December 2010 in part or in full to one or more third parties appointed by the Custodian from time to time.

To ensure that each third party has the necessary skills and expertise and maintains these skills and this expertise, the Custodian shall act with due care and diligence when selecting and appointing third parties.

The Custodian shall also regularly check whether the third party fulfils all applicable statutory and regulatory requirements and subjects all third parties to continuous monitoring to ensure that the obligations of the third parties continue to be fulfilled in a competent manner.

The liability of the Custodian remains unaffected by the fact that custody of the Fund's assets is transferred in full or in part to a third party.

The Custodian has commissioned VP Bank AG, Aeulestrasse 6, LI-9490 Vaduz, (the "Central Sub-Custodian"), a credit institution under Liechtenstein law which is subject to the supervision of the Liechtenstein Financial Market Authority (FMA), with the custodianship of all the Fund's assets as far as possible. The Custodian is a wholly owned subsidiary of the Central Sub-Custodian. In the context of the safekeeping of the Fund's assets, the Central Sub-Custodian shall be deemed a third party with respect to the Custodian. The Central Sub-Custodian shall hold the assets entrusted to it by the Custodian in custody at several third-party custodians appointed and supervised by it. The appointment of the Central Sub-Custodian does not release the Custodian from the legal or supervisory obligations imposed on it, the performance of which the Custodian must ensure.

The Management Company and the Fund's Custodian shall transmit data relating to the Fund's activities to a system located in Liechtenstein operated by the parent company VP Bank AG, Vaduz, and store it in this system.

In the case of the loss of a financial instrument held in custody, the Custodian shall return a financial instrument of the same type or a corresponding amount to the Fund without delay, unless the loss is based on external events which

could not reasonably be controlled by the Custodian and the consequences of which could not be avoided in spite of reasonable efforts.

Foreign securities that are purchased or sold abroad or which are held by the Custodian domestically or abroad are often subject to a foreign legal system. The rights and duties of the Custodian or the Fund are therefore determined according to this legal system, which may also provide for the disclosure of the investor's name. The investor should be aware when buying Fund shares that the Custodian must provide information to this effect to foreign authorities as required, as it is obligated to do so by legal and/or supervisory regulations.

The list of appointed third parties is available on request free of charge at the registered office of the Custodian and can be accessed at [www.vpbank.com/ssi\\_sub-custody\\_network\\_en](http://www.vpbank.com/ssi_sub-custody_network_en).

### **Conflicts of interest**

In performing its tasks, the Custodian shall act honestly, professionally, independently and exclusively in the interests of the Fund and its investors.

However, potential conflicts of interest may arise from time to time based on the provision of other services by the Custodian and/or its subsidiaries for the Fund and/or other parties (including conflicts of interest between the Custodian and third parties to which it has delegated tasks in accordance with the previous section). These cross-connections, if and insofar as permitted under national law, could lead to conflicts of interest. This presents a risk of fraud (irregularities which are not reported to the competent authorities to maintain a good reputation), risk of recourse to legal remedies (denial or avoidance of legal steps against the Custodian), distortion of selection (selection of the Custodian not based on quality and price), risk of insolvency (lower standards for the special custody of assets or the insolvency of the Custodian) or risk within a group (investments within the group of companies). For example, the Custodian and/or its subsidiaries may act as a custodian, depository and/or administrator of other funds. It is therefore possible that the Custodian (or one of its subsidiaries) could have conflicts of interest or potential conflicts of interest between the Fund and/or other funds for which the Custodian (or one of its subsidiaries) works in the exercise of its business activities.

If a conflict of interest or potential conflict of interest arises, the Custodian shall carry out its duties and treat the Fund and the other funds for which it works fairly and ensure, to the extent practicable, that each transaction is carried out under conditions based on objective, previously specified criteria and in the sole interests of the UCITS and its investors. The potential conflicts of interest are properly determined, managed and monitored through, inter alia, a functional and hierarchical separation of the execution of the tasks of VP Bank (Luxembourg) SA as Custodian from its other tasks which constitute a potential conflict and through compliance with the Custodian's principles for conflicts of interest.

Further information on the current and potential conflicts of interest identified above is available on request free of charge at the registered office of the Custodian.

### **Miscellaneous**

The Custodian, the Fund and the Management Company are all entitled to terminate the appointment of the Custodian at any time within three months in accordance with the Custodian and Paying Agent Agreement (or in the case of certain violations of the Custodian and Paying Agent Agreement, including the insolvency of one of the parties, at an earlier time). In this case, the Fund and the Management Company will make every effort to appoint another bank as custodian subject to the approval of the competent supervisory authority within two months. Until the appointment of a new custodian, the previous Custodian shall continue to fulfil its obligations to protect the interests of the shareholders as custodian in full.

Current information on the description of the tasks of the Custodian, the conflicts of interest which may arise and the custody functions which are delegated by the Custodian and a list of all relevant third parties and all conflicts of interest which may arise from such a delegation is available to the investor at the registered office of the Custodian on request.

The Custodian has also been appointed as the main paying agent for the Fund, with the obligation to pay out any dividends and the redemption price on redeemed units and other payments.

### 3. Management Company, fund accounting, portfolio management and investment consulting

The Management Company is VP Fund Solutions (Luxembourg) SA (the “Management Company”), a joint stock company under Luxembourg law with its registered office in Luxembourg. VP Fund Solutions (Luxembourg) SA was established on 28 January 1993 under the name De Maertelaere Luxembourg S.A. and its Articles of Association were published in the Mémorial Part C, Recueil Spécial des Sociétés et Associations (“Mémorial”) on 30 April 1993.

The last amendment to the Articles of Association of VP Fund Solutions (Luxembourg) SA was made with effect from 18 May 2016 and was published in the Recueil électronique des sociétés et associations (“RESA”) on 6 June 2016. The Management Company is entered in the Luxembourg Trade and Companies Register under register number B 42.828.

On 31 December 2019, the Management Company’s equity totalled CHF 5,000,000.

It is authorised as a management company within the meaning of Chapter 15 of the Law of 17 December 2010 and as an alternative investment fund manager (“AIFM”) within the meaning of the Law of 12 July 2013 on alternative investment fund managers (the “AIFM Law”).

The corporate purpose of the Management Company is to launch and manage undertakings for collective investment in transferable securities (“UCITS”) as defined in Directive 2009/65/EC and other undertakings for collective investment (“UCI”), and to act as an AIFM within the meaning of the AIFM Law.

The Management Company performs all ongoing management obligations for the Fund and sub-funds.

The Management Company shall carry out all central administration duties, thus making it responsible for fund accounting (incl. net asset valuation) and other administrative duties for the Fund, in addition to its role as Registrar and Transfer Agent.

In accordance with Article 111ter of the Law of 17 December 2010, the Management Company has established a remuneration policy for the categories of employees whose work has a significant influence on the Management Company’s risk profile or the funds it manages. These employees include the management, risk takers, employees with control functions and employees who, based on their total remuneration, are at the same income level as the management and risk takers. This policy is consistent with and supports solid, effective risk management, does not encourage employees to take risks that are not compatible with the Fund’s or a sub-fund’s risk profile or its Articles of Association, and does not prevent the Management Company from acting in the best interests of the Fund in accordance with its obligations.

The remuneration policy is in line with the business strategy, objectives, values and interests of the Management Company and of the UCITS under its management, as well as investors in any such UCITS, and it includes measures for avoiding conflicts of interest.

Performance evaluation is carried out within a multi-annual framework that adequately takes account of the holding period recommended to investors in UCITS managed by the Management Company so as to ensure that the assessment process is based on the longer term performance of the UCITS and its investment risks and the actual payment of performance-based remuneration components is spread over the same period.

The fixed and variable components of total remuneration are in an appropriate relationship to each other whereby the portion of the fixed element in the total remuneration is high enough to provide full flexibility in relation to the variable remuneration components, including the option to dispense with payment of a variable component.

The current remuneration policy of the Management Company, including, but not limited to, a description of how the remuneration and other benefits are calculated, and the identity of the persons responsible for the allocation of compensation and other benefits, is available free of charge at the registered office of the Management Company on request. A summary is available on the website [www.vpbank.lu/verguetungspolitik](http://www.vpbank.lu/verguetungspolitik).

Additional information that the Management Company is required by the applicable Luxembourg legal or regulatory provisions to provide to investors, e.g. procedures concerning the processing of investor complaints, principles for dealing with conflicts of interest, strategies for exercising voting rights etc., can be obtained from the registered office of the Management Company.

The Management Company can transfer part of the management fee and all or part of any front-end loads to its distribution partners in the form of commission payments for their agency services. The amount of the commission payments will be determined depending on the distribution channel according to the fund volume or average fund volume brokered. In this context, a considerable part of the management fee may be transferred to the distribution partners of the Management Company in the form of commission payments. In addition, all or part of any portfolio commissions from target fund investments may be transferred to the Custodian, the Portfolio Manager, the Management Company or the Distributors. Furthermore, a portion of the annual management fee for these funds may be reimbursed in full or in part from target fund investments to the Custodian, the Portfolio Manager, the Management Company or the Distributors. In addition to the management fee, Distributors may receive additional payment from the Management Company if they manage to sell products from the Management Company's total portfolio in a quantity that goes beyond a previously determined threshold value. The Management Company also grants its distribution partners further benefits in the form of support in kind (e.g. training of employees) and, where appropriate, efficiency bonuses likewise connected with the distribution performance of those partners, which are not charged separately to the Fund assets. The granting of such is not at variance with the interests of investors, but is intended to maintain and further improve the quality of services provided by the distribution partners. Investors may obtain further information on these benefits from distribution partners.

The Management Company acts in its own name and for the collective account of shareholders. It acts independently of the Custodian and solely in the interests of shareholders.

The Management Company may, under its own responsibility and control and in connection with the management of Fund assets, outsource all or some of its activities to third parties.

The Management Company manages other UCITS and UCIs as well as the GLOBAL INVESTORS Fund described in this sales prospectus. A list of these UCITS and UCIs can be obtained free of charge from the Management Company's registered office.

### **Registrar and Transfer Agent**

The Management Company serves as the Company's Registrar and Transfer Agent.

The duties of the Registrar and Transfer Agent include the processing of applications for the subscription, redemption, exchange and transfer of shares, as well as the keeping of the share register.

### **Fund accounting**

The Management Company is responsible for the Fund accounting.

### **Portfolio Manager:**

#### **GLOBAL INVESTORS – Innovation World Large Caps by AMG:**

AMG Fondsverwaltung AG has been selected as the portfolio manager for the GLOBAL INVESTORS – Innovation World Large Caps by AMG sub-fund.

AMG Fondsverwaltung AG has its registered office at Bahnhofstrasse 29, CH-6300 Zug, Switzerland and is authorised as an asset manager of collective investment schemes, and is subject to the supervision of the Swiss Financial Market Supervisory Authority (FINMA) in Switzerland.



#### **4. Investment policy and investment limits**

The Company consists of one or more sub-funds, the assets of which are invested in compliance with the principle of risk spreading in accordance with the investment policy's basic principles, and within the investment restrictions detailed below. The Company's Board of Directors determines the investment policy of the respective sub-fund in the Special Section of the sales prospectus for the relevant sub-fund.

**A.** The Company endeavours for all sub-funds to only acquire assets which are expected to generate income and/or growth, with the aim of obtaining a proportionate, steady or high increase in value. In accordance with the provisions and weighting set out in the relevant investment policy of each sub-fund, the individual sub-funds' assets may be invested in shares, interest-bearing securities (fixed and floating rate bonds including zero coupon bonds), convertible bonds, warrant bonds registered as warrants on securities, warrants on securities, participation certificates, share certificates and any other legally permissible assets.

The particular characteristics of the investment policy for each specific sub-fund are defined in the Special Section of the sales prospectus.

Liquid funds may also be held for the Fund.

**B.** The Company is also permitted to use techniques and instruments (securities lending, repo transactions and reverse repo transactions) for the relevant sub-funds as provided for in this section under G. "General guidelines for the investment policy" and H. "Techniques and instruments" of this sales prospectus.

It is also entitled to use derivative instruments (including forward transactions, options and swap contracts) for the relevant sub-funds for hedging purposes or in order to increase income in the best interests of the relevant sub-fund and in accordance with the sub-fund's investment objective pursuant to G. "General guidelines for the investment policy" and H. 3. "Use of techniques and instruments" of the sales prospectus.

Under no circumstances may the use of techniques and instruments cause the Fund to deviate from its established investment objectives.

Investors should be aware that the investment policies of the sub-funds do not currently provide the opportunity to conclude securities lending transactions and/or repo and/or reverse repo transactions, or to invest in total return swaps.

If the Management Company's Board of Directors decides to provide such an opportunity, the sales prospectus and the special regulations will be amended accordingly before such a decision takes effect in order to meet the disclosure obligations pursuant to Regulation (EU) 2015/2365 of the European Parliament and of the Council of 25 November 2015 on transparency of securities financing transactions and of reuse.

#### **C. Risk information and factors:**

##### **1. General risk information:**

In comparison with traditional investment opportunities, the use of derivatives, other techniques and instruments is subject to considerably higher risks. However, the risk profile of the Fund should, as a rule, not be influenced by the use of these derivatives, other techniques and instruments.

Techniques and instruments may be used for all sub-funds as follows:

The sub-funds can use derivatives, such as futures, options and swaps, for hedging purposes. This may be reflected in the sub-fund's general profile in the form of reduced opportunities and risks.

In addition to this, individual sub-funds may also employ derivatives in a speculative manner (without hedging) in order to increase income in accordance with the investment objective, and particularly to present the general Fund profile and increase the degree of investment to above that of a fund completely invested in securities. In using derivatives to present the general Fund profile, said profile is converted through the replacement of direct investments, such as securities, with derivatives. This does not generally have a significant effect on the general Fund profile. The use of derivatives to a considerably high extent in order to



increase the Fund's degree of investment may lead to extremely promising additional opportunities and extremely high additional risks relative to the general Fund profile.

Here the Fund management follows a risk-controlled approach.

Fund shares are securities whose prices are determined directly or indirectly by the daily stock exchange price fluctuations of the assets held in the Fund, and therefore may fall as well as rise.

**We cannot guarantee that the objectives of the investment policy will be achieved.**

## **2. Risk factors:**

Investing in the sub-funds may entail the following risks in particular:

### **a) Interest rate risk**

Insofar as the Fund invests in interest-bearing securities, it is exposed to the risk of a change in interest rates. If the market interest rate rises, the price of the interest-bearing securities belonging to the Fund may fall considerably. This will particularly be the case if the Fund also holds interest-bearing securities with a long residual maturity and low nominal rate of interest.

### **b) Creditworthiness risk**

The creditworthiness (ability and willingness to pay) of the issuer of a security held by the Fund may subsequently fall. This generally causes the price to decline in excess of general market fluctuations.

### **c) General market risk**

If the Fund invests in shares, it is subject to the general trends and tendencies of the stock market, which are based on various, often irrational, factors. Such factors may lead to more significant and longer-lasting declines in prices affecting the entire market. The securities of first-class issuers are in principle subject to general market risk in the same way.

### **d) Company-specific risk**

The performance of the securities and money market instruments held by the Fund also depends on company-specific factors, such as the operational situation of the issuer. If the company-specific factors deteriorate, the market value of a given security may fall substantially and permanently, even if stock market developments are otherwise generally positive.

### **e) Counterparty default risk**

The issuer of a security held by the Fund or the debtor of a claim belonging to the Fund may become insolvent. The relevant Fund assets may therefore become economically worthless.

### **f) Counterparty risk**

In the event that transactions for the Fund are not carried out via a stock exchange or a regulated market (OTC trading), there is a risk that the counterparty may default or may fail to meet its obligations to the full extent.

### **g) Currency risk**

If the sub-fund holds assets denominated in a foreign currency, it is exposed to currency risk (if FX positions are not hedged). Any depreciation of the foreign currency against the Fund's base currency will result in a fall in the value of the assets that are denominated in the foreign currency.

### **h) Sector risk**

With regard to sector funds, specific investment objectives can make it impossible to divide risk between various sectors from the outset. Sector funds are especially dependent on the development of corporate profits in an individual sector or several related sectors. A corresponding sector risk also emerges when individual sectors carry too much weight in a fund.

**i) Liquidity risk**

In the case of illiquid (narrow-market) securities, even moderately sized orders may lead to considerable changes in prices for both purchases and sales. If an asset is not liquid, there is a risk that said asset cannot be sold, or can only be sold by agreeing upon a considerable reduction in the sale price. The illiquidity of an asset may cause the purchase price to rise considerably if it is bought.

**j) Country and transfer risk**

Economic or political instability that unfolds in countries in which the sub-fund is invested may lead to the sub-fund's failure to receive all or part of the monies owed, despite the corresponding security issuer's ability to pay. Currency or transfer limitations or other legal changes, for example, may be of significance in this regard.

**k) Doubling of fees for investments in target funds**

Insofar as the Fund invests in target fund units issued and/or managed by other companies, it should be noted that issue premiums, redemption fees or additional service provider fees may be charged for these target funds.

**l) Emerging market risk**

An investment in emerging markets is associated with above-average price potential, but also higher risks than would result from investments on standard stock exchanges in accordance with a conservative investment policy. Such particular risks include relatively high volatility for securities and currencies, a lack of liquidity, market instability, potential government intervention in financial and economic policy (e.g. currency control, tax law aspects), a lack of market transparency and restricted access to information.

**m) Use of derivatives and instruments and associated risks**

The Management Company intends to use techniques, instruments and derivatives to the extent outlined in section 4. H. The ability to use such investment strategies may be restricted by market conditions or as a result of regulatory restrictions, and there is no assurance that the pursuit of such strategies will in fact achieve the desired aim.

Using derivative instruments to hedge the Fund's assets largely reduces the economic risk to the Fund inherent in a Fund asset. However, this also means that the Fund can no longer participate in the positive development of the hedged asset when such positive development occurs.

In using derivative instruments (not for hedging purposes) to increase income in pursuit of the investment objective, the Fund is exposed to additional risks and shall ensure that any resulting risks are adequately covered by the risk management process of the Fund.

Exposure to the futures and options market and to swap and foreign exchange transactions is linked with investment risks and transaction costs to which the Fund would not be subject were these strategies not applied. These risks include:

- a. The risk that the forecasts made by the Company concerning the future development of interest rates, security prices and currency markets are subsequently proven to be incorrect;
- b. The incomplete correlation between prices for futures and options contracts on the one hand, and price movements of the hedged securities or currencies on the other, which could make full hedging impossible;
- c. The possible lack of a liquid secondary market for a specific instrument at a given moment, which may result in the impossibility of neutralising (closing) a derivative position, even though this would make sense in terms of the investment policy;
- d. The risk of not being able to sell securities made up of derivative instruments at an opportune moment or of having to buy or sell them at an unfavourable moment;
- e. The potential loss incurred by using derivative instruments which may not be foreseeable and which could even exceed the margins;
- f. The risk of counterparty insolvency or default (counterparty risk). Insofar as the sub-funds are able to enter into OTC derivative transactions (such as non-exchange traded futures and options, forwards, swaps, including total return swaps), they are subject to increased credit and counterparty

risk which the Management Company can reduce or attempt to reduce by concluding collateral contracts.

- g. The Management Company may conclude transactions on OTC markets for the respective sub-fund which expose the sub-fund to the risk of counterparty default and the risk of the counterparty being unable to fulfil the contractual terms. In the event of the bankruptcy or insolvency of a counterparty, the sub-fund may experience delays in the settlement of positions and incur considerable losses, including reductions in the value of the investments made in the period during which the sub-fund seeks to enforce its claims; it may also fail to achieve profits during this period and may incur expenses in connection with the enforcement of these rights. There is also the possibility that the contracts and derivative transactions stated above may be ended, for example by bankruptcy, adventitious conflict with the law or a change in tax law or accounting legislation compared with the provisions applicable when concluding the contract.

The use of techniques and instruments may in particular lead to the following specific risks relating to securities lending, repo and reverse repo transactions, and relating to managed collateral:

- a. When entering into securities lending transactions, repo transactions and reverse repo transactions, the main risk is the default of a counterparty which has become insolvent or is otherwise unable or unwilling to meet its obligations to return securities or cash to the respective sub-fund as stated in the contractual conditions of the transaction. Counterparty risk may be reduced by transferring or pledging collateral in favour of the relevant sub-fund. However, securities lending, repo and reverse repo transactions cannot be fully hedged. Fees and income for the relevant sub-fund resulting from securities lending, repo or reverse repo transactions cannot be hedged. In addition, the value of the collateral may fall between multiple dates of re-weighting of collateral, or the collateral may be incorrectly determined or monitored. In the event that a counterparty defaults, it is possible that the relevant sub-fund may have to sell non-cash collateral that was purchased at an earlier prevailing market price, which may lead to a loss for the sub-fund in question.
- b. Securities lending transactions, repo transactions and reverse repo transactions are also subject to operational risks such as the non-fulfilment of or delay in the performance of instructions as well as legal risks in relation to the documents underlying the transactions.
- c. The sub-fund may engage in securities lending, repo or reverse repo transactions with other companies within the Management Company's group. Counterparties belonging to this group perform the duties incumbent upon them arising from securities lending, repo or reverse repo obligations with the customary prudence, where applicable. In addition, the Management Company shall exclude transactions for the relevant sub-fund according to the rules of proper execution and shall also select the relevant counterparties according to these rules, while acting in the best interests of the relevant sub-fund and its investors. Nevertheless, investors should be aware that the Management Company may be exposed to conflicts of interest in relation to its role as Management Company, its own interests or the interests of counterparties in the same group.

Furthermore, the relevant sub-fund may suffer losses due to the reinvestment of cash collateral or of cash from derivatives, securities lending transactions, repo transactions or reverse repo transactions. Such a loss may lead to a decline in value of the investments made with cash collateral. A decline in value of investments made with cash collateral has the consequence that the amount of collateral available to the sub-fund to repay the counterparty upon completion of the transaction is reduced. In this case, the relevant sub-fund shall be liable to pay the difference in value between the originally received collateral and the amount actually available to be repaid to the counterparty, which shall result in a loss for the sub-fund in question.

The Company may add to the aforementioned techniques and instruments if new instruments that serve the investment objective are offered on the market that the Fund may use in accordance with regulatory and legal provisions.

#### Haircut strategy

According to **H. Techniques and instruments**, collateral received is valued on each valuation date using the available market prices and taking into account appropriate haircuts determined by the Management Company for each of the Fund's asset categories pursuant to the Management Company's haircut strategy. This strategy

takes into account multiple factors depending on the collateral held, such as the creditworthiness of the counterparty, maturity, and the currency and price volatility of the assets.

The Management Company applies the following haircuts to collateral (the Management Company reserves the right to amend the haircut strategy at any time):

<b>Admissible collateral</b>	<b>Haircut</b>
<b>Cash collateral</b> (only in the currencies of the G10 states) including short-term bank certificates and money market instruments;	0%
<b>Government bonds</b> issued or guaranteed by an OECD member state, its local authorities or supranational or regional institutions;	2%
<b>Corporate bonds</b> issued by top-rated issuers that guarantee appropriate liquidity;	4%
<b>Convertible bonds</b> issued by top-rated issuers that guarantee appropriate liquidity;	8%
<b>Shares</b> admitted to or traded on a regulated EU market or a stock exchange in an OECD member state, provided they are on a main index.	10%

Additional haircuts apply to cases not covered here. Information on these haircuts can be requested from the Management Company.

#### **D. Investor profile**

This information is defined in relation to each sub-fund in the Special Section of the sales prospectus.

#### **E. Performance of the sub-fund**

A summary is attached to the KIID.

#### **F. Sub-fund risk profile**

This information is defined in relation to each sub-fund in the Special Section of the sales prospectus.

#### **G. General guidelines for the investment policy**

The investment objectives and the specific investment policy for the sub-fund in question are established in accordance with the following general regulations, as detailed in the Special Section of the sales prospectus for each sub-fund.

The following definitions apply:

“Third country”: A third country within the meaning of this sales prospectus is any European country that is not a member state, or any country in the Americas, Africa, Asia, Australia, and Oceania.

“Member state”: Any member state of the European Union is a member state within the meaning of the Law of 17 December 2010. Moreover, any participating state in the Agreement on the European Economic Area (“EEA Agreement”) which is not a member state of the European Union and which is treated equally within the terms defined by the aforementioned EEA Agreement and related agreements is a member state within the meaning of the Law of 17 December 2010.

“Money market instruments”:

Instruments which are usually traded on the money market, are liquid and have a value that can be precisely determined at any time.

“The Law of 17 December 2010”:

The Law of 17 December 2010 on undertakings for collective investment (including subsequent amendments and additions).

“UCI”:

Undertaking for collective investment.

“OECD”:

Organisation for Economic Co-operation and Development

“UCITS”:

Undertaking for collective investment in transferable securities subject to Directive 2009/65/EC.

“Securities”:

- Shares and other securities equivalent to shares (“shares”)  
 - Bonds and other securitised debt instruments (“debt instruments”)  
 - All other marketable securities which bestow an entitlement to acquire securities by way of subscription or exchange, with the exception of the techniques and instruments stated below in H. of this Article.

The investment policy of a fund is subject to the following regulations and investment restrictions:

On account of a sub-fund’s specific investment policy, it is possible that some of the investment options mentioned below will not apply to specific sub-funds. This will be mentioned if appropriate in the Special Section of the sales prospectus and in the KIID of the respective sub-fund.

In the event that the Fund has more than one sub-fund, each sub-fund is considered a separate UCITS in accordance with the investment policy, the investment objectives and the Fund restrictions.

#### **1. A sub-fund may invest in one or more of the following assets:**

- a) Securities and money market instruments listed or traded on a regulated market within the meaning of Directive 2004/39/EC of the European Parliament and of the Council of 21 April 2004 on markets in financial instruments (“Regulated Market”);
- b) Securities and money market instruments traded on another regulated market in a member state which is recognised, open to the public and operates in accordance with all applicable legislation;
- c) Securities and money market instruments traded on a stock exchange or another market in a third country which is recognised, open to the public and operates in accordance with all applicable legislation;
- d) Securities and money market instruments from new issues, provided that the conditions of issue include the obligation to apply for admission to trading on a stock exchange, a Regulated Market or another regulated market as defined in 1 a) to c) above and that said admission is obtained within no more than one year of issue;
- e) Shares of UCITS that have been approved in accordance with Directive 2009/65/EC and/or other UCIs within the meaning of Article 1, Para. 2, Letters a) and b) of Directive 2009/65/EC, irrespective of whether they are located in a member state, provided that
  - these other UCIs are approved in accordance with statutory regulations that subject them to regulatory supervision which is equivalent to Union law in the opinion of the Luxembourg supervisory authority, the Commission de Surveillance du Secteur Financier (“CSSF”) (currently the United States, Canada, Switzerland, Hong Kong and Japan), and cooperation between authorities is sufficiently ensured;
  - the level of protection afforded to shareholders of the other UCIs is equivalent to the level of protection enjoyed by the shareholders of a UCITS and, in particular, the rules governing separate

safekeeping of Fund assets, borrowing, lending and short selling of securities and money market instruments meet the requirements of Directive 2009/65/EC;

- the business activities of the other UCIs are described in the annual and semi-annual reports so as to permit an opinion to be formed with respect to assets and liabilities, income and transactions during the reporting period;

- the UCITS or such other UCI whose shares are to be acquired may invest, according to its formation documents, a maximum of 10% of its assets in shares of other UCITS or other UCIs;

f) Demand or terminable deposits at credit institutions which mature in no more than twelve months, provided that the relevant credit institution has its registered office in a member state or, if the registered office of the credit institution is situated in a third country, it is subject to supervisory rules considered by the CSSF to be equivalent to those laid down in Union law. To this end, the CSSF has compiled a list of the countries concerned. This list is regularly compared to the deposits received in various countries;

g) Derivative financial instruments, i.e. in particular options and futures, as well as swaps (“derivatives”), including equivalent cash-settled instruments which are traded on one of the regulated markets detailed under letters a), b) and c), and/or derivative financial instruments which are not traded on a stock exchange (“OTC derivatives”), provided that

- the underlying instruments are the instruments in Number 1. a) to h), or financial indices, interest rates, exchange rates, or currencies in accordance with the investment policy;

- the counterparty to transactions involving OTC derivatives must be subject to regulatory supervision which is, in the view of the CSSF, equivalent to that under Union law and

- the OTC derivatives are subject to a reliable and verifiable daily valuation and can be sold, liquidated or closed by an offsetting transaction at their fair value on the initiative of the relevant Fund.

h) Money market instruments that are not traded on a regulated market and which do not fall under the aforementioned definition, provided that the issue or issuer of these instruments is itself subject to rules concerning deposit and investor protection, and provided that they are

- issued or guaranteed by a centralised, regional or local body or the central bank of a member state, the European Central Bank, the European Union or the European Investment Bank, a third country or, in the case of a federal state, a federation member state or a public international body to which at least one member state belongs, or

- issued by a company whose securities are traded on the regulated markets referred to in letters a), b) or c) above, or

- issued or guaranteed by an institution subject to prudential supervision in accordance with the criteria defined by Union law or by an institution which is subject to and complies with supervisory rules considered by the CSSF to be at least as stringent as those laid down by Union law, or

- issued by other issuers who belong to a category admitted by the CSSF, provided that investment in such instruments is governed by investor protection regulations which are equivalent to those detailed in the first, second and third indents, and provided that the issuer is either a company with equity of at least ten million euros (EUR 10,000,000) which prepares and publishes annual financial statements in accordance with Directive 2013/34/EU, or a legal entity within a group of companies with one or more listed companies which is responsible for financing this group, or a legal entity which aims to finance the securitisation of liabilities through the use of a bank credit line.

## 2. Each sub-fund may also:

a) Invest up to 10% of its net assets in securities and money market instruments other than those stated under 1. above;

b) Hold up to 49% of its net assets in cash and cash equivalents. In specific exceptional instances, this may also exceed 49% if and insofar as this appears to be advisable in the interests of shareholders;

- c) Take out short-term loans up to an equivalent value of 10% of its net assets. Hedging transactions in connection with the sale of options or the purchase or sale of forward contracts and futures shall not be deemed to constitute borrowing within the meaning of this investment restriction;
- d) Take out loans that allow the acquisition of properties that are essential for the direct execution of its activities and represent no more than 10% of its net assets; and
- e) Acquire foreign currencies in back-to-back transactions.

In the case of borrowing by a UCITS pursuant to items c) and d), such borrowing shall not exceed 15% of its assets.

**3. In addition, a sub-fund must observe the following restrictions concerning asset investment:**

- a) A sub-fund may invest a maximum of 10% of its net assets in securities or money market instruments of one and the same issuer. A sub-fund may invest a maximum of 20% of its net assets in deposits at one and the same establishment. The counterparty default risk in a sub-fund's OTC derivative transactions must not exceed 10% of its net assets if the counterparty is a credit institution within the meaning of 1. f). In all other cases, the maximum limit is 5% of the Fund's net assets.
- b) The overall value of securities and money market instruments of issuers in which a sub-fund has invested more than 5% of its net assets must not exceed 40% of the value of the sub-fund's net assets. This restriction does not apply to deposits and OTC derivative transactions carried out with financial institutions which are subject to official supervision.

Irrespective of the individual upper limits detailed in 3. a), a sub-fund may invest a maximum of 20% of its net assets in one and the same entity in a combination of the following:

- securities and money market instruments issued by this entity;
  - deposits at this entity; or
  - enter into OTC derivative risks which emerge in relation to this entity.
- c) The upper limit stated in 3. a) sentence 1 shall total a maximum of 35% if the securities or money market instruments are issued or guaranteed by a member state of the European Union or its local authorities, by a third country or by public international bodies to which one or more member states belong.
  - d) The upper limit detailed in 3. a) sentence 1 amounts to a maximum of 25% for specific bonds if these are issued by a credit institution with its registered office in a member state which, in accordance with legal regulations concerning the protection of bond holders, is subject to special official supervision. In particular, the income from the issue of such bonds must be invested in conformity with the law in assets which, during the entire term of the bonds, are capable of adequately covering liabilities attached to the bonds and are earmarked on a priority basis for the repayment of capital and payment of interest which becomes due in the event of issuer default.

If a sub-fund invests more than 5% of its net assets in bonds within the meaning of the above sub-paragraph which are issued by a single issuer, then the total value of such investments may not exceed 80% of the value of the net assets of the UCITS.

- e) The securities and money market instruments detailed in 3. c) and d) shall not be taken into account when applying the investment limit of 40% stipulated in 3. b).

The limits outlined in 3. a), b), c) and d) may not be combined; for this reason, investments made in securities and money market instruments of one and the same issuer in accordance with 3. a), b), c) and d) or in deposits at said issuer or its derivatives may not exceed 35% of the net assets of a sub-fund of the Fund in question.

Companies which belong to the same business group based on the publication of consolidated financial statements as defined in Directive 83/349/EEC or pursuant to other recognised international accounting regulations are considered as one single issuer when calculating the investment restrictions detailed in a) to e).



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

- f) Irrespective of the investment restrictions stipulated in 3. k), l) and m) below, the upper limits detailed in 3 a) to e) for investments in shares and/or bonds from one and the same issuer shall amount to a maximum of 20% if the investment strategy specified in the sales prospectus aims to replicate a specific share or bond index recognised by the CSSF, provided that this does not contravene the Company's Articles of Association. The prerequisite for this is that
- the composition of the index is adequately diversified;
  - the index represents an adequate benchmark for the market to which it refers;
  - the index is published appropriately.
- g) The limit established in 3. f) amounts to 35% provided that this is justified by extraordinary market conditions, in particular on regulated markets dominated by specific securities or money market instruments. Investments up to this limit may only be made with one single issuer.
- h) Irrespective of the provisions in 3. a) to e), a fund may, in accordance with the principle of risk spreading, invest up to 100% of its net assets in securities and money market instruments from various issues which are issued or guaranteed by a member state or its regional authorities, or another OECD member state, or international public bodies to which one or more member states belong, provided that (i) said securities have been issued in at least six different issues and (ii) no more than 30% of the sub-fund's total net assets are invested in securities from a single issue.**
- i) A fund may acquire shares in other UCITS and/or other UCIs within the meaning of 1. e) if it invests no more than 20% of its net assets in one and the same UCITS or other UCI.

In applying this investment limit, each sub-fund within an umbrella fund as described in Article 181 of the Law of 17 December 2010 is considered to be an independent issuer, provided that the principle of individual liability per sub-fund vis-à-vis third parties is applied.

- j) Investments in shares of UCIs other than UCITS may not exceed 30% of a fund's net assets.

If a sub-fund has acquired shares of a UCITS and/or other UCI, the investment value of the specific UCITS or other UCI shall not be taken into account in relation to the upper limits detailed in 3. a) to e).

If a sub-fund acquires shares of other UCITS and/or other UCIs which are managed directly or indirectly by the Management Company itself or another company with which the Management Company is associated through common management or control or a material direct or indirect participation, a management fee may apply to these target funds. All costs incurred in connection with this purchase and the sale of assets, with the exception of issue premiums and redemption fees for fund shares, are to be borne by the sub-fund. This restriction is also applicable in cases where the Fund acquires shares in an investment company with which it is associated as defined in the immediately preceding sentence. Exceptions hereto are advertising costs and other charges which are directly related to the offering or sale of shares. In the case of target funds, shareholders of the Fund may directly or indirectly be charged fees, costs, taxes, commissions and other expenses. Consequently, fees may be charged several times. These costs are listed in the annual reports. However, portfolio commissions for holding target funds shall be credited to the Fund.

- k) For all the sub-funds it manages, the investment company (i.e. the "umbrella fund") may not acquire shares with voting rights to an extent that would permit the Company to significantly influence the management of the issuer.
- l) Furthermore, the Fund may not acquire more than:
- 10% of the non-voting shares of a single issuer;
  - 10% of the bonds of a single issuer;



- 25% of the shares of a single UCITS or other UCI within the meaning of Art. 2, Para. 2 of the Law of 17 December 2010; or
- 10% of the money market instruments of a single issuer.

The investment limits in the second, third and fourth indents do not apply if the gross amount of bonds or money market instruments or the net amount of shares issued cannot be calculated at the time of purchase.

- m) The above provisions detailed in 3. k) and l) do not apply with regard to the following:
- aa) Securities and money market instruments issued or guaranteed by a member state of the European Union or its local authorities.
  - bb) Securities and money market instruments issued or guaranteed by a third country.
  - cc) Securities and money market instruments issued by international public bodies to which one or more member states belong.
  - dd) Shares in companies which were founded based on the legislation of a non-EU member state, provided that (i) the company invests the majority of its assets in securities from issuers from this state, (ii) the legislation in the state in question makes the Fund's participation in the capital of such a company the only possible way to acquire securities from issuers in this state and (iii) this company observes the investment restrictions in accordance with the stipulations of 3. a) to e) and 3. i) to l) concerning the investment of its assets.
- n) No sub-fund may acquire precious metals or certificates for them.
- o) No sub-fund may invest in real estate, although investments in property-backed securities or interest thereon, or investments in securities issued by companies which invest in real estate and interest thereon, are permitted.
- p) No loans or guarantees for third parties may be issued at the expense of the assets of a fund, although this investment restriction does not prevent any fund from investing its net assets in partly paid securities, money market instruments or other financial instruments as detailed in 1. e), g) and h) above.
- q) Short sales of securities, money market instruments or the other financial instruments listed in 1. e), g) and h) above may not be entered into.

#### **4. A sub-fund may also:**

under the conditions laid down in the sales prospectus and in accordance with the coordinated Articles of Association, subscribe to, acquire and/or hold shares to be issued by or issued by one or several other sub-funds of this UCITS, without subjecting this UCITS, if it was established as a company, to the requirements of the Law of 10 August 1915 on commercial companies, as amended, in relation to the subscription, purchase and/or holding of own shares by a company; it is, however, subject to the following requirements:

- the target sub-fund does not itself invest in the sub-fund which is invested in this target sub-fund;
- the target sub-funds whose shares are to be acquired may, according to their contractual terms or constitutional documents, invest up to 10% of their assets in shares of other target sub-funds of the same UCI;
- any voting rights attached to the shares in question are suspended during the investment by the relevant sub-fund, without prejudice to appropriate treatment in the accounts and periodical reports;
- for the time during which such shares are held by the UCI, their value is not taken into account in the calculation of the net asset value of the UCI for the purpose of assessing compliance with the minimum statutory requirement concerning net assets; and
- there is no duplication of potential management, subscription or redemption fees at the level of the sub-fund of the UCI and that target sub-fund which has invested in the target sub-fund.

#### **5. Notwithstanding provisions to the contrary contained herein:**

- a) Sub-funds need not observe the investment restrictions detailed in 1. to 4. concerning the exercise of subscription rights related to securities and money market instruments held within their Fund assets.
- b) Irrespective of their obligation to observe the principle of risk spreading, newly admitted sub-funds may deviate from the regulations detailed in 3. a) to j) for a period of six months following their admission.
- c) In the event that these regulations are not complied with, either for reasons beyond the power of the corresponding fund or due to subscription rights, the sub-fund must endeavour to remedy the situation within the scope of its sales transactions while taking into account the interests of its shareholders.
- d) Where an issuer forms a single legal entity with several sub-funds whereby the assets of one sub-fund are liable exclusively in relation to the claims of the investors of such sub-fund as well as the creditors whose claims arose on the occasion of formation, maturity or liquidation of the sub-fund, then each sub-fund shall be viewed for the purpose of application of the rules on risk spreading in 3. a) to g) as well as 3. i) and j) as a separate issuer.

The Company's Board of Directors is entitled to implement additional investment restrictions as deemed necessary in order to comply with the legal and administrative provisions in countries where sub-fund shares are offered or sold.

## H. Techniques and instruments

In order to hedge investment positions or to ensure efficient portfolio management, the Company may, within the framework of its global investment policy and in accordance with the investment restrictions, carry out certain transactions using derivatives which are permitted by Luxembourg law or in accordance with CSSF circulars, including (i) put and call options on securities and indices and currencies, including OTC options; (ii) futures on stock market indices, and interest rates and options hereon; (iii) structured products that are related to a security, or the value of which is based on another security; (iv) warrants, and (v) swaps. Below is a summary of the options:

### 1. Options on transferable securities

An option is the right to buy or sell a specific asset for a fixed price at a point in the future, or within a specific time period.

#### a) Purchasing call options (long call)

If the market tendency leans towards a price increase, call options can be acquired. In the event of the corresponding price development, assets can be acquired at purchase prices below the market price through the exercise of a call option. Such transactions incur the risk that option premiums are lost if exercise of the call option at the previously established exercise price does not yet make sense in financial terms.

#### b) Purchasing put options (long put)

A put option is a contract that entitles the purchaser to tender certain instruments at a previously agreed price (exercise price) against payment of a premium to the seller. By selling put options, the sub-fund can be hedged against price losses. Increases in the value of the underlying assets therefore fully benefit the sub-fund. If the price falls below the exercise price, the put options can be exercised and proceeds above the market price can be achieved. All other market developments merely present the risk of losing the option premium.

#### c) Selling call options (short call)

##### Covered options (with hedging)

If the assets of the sub-fund include financial instruments which the Management Company deems to have no potential for a significant value increase, it may decide to sell call options on these instruments. If call options are sold for such instruments which are already part of the Fund's assets, the corresponding

instruments must be kept for as long as option exercise is possible, unless these are covered by complementary options or other instruments to this effect, such as warrants, or options are treated as uncovered options in accordance with the following paragraph after the instruments have been sold. If the price develops as expected, the yield of the underlying instruments is increased by the amount of the option premium. If prices increase, there is the risk that the instruments have to be delivered at the exercise price.

Uncovered options (without hedging)

Selling uncovered call options creates the risk that, at the time an option is exercised, the optioned instruments might have to be purchased at a market price that could be significantly higher than the agreed exercise price or, if there is an agreement about a cash settlement, the difference between the exercise price and the current market price might have to be paid. Theoretically, there is no upward limit to this risk of loss.

d) Selling put options (short put)

If the market tendency leans towards a price rise on securities markets, put options can be sold in order to obtain additional income from premium revenues. In contrast, there is a risk that the sub-funds are obliged to purchase securities or financial futures contracts at the exercise price, even if the market value of such instruments is lower at that time.

**2. Futures contracts**

Transactions involving futures contracts such as futures, options and swap contracts on financial instruments (such as indices and futures) are transactions with agreements concerning the future value of transferred securities or other financial instruments.

**3. Use of techniques and instruments:**

- a) The Management Company may use techniques and instruments involving securities and money market instruments provided such techniques and instruments are used in the interests of efficient portfolio management of the sub-fund assets and in keeping with the applicable laws, provisions and CSSF circulars.

Techniques and instruments involving securities or money market instruments must not entail an amendment of the declared investment objective for the relevant sub-fund or be associated with considerable additional risks when compared with the original risk strategy outlined in the sales prospectus.

All income resulting from techniques and instruments used in the interests of efficient portfolio management, less direct and indirect operational costs, must be paid to the relevant sub-fund.

The counterparty default risk resulting from techniques and instruments used in the interests of efficient portfolio management must, together with the counterparty default risk for transactions involving OTC derivatives, comply with the counterparty limit of 5% or 10% outlined in G. 3 a) sentences 3 and 4 above.

In particular, costs and fees for the service providers to the Fund and other intermediaries which provide services in connection with other efficient portfolio management techniques may arise as normal compensation for their services. Such fees may be charged to the respective sub-funds as a percentage of the net income from the use of efficient portfolio management techniques and instruments. Information on direct and indirect operating costs and fees which may arise in this context and on the identity of the parties to which such costs and fees are paid, plus any relationship between such parties and the Custodian or any investment manager, shall be included in the Fund's annual report.

Generally, no more than 20% of the income generated from the use of securities lending transactions and efficient portfolio management should be charged to the Fund in the form of direct or indirect costs. Details on such amounts and on the counterparty to securities lending transactions are published in the Fund's annual report.

The Fund's annual report shall include the following additional information in connection with OTC derivatives and techniques and instruments for efficient portfolio management:

- i) the identity of the issuer if the collateral received by this issuer exceeds 20% of the Fund's net asset value; and
  - ii) whether the Fund is fully collateralised by securities issued or guaranteed by a member state.
- b) Special provisions concerning individual instruments are outlined in the following paragraphs:

#### **Securities lending**

The Management Company may in particular execute securities lending transactions for the relevant sub-funds if they meet the conditions listed in a) under 3. "Use of techniques and instruments" and comply with the following rules:

- (i) The counterparty to the securities lending agreement must be subject to regulatory supervision which is, in the view of the CSSF, equivalent to that under Union law;
- (ii) The Management Company may only lend securities directly or via a standardised system organised by a recognised clearing institute, or via a lending system organised by a financial institution specialised in this sort of transaction and subject to regulatory supervision which is, in the view of the CSSF, equivalent to that under Union law;
- (iii) The Management Company may only conclude securities lending transactions if the transferred securities can be transferred back at any time in accordance with the contractual conditions, and all securities lending agreements entered into can be terminated at any time.

#### **Repo and reverse repo transactions**

In addition, the Management Company may agree to repo transactions that either (i) consist of forward transactions upon whose maturity the Management Company (seller) is obliged to buy back the securities sold and the counterparty (buyer) is obliged to return the securities received as part of the transaction, or (ii) consist of the sale of securities, whereby the Management Company reserves the right to repurchase such sold securities from the buyer (counterparty) at a price determined by both parties upon conclusion of the contract and within an agreed period. Furthermore, the Management Company may agree to reverse repo transactions that either (i) consist of forward transactions upon whose maturity the counterparty (seller) is obliged to buy back the securities sold and the Management Company (buyer) is obliged to return the securities received as part of the transaction, or (ii) consist of the purchase of securities, whereby the seller (counterparty) reserves the right to repurchase such sold securities from the Management Company at a price determined by both parties upon conclusion of the contract and within an agreed period.

However, the participation of the Management Company in transactions of this kind for the relevant sub-fund is subject in particular to the following additional rules:

- (i) The counterparty to such transactions must be subject to regulatory supervision which is, in the view of the CSSF, equivalent to that under Union law.
- (ii) The Management Company may only execute reverse repo and/or repo transactions if it is able at any time to (a) claim back all securities underlying the repo transaction or all cash in the case of reverse repo transactions, or (b) terminate the agreement in keeping with the applicable provisions, whereby fixed repo transactions and fixed reverse repo transactions are to be considered as temporal agreements for up to seven days, with the Management Company able to claim back the assets at any time.

#### **4. Derivatives**

- i) Each sub-fund may use derivatives for investment purposes and for the purposes of hedging against currency, interest rate and price risks, as well as to cover other risks.
- ii) The conditions and limits must in particular be in accordance with the provisions set out in G. 1g) and 3 and H. 3. The provisions concerning risk management procedures for derivatives must be observed in particular.

- iii) These transactions primarily include the purchase and sale of call and put options as well as the purchase and sale of forward and swap contracts on currencies, securities, indices, interest and other permissible financial instruments.

## 5. Master–feeder

The following section applies in the event that a master–feeder structure is selected in accordance with Article 77 of the Law of 17 December 2010 and the coordinated Articles of Association.

Due to the derogation in Article 77 from Article 2, Para. 2, sentence one of the Act of 17 December 2010, the Company may act as a feeder UCITS or master UCITS within the scope of the Law of 17 December 2010. A feeder UCITS is a UCITS or one of its sub-funds that invests a minimum of 85% of its assets in shares of another UCITS or a sub-fund of another UCITS (“master UCITS”).

A feeder UCITS may hold up to 15% of its assets in one or several of the following assets:

- a) any liquid funds held in accordance with 2 b) of G., “General guidelines for the investment policy”;
- b) derivative financial instruments in accordance with 1 g) of G., “General guidelines for the investment policy”, and Art. 42, Para. 2 and 3 of the Law of 17 December 2010, which may be used solely for hedging purposes; or
- c) where the feeder UCITS is an investment company, movable and immovable property which is essential for the direct pursuit of its activities.

For the purposes of adhering to Article 42, Para. 3 of the Law of 17 December 2010, the feeder UCITS shall calculate its overall risk in connection with derivative financial instruments using a combination of its own immediate risk,

- a) either using the actual risk of the master UCITS vis-à-vis derivative financial instruments in proportion to the investments made by the feeder UCITS in the master UCITS; or
- b) using the potential overall maximum risk of the master UCITS in relation to derivative financial instruments in accordance with the contractual conditions or articles of association of the master UCITS in relation to the investment by the feeder UCITS in the master UCITS.

A master UCITS is a UCITS or one of its sub-funds that

- a) has at least one feeder UCITS amongst its shareholders;
- b) is not itself a feeder UCITS; and
- c) holds no shares in a feeder UCITS.

For a master UCITS, the following exceptions apply:

- a) If a master UCITS has at least two feeder UCITS as shareholders, Article 2, Para. 2, sentence 1 and Article 3, sentence 2 of the Law of 17 December 2010 shall not apply and the master UCITS has the ability to raise capital from other investors; and
- b) If a master UCITS does not raise capital from the public in a member state other than that in which it is established and has only one or more feeder UCITS in that other member state, Chapter XI and Article 108, Para. 1, subparagraph 2 of Directive 2009/65/EC shall not apply.

The investment of a feeder UCITS established in Luxembourg in a given master UCITS which exceeds the limit applicable to investments in other UCITS according to G. “General guidelines for the investment policy”, 3 i), is subject to the prior approval of the CSSF.

## 6. Collateral and reinvestment of collateral

In connection with derivative OTC transactions and the use of techniques and instruments in the interests of efficient portfolio management, the Management Company may obtain collateral within the scope of the strategy outlined in this section in order to reduce its counterparty risk. The following section describes the strategy applied by the Management Company to the management of collateral for the respective sub-fund. All assets acquired by the Management Company in connection with the use of techniques and instruments in the interests of efficient

portfolio management (securities lending, repo transactions and reverse repo transactions) shall be seen as collateral within the meaning of this section.

#### General regulations

Collateral obtained by the Management Company for the relevant sub-fund can be used to reduce the counterparty risk to which the Management Company is exposed, provided that this fulfils the requirements listed in the applicable laws, provisions and CSSF circulars, particularly as regards liquidity, valuation, quality in relation to the issuer's ability to pay, correlation, risks related to the management of collateral, and enforceability.

#### Scope of collateral

The Management Company shall determine for the relevant sub-fund the required scope of the collateral for derivative OTC transactions and techniques used in the interests of efficient portfolio management according to the nature and particulars of the effected transactions, the creditworthiness and identity of the counterparties and the relevant market conditions.

#### Securities lending transactions

In its use of securities lending transactions, the Management Company shall oblige the lender to deposit collateral that amounts at least to a prescribed minimum of the total sum of loaned securities at any point of the agreement.

#### Repo transactions

Collateral provided for repo transactions must at any point of the agreement equate to a prescribed minimum nominal amount.

#### Haircut strategy

Collateral received is valued on each valuation date using the available market prices and taking into account appropriate haircuts determined by the Management Company for each of the sub-fund's asset categories pursuant to the Management Company's haircut strategy. This strategy takes into account multiple factors depending on the collateral held, such as the creditworthiness of the counterparty, maturity, and the currency and price volatility of the assets. As a matter of principle, haircuts are not applied to the cash collateral received.

#### Reinvestment of collateral

##### - Non-cash collateral

Non-cash collateral received for the relevant sub-fund should not be sold, reinvested or pledged, unless and solely to the extent that this is permitted by Luxembourg law and the relevant applicable provisions.

##### - Cash collateral

Cash collateral received for the relevant sub-fund may only be invested in liquid assets in accordance with the provisions of Luxembourg law and the applicable provisions, in particular those set out in ESMA Guidelines 2014/937, implemented by CSSF Circular 14/592. Any reinvestment of cash collateral must be sufficiently diversified with respect to countries, markets and issuers with a maximum exposure to a certain issuer of 20% of the relevant sub-fund's net asset value. By way of derogation from the above provisions, the Fund may be fully collateralised by various securities and money market instruments issued or guaranteed by a member state, one or several of its local authorities, a third country or a public international body to which at least one member state belongs. To this end, the Fund should hold securities issued in at least six different issues, whereby the securities from one single issue should not exceed 30% of the Fund's net asset value.

## **7. Risk management process**

A risk management process is used within the scope of the sub-fund which enables the Company to monitor and measure at any time the risk associated with the investment items in the sub-fund, such as market risk, liquidity risk, counterparty risk, as well as their respective share in the overall risk profile of the investment portfolio, and all other risks, including operational risks material to the Fund. In respect of OTC derivatives, in this connection a procedure is used which enables precise and independent assessment of the value of the OTC derivatives. Insofar as techniques and instruments are used in the interests of efficient portfolio management, the Management

Company shall ensure that any resulting risks are adequately covered by the risk management of the relevant sub-fund.

The Company will ensure that the complete risk of each sub-fund associated with derivatives does not exceed the total net value of the respective sub-fund's portfolio. The market price of the relevant underlying assets, the risk of default by a counterparty, future market fluctuations and the amount of time required for the liquidation of positions are taken into account in the calculation of this risk.

A sub-fund may invest in derivatives as part of its investment strategy within the limits set out in 3. e) of "G. General guidelines for the investment policy" so long as the overall risk of the underlying assets does not exceed the investment limits in 3. a) to e) above of this section. If a sub-fund invests in index-based derivatives, the investment limitations described in 3. a) to e) of this section do not apply.

A derivative embedded in a security or money market instrument must be considered with regard to compliance with the provisions in "5. Risk management process".

The Company may use permitted techniques and instruments in connection with securities and money market instruments under the conditions and within the restrictions of the Law of 17 December 2010, provided such techniques and instruments are used for efficient portfolio management. If derivatives are used, their conditions and limits shall correspond to the provisions of the Law of 17 December 2010.

Under no circumstances will these activities, with respect to each individual sub-fund, cause the Company to deviate from the investment objectives laid down in this sales prospectus.

The overall risk can be determined by means of a calculation using the value-at-risk ("VaR") method or the commitment approach as described for each sub-fund in the Special Section of this sales prospectus.

The VaR approach identifies the potential loss that could occur over a certain period under normal market conditions and a given confidence level. The Law of 17 December 2010 provides a confidence level of 99% and a time horizon of one month.

The commitment approach converts financial derivatives into a position comparable to the assets underlying these derivatives. When calculating the overall risk, both the methods and principles of netting and hedging and the use of efficient portfolio management techniques can be applied.

Contrary to the various descriptions in the Special Section of this sales prospectus, each sub-fund must ensure that, using the VaR method, the overall risk for derivative financial instruments exceeds neither 200% of the reference portfolio nor 20% of the total net assets or that, using the commitment approach, it does not exceed 100% of its total net assets.

For additional, detailed information regarding the respective sub-fund, please refer to the Special Section of this sales prospectus.

General information about the risk management process, the expected level of leverage and the possibility of a higher leverage level (for UCITS using the VaR approach) and information concerning the reference portfolio for UCITS when applying the relative VaR approach is available from the Management Company at the investor's request.

To ensure compliance with the aforementioned provisions, the Management Company shall adhere to all the relevant circulars and directives issued by the CSSF or any European authorities permitted to issue corresponding directives or technical standards.

## **8. Sustainability-related disclosures**

Product classification in accordance with Regulation (EU) 2019/2088 of the European Parliament and of the Council of 27 November 2019 on sustainability-related disclosures in the financial services sector (the "SFDR").



Unless specified otherwise in the Special Section of the sales prospectus or in “Annex A — Sustainability-related disclosures”, the Fund does not actively promote environmental and/or social characteristics in accordance with Article 8 SFDR or make any sustainable investments in accordance with Article 9 SFDR.

#### Approach to sustainability criteria

According to the SFDR, the Fund is required to disclose the manner in which sustainability risks (as defined below) are taken into account in investment decisions and the results of the assessment of the anticipated effects of sustainability risks on the yield of the Fund.

A sustainability risk is an event or a condition in environmental, social or corporate governance affairs whose occurrence has or potentially could have a significant negative impact on the value of Fund investments.

The Fund is subject to sustainability risks. In order to be able to ensure adequate identification, monitoring, controlling and demarcation of sustainability risks, the Management Company takes sustainability risks into account in their entirety within its business model, its strategy, its governance and its risk management process. Sustainability risks are analysed and documented and any necessary courses of action are derived therefrom.

The consequences of sustainability risks can be numerous and vary depending on the risk, region and asset class concerned. With regard to assets, the occurrence of a sustainability risk will generally have a negative impact on the value of the asset or result in a complete loss of value.

Unless specified otherwise in the Special Section of the sales prospectus, the sub-funds have highly diversified portfolios. The portfolio manager recognises that the sub-funds are exposed to a wide range of sustainability risks, which vary from investment to investment. Some markets and sectors are exposed to greater sustainability risks than others. For example, the energy sector may be subject to greater regulatory or public pressure on account of its generally high greenhouse gas emissions and may therefore be exposed to a higher level of risk than other sectors. However, it is not anticipated that a single sustainability risk will have a significant negative financial impact on the yield of the sub-funds.

#### Approach to adverse impacts on sustainability factors

Insofar as adverse impacts on sustainability factors are taken into account in the investment decisions at the sub-fund level, this is regulated in “Appendix A — Sustainability-related disclosures”.

Notwithstanding the foregoing, the investments underlying the sub-funds do not take into account the EU criteria for environmentally sustainable economic activities of Regulation (EU) 2020/852 of the European Parliament and of the Council of 18 June 2020 on the establishment of a framework to facilitate sustainable investment unless specified otherwise in “Annex A — Sustainability-related disclosures”.

## 9. Taxation

Every investor is advised to comply with their personal tax obligations.

The following information is general in nature and serves only to provide preliminary information. It provides a general description of the main Luxembourg tax implications as at the date of this sales prospectus. The following information does not claim to provide a full description of all possible tax considerations that may be relevant to an investment decision. Certain tax considerations are not described as they correspond to general legal principles or knowledge thereof is a prerequisite for investment by shareholders. This summary refers to provisions applicable in Luxembourg on the date of the sales prospectus and applies subject to any future legislative changes, court decisions, changes in administrative practice or other changes. The following information does not constitute legal or tax advice and should not be seen as such. Future shareholders should seek advice from their tax advisors and lawyers so that they are informed about particular tax implications that may arise based on the legal system applicable to them.



The notion of residency in the following sections refers exclusively to Luxembourg provisions on income tax. Any reference to a tax, levy, other charge or retention of a similar kind refers exclusively to Luxembourg taxes and concepts. In this respect, a reference to Luxembourg income tax generally encompasses corporation tax (*impôt sur le revenu des collectivités*), trade tax (*impôt commercial communal*), the solidarity surcharge (*contribution au fonds pour l'emploi*), income tax (*impôt sur le revenu*) and temporary budget repair tax (*impôt d'équilibre budgétaire temporaire*). Investors may also be subject to wealth tax (*impôt sur la fortune*) and other taxes and levies. Corporation tax, trade tax and the solidarity surcharge are generally payable by most taxable legal persons. Natural persons are generally subject to income tax, the solidarity surcharge and temporary budget repair tax. Under certain circumstances, a natural person may also be subject to trade tax if they act in the exercise of business or entrepreneurial activities.

#### German Investment Tax Act

Investors should note the possible tax implications arising from the law on the reform of German investment taxation of 19 July 2016 (BGBl. I 2016, 1730) (German Investment Tax Reform Act, InvStRefG). The InvStRefG has been in force since 01/01/2018 and generally does not provide for any transitional provisions. In principle, the InvStRefG has introduced a non-transparent taxation system whereby both the investment fund within the meaning of the InvStRefG and its investors may be subject to taxation.

### A. The Fund

#### Subscription tax

The Fund is subject to a subscription tax (*taxe d'abonnement*) of 0.05% p.a. on its net assets in Luxembourg. However, this rate is reduced to 0.01% p.a. for sub-funds reserved for institutional investors. The tax is payable quarterly and calculated on the valuation date based on the net asset value of the relevant category.

An exemption from the subscription tax is possible for:

- (a) the value of assets attributable to shares or units in other UCIs, insofar as such shares or units have already been assessed for subscription tax as regulated in the Law of 13 February 2007 on specialised investment funds (as amended), the Law of 17 December 2010 or the Law of 23 July 2016 on reserved alternative investment funds;
- (b) UCIs and individual sub-funds in umbrella UCIs with multiple sub-funds:
  - i. whose securities are reserved for institutional investors; and
  - ii. whose exclusive objective is collective investment in money market instruments and placing deposits with credit institutions; and
  - iii. whose weighted residual portfolio maturity does not exceed 90 days; and
  - iv. that have received the highest possible rating from a recognised rating agency;
- (c) UCIs whose securities (i) are reserved for occupational pension institutions or similar investment vehicles launched on the initiative of one or several employers for their employees, and (ii) are reserved for companies owned by one or more employers who invest their funds in order to offer retirement benefits to their employees; or
- (d) UCIs and individual sub-funds in umbrella UCIs with several sub-funds whose main objective is to invest in microfinance institutions.

#### Withholding tax

In accordance with applicable Luxembourg tax law, no withholding tax is levied on distributions, redemptions or payments that the Fund pays to shareholders on their shares. Moreover, withholding tax is not levied on the distribution of liquidation proceeds among shareholders.

#### Income tax

The Fund is not subject to income tax in Luxembourg.

#### Value added tax

The Fund is considered taxable in Luxembourg for value added tax purposes with no entitlement to deduct input tax. Services that qualify as fund management services are exempt from value added tax in Luxembourg. Other services rendered for the Fund may give rise to an obligation to pay value added tax, which may require the Fund to register for value added tax in Luxembourg. Registering for value added tax allows the Fund to meet its self-assessment obligation for Luxembourg value added tax that arises in the event that it procures services (and in some cases also supplies) from abroad that are subject to value added tax.

The Fund's payments to its shareholders generally do not give rise to an obligation to pay value added tax insofar as the payments are associated with the subscription and/or holding of the Fund's shares and do not constitute remuneration for rendered services subject to value added tax.

#### Other taxes

No stamp duty or other tax is payable in Luxembourg for the issue of the Fund's shares against a cash contribution, with the exception of a flat-rate registration charge of EUR 75 when the Fund is established and when the Fund's Articles of Association are amended.

The Fund is exempt from wealth tax.

The Fund may be subject to withholding taxes on dividends and interest as well as capital gains tax in the countries of origin of its investments. As the Fund is not subject to corporation tax itself, any withholding tax deducted at source cannot be offset or reimbursed in Luxembourg. It is not certain whether the Fund can make use of Luxembourg's range of double taxation agreements. It must be analysed in individual cases whether the Fund can use a double taxation agreement concluded by Luxembourg. As the Fund is set up as a company (as opposed to joint property assets with no legal personality), it may be that certain double taxation agreements concluded by Luxembourg are directly applicable to the Fund.

## **B. The shareholders**

Shareholders are not subject to taxation in Luxembourg without restriction or treated as such based on mere ownership or exercise, termination, handover and/or execution of their rights and obligations relating to the shares.

#### Income tax

##### i. Shareholders not resident in Luxembourg

Shareholders that are not resident in Luxembourg and that do not have an establishment or a permanent representative in Luxembourg to which the shares can be attributed are not subject to Luxembourg income tax on distributed or accrued dividends from the Fund. Disposal gains of non-resident shareholders are also not subject to tax in Luxembourg.

Insofar as a non-resident shareholder that is a corporation has an establishment or a permanent representative in Luxembourg to which the shares can be attributed, the gains generated from the shares (dividends and disposal gains) are to be included in its taxable profit and taxed in Luxembourg. The same applies to a natural person who acts in the context of commercial or professional activities and has an establishment or a permanent representative in Luxembourg to which the shares can be attributed. The taxable disposal gains result from the difference between the sale, repurchase or redemption amount and the lower of the purchase price or book value of the sold or redeemed shares.

##### ii. Shareholders resident in Luxembourg

Natural persons resident in Luxembourg

Dividends and other payments resulting from shares that are received by a natural person resident in Luxembourg who acts in the context of the management of their personal assets or in the context of commercial or professional activities are subject to income tax at generally progressive rates.

Private individuals' disposal gains on shares held as personal assets are only taxable in Luxembourg if the disposal gains are speculative gains or gains from a significant participation. The gains are speculative gains if the shares are sold before they are acquired or the shares are sold within six months of their acquisition. Speculative gains are taxed at the normal personal tax rate. A participation is deemed significant in certain cases, especially if (i) the seller directly or indirectly held more than 10% of the share capital alone or together with his/her spouse and minor children at any time within the five years prior the date of the sale, or (ii) the seller acquired the participation free of charge within the five years prior to the sale and the participation constituted a significant participation for the previous owner (or one of the previous owners in the case of several free transfers) at any time within the last five years. Disposal gains from a significant participation that is held for at least six months are subject, less disposal costs and the purchase price, to a reduced tax rate corresponding to half of the average tax rate that would be applicable to the adjusted income. A sale, exchange, contribution and any other kind of disposal are to be understood as a disposal. The taxable disposal gains result from the difference between the sale, repurchase or redemption amount and the lower of the purchase price or book value of the shares.

Disposal gains realised by a natural person resident in Luxembourg for tax purposes who acts in the context of commercial or professional activities are subject to income tax at general progressive tax rates. Disposal gains are to be understood as the difference between the sale, repurchase or redemption amount and the lower of the purchase price or book value of the shares.

#### Companies resident in Luxembourg

Shareholders that are Luxembourg taxable corporations (*sociétés de capitaux*) have to include all income received from the shares and all gains resulting from the sale, disposal or redemption of the shares in their taxable profit.

#### Shareholders resident in Luxembourg that are subject to a separate tax regime

Shareholders resident in Luxembourg that are subject to a separate tax regime, namely (i) funds subject to the Law of 17 December 2010, as amended, (ii) specialised investment funds subject to the Law of 13 February 2007, as amended, (iii) reserved alternative investment funds (that opt for tax treatment as specialised investment funds) subject to the Law of 23 July 2016, (iv) companies that serve to manage family assets in accordance with the Law of 11 May 2007, as amended, are exempt from tax in Luxembourg and income from shares is therefore not subject to Luxembourg income tax.

#### Wealth tax

A shareholder resident in Luxembourg, and a non-resident shareholder that has an establishment or a permanent representative in Luxembourg to which the shares can be attributed, is subject to wealth tax for those shares, unless the shareholder is (i) a natural person resident or non-resident for tax purposes, (ii) a fund pursuant to the Law of 17 December 2010, as amended, (iii) a securitisation company pursuant to the Law of 22 March 2004 on securitisation, as amended, (iv) a company as defined by the Law of 15 June 2004 on investment companies investing in risk capital, as amended, (v) a specialised investment fund pursuant to the Law of 13 February 2007, as amended, (vi) a reserved alternative investment fund pursuant to the Law of 23 July 2016 or, (vii) a company that manages family assets in accordance with the Law of 11 May 2007, as amended.

However, securitisation companies in accordance with the Law of 22 March 2004 on securitisation, as amended, companies as defined by the Law of 15 June 2004 on investment companies investing in risk capital, as amended, and reserved alternative investment funds pursuant to the Law of 23 July 2016 (that opt for tax treatment as investment companies investing in risk capital) are subject to a minimum wealth tax.

#### Other taxes

In accordance with Luxembourg tax law, shares of a natural person who is resident in Luxembourg for inheritance tax purposes at the time of their death are to be added to the assets of this person that are subject to inheritance

tax. By contrast, inheritance tax is not levied if the shares are transferred by will, provided the deceased shareholder was not resident in Luxembourg for inheritance tax purposes at the time of their death and the transfer was also not notarised or registered in Luxembourg.

Gift tax may be levied if the shares are gifted, provided the gift is notarised or registered in Luxembourg.

Prospective investors should inform themselves of the legislation and rules applicable to the purchase, holding and redemption of shares and, where appropriate, seek professional advice.

### **C. Automatic exchange of information**

#### Foreign Account Tax Compliance Act (“FATCA”)

The Foreign Account Tax Compliance Act (“FATCA”) was adopted as a law in the US as part of the Hiring Incentives to Restore Employment Act of March 2010. FATCA requires financial institutions outside the United States (“foreign financial institutions” or “FFIs”) to transfer information each year on i) financial accounts directly or indirectly held by “Special US Persons”, and ii) non-US financial institutions that do not conform to the FATCA regulations to the Luxembourg tax authority. A withholding tax of 30% is charged on certain US source income of FFIs that do not meet this obligation.

On 28 March 2014, the Grand Duchy of Luxembourg entered into an intergovernmental agreement (“IGA”), in accordance with Model 1, with the United States and a related Memorandum of Understanding, which were approved by the Luxembourg Parliament in the form of the Law of 24 July 2015.

As the Fund is resident in Luxembourg, it is considered a Luxembourg financial institution (foreign financial institution as defined by the IGA), which means the Fund must observe the requirements of the Luxembourg IGA.

In accordance with the provisions of the IGA, the Fund is obliged to gather information that serves to identify its direct or indirect shareholders who are “Specified US Persons” for the purposes of FATCA (“US accounts”). All information regarding US accounts transferred to the Fund shall be passed on to the Luxembourg tax authorities, which will automatically exchange this information with the IRS in accordance with Article 28 of the agreement signed on 3 April 1996 between the United States Government and the Government of Luxembourg on the prevention of double taxation and tax evasion with respect to taxes on income and capital.

In accordance with the IGA, the Fund may be obliged to report to the Luxembourg tax authority the name, address and tax identification number of Specified US Persons who participate in the Fund either directly or indirectly, as well as information on the account balances or values of the Specified US Persons, or information on amounts paid by the Fund directly or indirectly to such Specified US Persons if they hold shares in the Fund either directly or indirectly. The Luxembourg tax authority will forward this information to the IRS automatically.

The Fund intends to comply with the provisions of the Luxembourg IGA and thus be compliant with FATCA. Although the Fund aims to fulfil all of its obligations to avoid FATCA withholding tax, the levying of such a withholding tax cannot be ruled out.

The Fund’s ability to meet its obligations under the IGA depends on the cooperation of investors who are required to provide investors in the Fund with information, especially information regarding direct or indirect shareholders, that the Fund deems necessary to fulfil its obligations. Each investor (or in the case of an NFFE as defined by FATCA, the indirect or direct owner of the investor that exceeds a certain participation threshold) agrees to provide certain information and supporting evidence on the Fund’s request. Moreover, each investor agrees to provide all information proactively within thirty (30) days that could affect its status, e.g. change of address or email address.

Insofar as an investor fails to comply with the Fund’s requests for information and evidence, it may be required to pay any taxes, penalties or costs which are incurred by the Fund due to a lack of cooperation on the part of the investor and the Fund may redeem the investor’s shares at its discretion.

It cannot be excluded that other investors that have met their information obligations will also be fined or taxed at the expense of the non-cooperating investors, even if the Fund takes all appropriate measures to obtain the information and evidence from shareholders in order to meet its obligations and avoid costs or charges.

The Fund is responsible for processing personal data in accordance with the Luxembourg Law of 2 August 2002. Investors are entitled at all times to request information on their personal data that the Fund processes, stores and archives, and the correction thereof.

**Investors are advised to familiarise themselves with and, if applicable, seek advice on any legal or tax consequences in accordance with the law of their country of nationality, the country of their registered office or the country of their habitual residence that could be relevant to the subscription, purchase, holding, redemption or transfer of shares.**

#### Common Reporting Standard

On 9 December 2014, the Council of the European Union adopted Directive 2014/107/EU amending Directive 2011/16/EU of 15 February 2011 on administrative cooperation in the field of taxation, which provides for the automatic exchange of information on financial accounts between EU member states (“DAC Directive”). The adoption of the Directive resulted in the implementation of the Common Reporting Standard (CRS) of the OECD and the application of the automatic exchange of information within the European Union from 1 January 2016.

Luxembourg also signed the multilateral agreement between the competent authorities on the automatic exchange of information in the context of the OECD’s CRS (“multilateral agreement”). In accordance with this multilateral agreement, Luxembourg shall exchange information on financial accounts with other participating jurisdictions automatically from 1 January 2016. The Luxembourg Law of 18 December 2015 transposes the multilateral agreement and the DAC Directive, which introduced the Common Reporting Standard, into national law (“CRS Law”).

In accordance with the CRS Law, the Fund may be obliged to report to the Luxembourg tax authority the name, address, member state(s) of residence, tax identification number and place and date of birth of each Reportable Person that holds an account, and, for passive NFEs, of each Controlling Person that is a Reportable Person. The Luxembourg tax authority will automatically forward this information to the relevant member state/participating state of residency.

The Fund is responsible for processing personal data in accordance with the Luxembourg Law of 2 August 2002. Investors are entitled at all times to request information on their personal data that the Company processes, stores and archives, and the correction thereof.

The Fund’s ability to meet its obligations under the CRS Law depends on the cooperation of investors who are required to provide the Fund with information, especially regarding direct or indirect shareholders, that the Fund deems necessary to fulfil its obligations. All investors agree to provide this information on request.

Any investors that fail to comply with a request for corresponding documentation shall be subject to those taxes or penalties that are consequently imposed on the Fund in accordance with the CRS Law and the Fund may redeem their shares at its discretion.

It cannot be excluded that other investors that have met their information obligations will also be fined or taxed at the expense of the non-cooperating shareholder, even if the Company takes all appropriate measures to obtain the information and evidence from investors in order to meet its obligations and avoid costs or charges.

Investors are advised to seek advice from their tax advisors in respect of the potential consequences of the CRS Law and the consequences of their investment in the Fund.

## **10. Issue of shares**

Shareholders are entitled to acquire shares in one or more sub-funds at any time by subscribing and paying the issue price through one of the paying agents, the Custodian or the Company subject to “11. Restrictions on the issue of shares” below. All issued shares in a sub-fund have up to three decimal places and the same rights. The shares are allocated by the Custodian on behalf of the Company immediately after the issue price is received by the Custodian and are generally issued as bearer shares which are deposited in a securities settlement system and represented electronically by a (dematerialised) global certificate.

Shares are issued on every valuation date through one of the paying agents, the Custodian or the Company.

For the GLOBAL INVESTORS – Innovation World Large Caps by AMG sub-fund:

Completed subscription applications received by a paying agent, the Custodian or the Company by 12:00 (Luxembourg time) on a valuation date are settled on the basis of the net asset value determined on the same valuation date. Completed subscription applications received by the Company after 12:00 (Luxembourg time) on a valuation date are settled on the basis of the share value on the next valuation date. The share value is therefore unknown to the share subscriber in each case.

The issue price is the net asset value on the respective valuation date plus a sales fee collected by the distributor, the amount of which is defined in the Special Section of the sales prospectus. This price is payable within two banking days after the corresponding valuation date.

The issue price may also be supplemented by stamp duty or other charges which apply in some countries where the shares are sold.

### **11. Restrictions on the issue of shares**

The Company must observe the laws and regulations of every country in which the shares are offered when the shares are issued. The Company may, at its own discretion and at any time, reject a subscription request or temporarily limit or suspend or permanently cease the issue of shares if the purchasers are natural or legal persons who are residents of or registered in specific countries or territories. The Company may also exclude natural or legal persons from the purchase of shares if such a measure is required to protect the shareholders, the sub-funds or the Fund.

Furthermore, the Company may at any time buy back shares held by shareholders who are excluded from the purchase or possession of shares in return for payment of the redemption price.

The Company reserves the right to suspend the issue of shares above a certain net asset value which no longer makes the expedient economic management of Company assets for the shareholders seem possible.

Payments received for subscription requests that are not executed are paid back immediately by the Custodian without interest.

### **12. Company shares**

The Board of Directors may decide to create different share classes within each fund, the assets of which will be invested jointly in accordance with the specific investment policy of the respective fund, although a specific fee structure, nominal currency or other specific characteristic may apply to each class. All share classes in each fund are invested in the same underlying portfolio.

The delivery of physical securities is not currently envisaged. There is thus no right to the delivery of physical securities. Shares are in principle issued as bearer shares that are deposited in a securities settlement system and represented electronically by a (dematerialised) global certificate. The delivery of physical securities is not envisaged.

The Board of Directors may, however, decide to issue sub-fund share certificates (physical securities) made out to the bearer at a later date. The share certificates may be divided or consolidated into larger units in the interests of shareholders. Every shareholder has a right to vote at the general meeting. Voting rights may be exercised in person or by proxy. Each share confers a right to one vote.

### **13. Calculation of the net asset value**

The share value (“net asset value”) is denominated in the currency specified for the relevant sub-fund (the “sub-fund currency”) in the Special Section of the sales prospectus.



The dates on which the net asset value is calculated are defined in the Special Section of the sales prospectus for the relevant sub-fund. Notwithstanding a differing regulation in the Special Section of the sales prospectus for a relevant sub-fund, any third parties engaged to calculate the share value shall be mentioned by name in the sales prospectus.

The calculation is carried out by dividing the sub-fund's net assets by the number of outstanding shares within the corresponding sub-fund on the valuation date. The sub-fund's net assets are calculated based on the following principles:

- a. The target fund shares contained within a sub-fund are valued based on the last established and available redemption price.
- b. The value of cash holdings and bank deposits, certificates of deposit and outstanding receivables, pre-paid expenses, cash dividends and declared or accrued interest yet to be received constitute the total sum, unless it is unlikely that this can be paid or received in full. In this case, the value will be established in consideration of a proportional reduction in order to determine the real value.
- c. The value of assets quoted or traded on a stock exchange is calculated based on the last available price on the stock exchange which is normally the main market for this security. If a security or other asset is listed on more than one exchange, then the latest sale price used will be that of the exchange or regulated market that is the main market for the asset in question.
- d. The value of assets traded on another regulated market (as defined in "4. Investment policy and investment limits", "G. General guidelines for the investment policy" of this sales prospectus) is calculated on the basis of the last available price.
- e. If an asset is not quoted or traded on a stock exchange or another regulated market or if assets quoted or traded on a stock exchange or another market as mentioned previously where the prices in accordance with (c) or (d) above do not adequately reflect the actual market value of the corresponding assets, the value of such assets is calculated on the basis of sales prices that are reasonably predicted according to a careful estimate.
- f. The liquidation value of forwards or options which are not traded on stock exchanges or other organised markets shall correspond to the relevant net liquidation value as determined in accordance with the guidelines of the Board of Directors on a basis which shall be applied consistently with regard to all different types of contracts. The liquidation value of futures, forwards or options that are traded on a stock exchange or other organised markets is calculated on the basis of the last available liquidation price of such contracts on the stock exchange or organised market on which these futures, forwards or options are traded by the Fund; if a future, forward or option cannot be liquidated on a date for which the net asset value is determined, the calculation basis for this contract is determined by the Board of Directors in an appropriate and reasonable manner. Swaps are valued at their specified market value, including applicable interest.
- g. The value of money market instruments which are not quoted on a stock exchange or traded on another regulated market and have a residual maturity of less than 12 months and more than 90 days shall correspond to the respective nominal value, plus interest accrued thereon. Money market instruments with a remaining term of up to 90 days are valued at amortised cost, which should roughly correspond to their market value.
- h. All other securities and assets shall be valued at their fair market value, as determined in good faith and according to the procedure to be adopted by the Company.

All assets denominated in currencies other than the relevant sub-fund currency are converted to the relevant sub-fund currency based on the last available exchange rate.

The net sub-fund assets are presented both individually and on a consolidated basis in financial reports. Consolidation takes place in USD. Income equalisation can be calculated for each sub-fund.

In the event of extraordinary circumstances which render the valuation process as described above impossible or inappropriate, the Company is entitled to employ valuation rules which are established by it in good faith, are widely recognised and can be verified by an auditor in order to achieve an appropriate valuation of the Fund's assets.

In the event of extensive redemption requests which cannot be satisfied with cash and cash equivalents and authorised borrowing, the Company may decide to determine the net asset value based on the prices on the valuation date on which it sold securities for the Fund which, depending on the particular circumstances, had to be sold. In this case, the same valuation process will be used for all subscription and redemption requests submitted at the same time.

#### **14. Redemption and exchange of shares**

Shareholders are entitled to demand the redemption of their shares at any time via the paying agents, the Custodian or the Company.

For the GLOBAL INVESTORS – Innovation World Large Caps by AMG sub-fund:

Completed redemption requests received by 12:00 (Luxembourg time) on a valuation date by one of the paying agents, the Custodian or the Company are settled on the basis of the net asset value on the same valuation date. Completed requests received after 12:00 (Luxembourg time) on a valuation date are settled on the basis of the share value on the next valuation date. The share price is therefore unknown to the redeemer of the shares in each case.

The redemption price shall be paid within two banking days after the relevant valuation date.

Any issued share certificates must be returned before the redemption price is paid. The Company is entitled to carry out extensive redemptions only after the corresponding assets of a sub-fund have been sold without delay.

In this case, the redemption takes place in accordance with the provisions of the last paragraph in “13. Calculation of the net asset value” at the net asset value applicable then. The redemption price is reimbursed in the sub-fund currency. The Company ensures that the sub-funds' assets include sufficient liquid funds so that shares can be redeemed at a shareholder's request without delay in normal circumstances.

Investors that offer their shares for redemption are informed immediately of the suspension of the calculation of the net asset value pursuant to “17. Suspension of the issue, redemption and exchange of shares and the calculation of the net asset value” and informed without delay once the calculation of the net asset value is resumed.

The Custodian shall only be obliged to make payment insofar as there are no legal provisions, such as exchange control regulations, or other circumstances beyond the Custodian's control, forming an obstacle to the transfer of the redemption price to the country of the applicant.

The shareholder may exchange shares in a sub-fund for shares in another sub-fund at the Company, the Custodian or a paying agent. Exchanges are based on the net asset value of the relevant sub-funds, which is calculated on the next valuation date after receipt of the exchange request. A maximum exchange charge of 2.0% may be applied by the distributor for amounts to be invested in new sub-funds.

The exchange commission must, however, be at least 0.5% less than the value of the maximum sales commission stated for the relevant sub-fund for which the shareholder would like to exchange some or all of their existing sub-fund shares. Any remaining amount which results from an exchange transaction will, if necessary, be converted into euros and paid to the shareholders. If this amount is less than USD 10 or 1% of the exchange amount, it does not have to be paid out to the shareholders.

#### **15. Market timing**

Market timing is a method of arbitrage in which a shareholder systematically subscribes to, redeems or exchanges shares of a UCI within a short period of time by taking advantage of time differences and/or incomplete or weak features of the UCI's net asset valuation system.



The Company does not allow the use of any methods linked to market timing, given that this system may reduce the Fund's performance by increasing costs and/or causing a dilution in profits. The Management Company reserves the right to reject subscription or exchange requests from a shareholder who is suspected of using such methods, and may also decide to employ all measures deemed necessary to protect the Fund's other shareholders.

## **16. Anti-money laundering**

In accordance with international regulations and Luxembourg laws and regulations, including, but not limited to, the Law of 12 November 2004 on combating money laundering and terrorism financing, as amended, the Grand Ducal Regulation of 1 February 2010, CSSF Regulation 12-02 of 14 December 2012, and all amendments or follow-up regulations thereto, financial service providers must take precautionary measures to ensure that UCIs are not misused for the purposes of money laundering or terrorism financing. Such regulations stipulate that the Fund must determine the identity of all applicants. The Fund may demand any document from an applicant that it deems necessary to determine said applicant's identity.

Applicants who wish to subscribe to shares of the Fund must provide all required information to the Fund or Company that the relevant party may reasonably demand to verify the identity of the applicant.

For applicants submitting applications on behalf of third parties, the Fund is also obliged to verify the identity of the beneficial owner(s). In addition, each applicant is required to inform the Fund prior to any change in the identity of the beneficial owner.

If an applicant is unable to provide the required documents to the Fund or can only provide them late, the subscription request will be rejected, or the payment will be delayed in the case of redemption requests. In the above-mentioned cases, neither the UCI nor the Management Company shall be liable for the late processing or breakdown of the transaction.

Information which is provided to the Fund in this context is only collected in order to comply with regulations on the prevention of money laundering and terrorism financing.

## **17. Suspension of the issue, redemption and exchange of shares and the calculation of the net asset value**

The Company is entitled to temporarily suspend the net asset value calculations of a sub-fund in addition to the issue, redemption and exchange of shares of one or more sub-funds:

- a) During periods in which a stock exchange or other regulated market which is open to the public and operates in accordance with all applicable legislation and on which a considerable part of the sub-fund's assets are quoted or traded is closed (except normal weekends and public holidays), or when trade on this stock exchange or this market has been suspended or limited;
- b) In emergencies if the Company cannot dispose of the assets of a particular sub-fund, or if the Company is unable to freely transfer the counter value for the assets bought or sold, or calculate the net asset value in a proper manner;
- c) If the availability of acquirable assets on the market or the sales possibilities for the sub-fund's assets are limited as a result of the sub-fund's limited investment period.

Investors that offer their shares for redemption are informed immediately of the suspension of the calculation of the net asset value and informed without delay once the calculation of the net asset value is resumed.

## **18. Sub-fund expenses and costs**

In addition to the costs detailed in the Special Section of the sales prospectus, each sub-fund incurs the sub-fund administration expenses detailed below:

- a) The Management Company's fees. The Management Company is entitled to charge each sub-fund the fee detailed in the Special Section of the sales prospectus for each sub-fund. The Management Company also uses these fees to pay compensation to the members of the Board of Directors;

- b) The Portfolio Manager's and/or investment advisor's fees;
- c) The Custodian's fees, as well as its handling fees and third-party fees. The Custodian will withdraw the compensation to which it is entitled, as stipulated in the Special Section of the sales prospectus, from the blocked accounts with the agreement of the Company only. The amounts of administrative fees and external costs are also set out in the Special Section of the sales prospectus;
- d) Costs relating to the redemption of dividend coupons;
- e) Costs for the publication of issue and redemption prices, distributions and all other information deemed important for shareholders;
- f) Printing costs for share certificates;
- g) Costs relating to the printing, publication and delivery of reports and prospectuses, including the Articles of Association;
- h) Auditor fees and costs for each sub-fund;
- i) Legal consultancy costs that the Company or Custodian incurs when they act in the interest of the shareholders;
- j) Costs arising from any stock market quotation or registration and/or authorisation procedures both in the Fund's home country and abroad;
- k) All taxes and duties levied on the sub-fund's assets, its income and expenditure at the expense of the sub-fund;
- l) Any remuneration and expenses for foreign representatives;
- m) The costs of preparing, amending, lodging and publishing the sales prospectus and the Articles of Association as well as other documents such as the KIIDs which relate to the relevant sub-funds, including costs for registration applications or written declarations to all registration authorities and stock exchanges (including local securities trading associations) which must be undertaken in connection with the sub-fund or the offering of its shares;
- n) Printing and distribution costs for the annual and semi-annual reports for shareholders in all necessary languages, as well as printing and distribution costs for all other reports and documents required in accordance with the applicable laws and directives of the authorities in question;
- o) Costs for publications destined for shareholders;
- p) An appropriate share of the expenses for advertising and the expenses incurred in direct relation to the offering and sale of shares;
- r) If a sub-fund acquires shares of other UCITS and/or other UCIs which are managed directly or indirectly by the Management Company itself or another company with which the Management Company is associated through common management or control or a material direct or indirect participation, a management fee may apply to these target funds. All costs incurred in connection with this purchase and the sale of assets, with the exception of issue premiums and redemption fees for fund shares, are to be borne by the sub-fund. This restriction is also applicable in cases where the Fund acquires shares in an investment company with which it is associated as defined in the above sentence. Exceptions hereto are advertising costs and other charges which are directly related to the offering or sale of shares. In the case of target funds, shareholders of the Fund may directly or indirectly be charged fees, costs, taxes, commissions and other expenses. Consequently, fees may be charged several times. These costs are listed in the annual reports.  
However, portfolio commissions for holding target funds shall be credited to the Fund.
- s) As a rule, the target fund is charged an additional management fee by the Management Company. If shares in target funds are acquired, a management fee may apply to these target funds. In the context of its investment decisions, the fund management shall endeavour to invest in target funds with management fees of less than 2% p.a. However,

this does not take account of any outperformance fee that may be incurred. If the UCITS invests a large part of its net assets in shares in other UCITS or UCIs, the Fund's annual report shall specify the maximum proportion of the management fee to be borne by the Fund and the target funds, in addition to the legally required amendment to the sales prospectus.

All costs and charges are initially charged to current income, then capital gains, and then the assets of the sub-fund.

The costs associated with the acquisition or sale of assets (fees for transactions in securities and other assets and rights of the Fund) shall be included in the purchase price or deducted from the sales proceeds.

Costs related to the overall assets of the Fund will be charged on a pro rata basis for the individual sub-funds in accordance with their net assets. Individual sub-funds are only liable for the costs and expenses generated by them.

Foundation costs are initially borne by the Management Company and will be charged to each sub-fund proportionately (assuming that the costs were not generated by a special sub-fund) by the Management Company within the first short financial year.

Commission agreements are not entered into for hard and soft commissions. However, if such agreements are entered into, this shall be exclusively to the benefit of the Fund.

### **19. Accounting year and audits**

Notwithstanding other regulations presented in the Special Section of the sales prospectus for a given sub-fund, the accounting year for the Company and all sub-funds ends each year on 31 March.

The Company is audited by an independent auditing company appointed by the general meeting.

### **20. Appropriation of profits**

The appropriation of profits (accumulation/distribution) is defined in the Special Section of the sales prospectus with respect to each sub-fund.

Irrespective of other regulations stipulated in the Special Section of the sales prospectus with respect to a corresponding sub-fund, the Board of Directors may, in observance of all applicable legislation, decide on an annual distribution of the majority of regular net income pertaining to a sub-fund and disburse this as soon as possible after the Fund's accounting year has ended.

Regular net income pertaining to the sub-funds includes all interest and dividends received, less the sub-fund's expenses and costs as stipulated in "18. Sub-fund expenses and costs", excluding realised capital gains and losses, unrealised value increases and reductions and proceeds from the sale of subscription rights and all other non-recurrent income.

Irrespective of the aforementioned regulation, the Board of Directors may occasionally decide to pay out in cash realised capital gains, less all realised capital losses and proven reductions in value which are not compensated by proven increases in value, either in part or in whole.

Distributions are made uniformly across all shares in circulation one day before payment of the dividends.

Distribution amounts which remain unclaimed after five years from the date of the published distribution notice lapse and will be paid back into the sub-fund.

### **21. Amendments**

The Board of Directors may partially or wholly amend the sales prospectus at any time. Any amendments made to the Articles of Association in accordance with the regulations contained within the same will be decided upon by the general meeting and published in the RESA.

## 22. Publications and general information

Issue and redemption prices pertaining to each sub-fund are available from the Company's registered office and all paying agents and will also be published in a medium in each country where the shares are publicly distributed. The net asset values of the sub-funds can be requested from the Company's registered office and all paying agents.

At the end of each accounting year, the Company shall provide shareholders with an audited annual report which contains information on the sub-funds' assets, their management and the results achieved. After the first half of each accounting year, the Company shall provide shareholders with an unaudited semi-annual report which contains information on the sub-funds' assets and their management during the half-year in question. The net sub-fund assets are presented both individually and on a consolidated basis in the reports. Consolidation takes place in USD. The Fund's annual report and semi-annual report are available to shareholders at the registered office of the Company, the Custodian and all paying agents.

To the extent required by law, important information for the shareholders (e.g. dividend notifications) is published in at least one medium of those countries in which shares are publicly distributed. If there is no legal requirement regarding publication in a daily newspaper, notifications to the shareholders may be published on [www.vpbank.com/vp\\_fund\\_solutions\\_notifications](http://www.vpbank.com/vp_fund_solutions_notifications).

The aforementioned contracts and the current Articles of Association can be viewed at the Company's registered office and all paying agents.

The German version of the sales prospectus, Articles of Association and all other documents and publications is binding.

The following documents may be viewed at or requested free of charge from the registered office of the Company and all paying agents during normal office hours:

- a) The Company's Articles of Association;
- b) The contracts specified in the sales prospectus (this includes the contract between the SICAV and the Management Company);
- c) The sales prospectus;
- d) The KIID for each sub-fund; and
- e) the annual and semi-annual reports of the Fund.

## 23. Additional regulatory requirements

### Conflicts of interest, complaints management, best execution, voting rights

Information on measures to prevent conflicts of interest, complaints management, the best execution policy of the Management Company and voting rights is provided to investors on request.

## 24. a) Duration and liquidation of the Company, b) Duration and liquidation of the sub-funds and c) Mergers

### a) Duration and liquidation of the Company

The Company is established for an indefinite period; however, it may be liquidated at any time by resolution of the general meeting. If a situation arises which makes statutory liquidation necessary, notification will be provided in the RESA in accordance with all applicable legislation, and published in at least two daily newspapers with sufficient circulation. One of these newspapers must be circulated in Luxembourg.

If a situation arises which requires the liquidation of the Company, all share issuing and redemption will be suspended. The Custodian, on instruction from the Company or, where appropriate, from the liquidators appointed by the same or by the Custodian in consultation with the supervisory authority, will distribute the liquidation proceeds less the liquidation costs and fees among the Company's shareholders according to their entitlement.

Proceeds from the liquidation which are not collected by the conclusion of the liquidation procedure are translated into EUR and deposited by the depositary bank in the name of the entitled shareholder at the Caisse de Consignations in Luxembourg where these amounts will expire if they are not requested within the statutory time limit.

**b) Duration and liquidation of the sub-funds**

The Board of Directors resolves on the foundation of sub-funds. The Board of Directors may decide to liquidate the assets of a sub-fund and disburse to shareholders the net asset value of their shares on the valuation date on which this decision becomes effective. In addition, the Board of Directors may announce the cancellation of shares pertaining to such a sub-fund, and the allotment of shares to another sub-fund, subject to the approval of the shareholders of this other sub-fund at the general meeting, provided that the corresponding sub-fund's shareholders have the right to request the redemption or exchange of some or all of their shares at the applicable net asset value, without incurring any costs whatsoever, within one month after notification in accordance with the regulations detailed below.

**c) Mergers**

With the prior approval of the CSSF, the Board of Directors may resolve in accordance with the conditions and procedures laid down in the Law of 17 December 2010 to merge two or more of the Company's sub-funds with each other, or merge the Company or a sub-fund of the Company with another UCITS or a sub-fund of such UCITS, where such UCITS may be established either in Luxembourg or in another member state.

The merger decision shall be published in a newspaper designated by the Board of Directors in each country where the shares of the Company or sub-fund(s) are distributed.

The affected shareholders have the right for thirty days at no additional cost to redeem their shares at the share value or, if possible, to request that their shares be exchanged for shares of another fund with a similar investment policy that is managed by the same Management Company or a different company with which the Management Company is associated by joint management or control or a significant direct or indirect participation. The shares of the shareholders that have not requested the redemption or exchange of their shares shall be replaced by shares in the absorbing UCITS or sub-fund based on the share value on the date the merger comes into force. Where required, the shareholders will receive a settlement of fractional shares.

The Company or a sub-fund cannot be merged with a Luxembourg or foreign UCI or sub-fund of such UCI that is not a UCITS.

**25. Statute of limitations**

Claims made by shareholders against the Company or Custodian can no longer be brought before a court once five years have expired since the origination of the claim; this does not include the regulation in "24. a) Duration and liquidation of the Company".

**26. Applicable legislation, place of jurisdiction and contractual language**

Any legal dispute between shareholders, the Company and the Custodian is subject to the jurisdiction of the competent court in the district of Luxembourg, Grand Duchy of Luxembourg.

The Company and the Custodian are entitled to submit themselves and the sub-funds to the jurisdiction and law of a country in which the shares are publicly distributed, insofar as this takes place in the context of claims from shareholders whose place of residence or registered office is in that country and concerns matters relating to the subscription and redemption of shares by these investors.

The German version of the Articles of Association is binding. With regard to shares sold to shareholders in a specific country, the Company may define translations of the Articles of Association into the language of the countries in which the shares are publicly distributed as binding on itself and each sub-fund.

**27. General meetings**

General meetings are generally held on the second Tuesday in June at 10:30 (Luxembourg time). If this day is a bank holiday, the general meeting will take place on the following banking day.

Sub-fund shareholders may also hold a general meeting at any time to decide on matters which exclusively affect the sub-fund in question.

Invitations to the general meeting are published in the RESA, a Luxembourg daily newspaper and newspapers that the Board of Directors deems appropriate in each distribution country.

## **28. Investor rights**

The Management Company draws investors' attention to the fact that investors will only be able to fully assert their investor rights, particularly the right to participate in shareholders' meetings, directly against the UCI or UCITS if investors are registered in their own name in the share register of the UCI or UCITS. In the event that an investor has invested in the UCI or UCITS through an intermediary which made the investment in its own name but on behalf of the investor, it may not always be possible for the investor to directly assert all investor rights against the UCI or UCITS. Investors are advised to obtain information about their rights.

**SPECIAL SECTION OF THE SALES PROSPECTUS  
for the company GLOBAL INVESTORS**

In addition to the General Section of the sales prospectus or by derogation from it, the following provisions apply to the specified sub-funds:

**GLOBAL INVESTORS – Innovation World Large Caps by AMG**

**Investment policy**

The investment objective of this investment fund is to achieve an increase in value by investing in equities of innovative companies, without regional restrictions. Companies that have proven innovative strength qualify for stock selection. The following assessment criteria (not exhaustive) are used when selecting stocks:

- Expenditures on research and development;
- Research collaborations;
- Patent applications; and
- Innovation process management in the company.

The sub-fund will continuously invest at least 51% of its assets directly in equities.

Equity participations are:

1. shares in a stock corporation which are officially licensed to be traded on a stock exchange or shares listed on an organised market,
2. shares in a stock corporation that is not a property company and which
  - a) is based in a Member State of the European Union or in another signatory state to the Agreement on the European Economic Area and is subject there to taxation on earnings of stock corporations, and is not exempt from it, or
  - b) is based in a third country, where it is subject to taxation on earnings of stock corporations to an amount of at least 15%, and is not exempt from it,
3. investment certificates in equity funds to an amount of 51% of the value of the investment unit, or
4. investment units in mixed funds in the amount of 25% of the value of the investment unit.

Financial derivatives which synthetically represent the performance of equity investments by means of such derivatives (e.g. equity futures) do not constitute equity investments.

For investments in bonds, the bonds should generally have a rating of at least BBB+/Baa1.

The proportion of equity-type securities and rights shall amount to 100% of the Fund's assets (after deduction of liquid funds). In this case, less than 10% of the Fund's assets may be invested in securities (including derivatives) of the same issuer. Currency risks from investments in equity-type securities and rights may be hedged against the Fund's reference currency. The sub-fund can therefore not invest more than 10% of its net asset value in UCITS or UCIs including ETFs.

The conclusion of securities lending transactions and/or repo and/or reverse repo transactions and investments in total return swaps are excluded for this sub-fund.

The Fund is a product as defined in Article 8 of the European Disclosure Regulation 2019/2088.

The investment policy implemented at the relevant time will be discussed in the reports. Depending on the market situation, the sub-fund's net assets may also be invested in all legally permissible assets pursuant to section 4 of the General Section of the sales prospectus.



**Investor profile**

The Fund is suitable for investors with a long-term investment horizon, who primarily aim to achieve growth in the capital invested. Investors who can accept greater fluctuations and a longer-lasting decline in the net asset value of the Fund's shares. Investors should be familiar with the main risks associated with equity investment. The investor must not be dependent on the realisation of the investment by a certain date.

**Risk profile of the sub-fund**

In addition to the risk of changes to the equity market, equity investments are also subject to a specific issuer risk (negative news about a company may significantly affect the share price within a short period). There is also a risk of negative currency changes in the case of non-USD investments.

The individual risk factors are defined in the General Section of this sales prospectus under 4. "Investment policy and investment restrictions", C. "Risk information and factors", 2. "Risk factors".

The commitment approach is used to monitor and measure the overall risk associated with derivatives.

The commitment approach converts financial derivatives into a position comparable to the assets underlying these derivatives. When calculating the overall risk, both the methods and principles of netting and hedging, and the use of efficient portfolio management techniques can be applied.

The Fund must ensure that, using the VaR method, the overall risk for derivative financial instruments using the commitment approach, does not exceed 100% of its total net assets.

Information about the risk management process, the expected leverage and the possibility of a higher leverage level (for UCITS using the VaR approach) is available from the Management Company at the investor's request.

To ensure compliance with the aforementioned provisions, the Management Company shall adhere to all the relevant circulars and directives issued by the CSSF or any European authorities permitted to issue corresponding directives or technical standards.

**Leverage**

The anticipated leverage of the sub-fund is calculated using the expected average sum of the nominal amounts of the derivatives according to CESR Guideline 10-788. Furthermore, the Management Company may choose to complete the leverage calculation using the commitment approach, where appropriate. The leverage is expected to be between 0% and 100% of the sub-fund's net assets. In this context, leverage of 0% is understood as a portfolio without leverage.

Shareholders should note that derivatives may be used for different purposes, particularly for hedging or investment purposes. However, the calculation of the expected leverage does not distinguish between the different objectives of derivative use. This amount thus provides no indication of the risk to the Fund.

**Fund share prices and income are subject to fluctuations, and it is possible that investors will not receive the amount back that they originally invested.**

**Appropriation of profits**

The sub-fund is an accumulating sub-fund. The income and disposal gains generated during the financial year are not distributed, but appropriated for reinvestment.

The Board of Directors may, however, decide in accordance with legal provisions to distribute the sub-fund's ordinary net income.

**Sub-fund expenses and costs**

3. The Management Company receives a payment from the sub-fund assets of max. 0.06% p.a. (at least EUR 15,000 p.a.). In addition, the Management Company receives a central administration fee of max. 0.04% p.a., at least EUR 15,000, plus EUR 3,000 per share class for registrar and transfer agency services, which is to be calculated and paid monthly in arrears based on the average sub-fund assets in each month. The Management Company is also entitled to a domiciliation fee of EUR 5,000 p.a. per sub-fund, plus EUR 1,000 per additional Board Meeting and/or Annual General Meeting.
4. The Portfolio Manager receives a payment of max. 1.10% p.a. for share classes A, B, D, E and H, max. 1.6% for share classes C and G, max. 1.40% for share class I and max. 1.85% for share class K, which is to be calculated and paid monthly in arrears based on the average sub-fund assets in each month. No portfolio manager fee is charged for share class F. Share class F is only available to investors who have concluded a separate agreement with AMG Fondsverwaltung AG at the time of subscription and during the investment period. The costs for asset management (portfolio manager remuneration) will be charged to the respective investor within the framework of the aforementioned agreement.

For the distribution of share classes A, B, C, D, E, G, H, I and K, the portfolio manager may pay ‘rebates’ directly to the investor from its portfolio management fee upon request. Any applicable provisions in the respective country of distribution shall prevail.

The Portfolio Manager may pay retrocessions to compensate for the distribution activities of the C, D, G and H share classes of the Fund from its portfolio management fee. The Portfolio Manager does not grant retrocessions to compensate for the distribution activities of the A, B and E share classes. Any applicable provisions in the respective country of distribution shall prevail.

5. The Custodian is entitled to receive from the Fund assets the fees agreed with the Management Company, which may not exceed the following maximum limits:
  - remuneration for fulfilment of its tasks as Custodian and custody of Fund assets in the amount of max. 0.05% p.a., but at least EUR 20,000 p.a., which is to be calculated and paid monthly in arrears based on the average Fund assets in each month, plus statutory VAT;
  - a handling fee for transactions for the account of the Fund; and
  - reimbursement of the third-party fees incurred, and it may charge an administration fee for exceptional services not usually provided in the course of normal business operations.

**Sub-fund currency, initial issue price, issue of shares and accounting year**

The net asset value (share value) is denominated in USD. The issue price of share class A was USD 1,000 during the sub-fund’s introductory phase.

The issue price is the net asset value on the respective valuation day (no sales commissions are incurred).

The sub-fund’s accounting year ends on 31 March.

**Calculation of the net asset value**

The net asset value is calculated by the Management Company or one of its representatives on every banking day that is a trading day in Luxembourg and Frankfurt am Main, excluding 24 and 31 December of each year. Likewise, the net asset value will not be calculated on public holidays in countries in which a significant portion of the portfolio is invested. The share value for each valuation date is calculated on the following banking day (“calculation date”).

Investors may request a list of all public holidays from the registered office of the company.

## **Specific information for individual distribution countries**

### **Information for investors in Switzerland**

#### **1. Representative**

The representative in Switzerland is LLB Swiss Investment AG, Claridenstrasse 20, CH-8002 Zurich.

#### **2. Paying agent**

The paying agent in Switzerland is NPB Neue Privat Bank AG, Limmatquai 1/am Bellevue, P.O. Box CH-8024 Zurich.

#### **3. Place of reference of the relevant documents**

The prospectus, the key investor information document (PRIIP-KID) or the basic information sheet as well as the annual and semi-annual reports can be obtained free of charge from the representative as well as from the paying agent in Switzerland.

#### **4. Publications**

4.1 Publications relating to foreign collective investment schemes are made in Switzerland on the Internet platform [www.fundinfo.com](http://www.fundinfo.com).

4.2 The issue and redemption prices or the net asset value with the note "excluding commissions" of all unit classes are published daily on the internet platform [www.fundinfo.com](http://www.fundinfo.com).

#### **5. Payments of retrocessions and rebates**

The Management Company and its agents shall not pay any retrocessions to third parties as compensation for the distribution of Fund units in Switzerland.

The Management Company and its agents shall not pay any rebates in the distribution of units in Switzerland to reduce the fees and costs charged to the Fund and attributable to the investor.

#### **6. Place of performance and jurisdiction**

For units offered in Switzerland, the place of performance is at the registered office of the representative. The place of jurisdiction shall be at the registered office of the representative or at the registered office or domicile of the investor.

Template pre-contractual disclosure for the financial products referred to in Article 8, paragraphs 1, 2 and 2a, of Regulation (EU) 2019/2088 and Article 6, first paragraph, of Regulation (EU) 2020/852

**Product name:** Global Investors – Innovation World Large Caps by AMG

**Legal entity identifier:** 5299000J2N45DDNEY28

## Environmental and/or social characteristics

### Does this financial product have a sustainable investment objective?



Yes



No

It will make a minimum of **sustainable investments with an environmental objective:** \_\_\_%

- in economic activities that qualify as environmentally sustainable under the EU Taxonomy
- in economic activities that do not qualify as environmentally sustainable under the EU Taxonomy

It will make a minimum of **sustainable investments with a social objective:** \_\_\_%

It promotes **Environmental/Social (E/S) characteristics** and while it does not have as its objective a sustainable investment, it will have a minimum proportion of \_\_\_% of sustainable investments

- with an environmental objective in economic activities that qualify as environmentally sustainable under the EU Taxonomy
- with an environmental objective in economic activities that do not qualify as environmentally sustainable under the EU Taxonomy
- with a social objective

It promotes E/S characteristics, but **will not make any sustainable investments.**

**Sustainable investment** means an investment in an economic activity that contributes to an environmental or social objective, provided that the investment does not significantly harm any environmental or social objective and that the investee companies follow good governance practices.

The **EU Taxonomy** is a classification system laid down in Regulation (EU) 2020/852, establishing a list of **environmentally sustainable economic activities**. That Regulation does not include a list of socially sustainable economic activities. Sustainable investments with an environmental objective might be aligned with the Taxonomy or not.



### What environmental and/or social characteristics are promoted by this financial product? *The Fund is a product as defined in Article 8 of the European Disclosure Regulation 2019/2088.*

**No reference benchmark has been declared** for attaining the environmental or social characteristics promoted by the fund. Instead, the two sustainability approaches described below, "ESG integration" and the "exclusion principle", are applied.

**a) ESG integration**

With the ESG integration approach, ESG risks and opportunities are taken into account in the traditional financial analysis and investment decision-making process on the basis of systematic processes. The comprehensive qualitative ESG assessment uses company-specific **ESG risk ratings** from the ESG data provider

**MSCI.** MSCI is a world-leading independent ESG and corporate governance research, rating and analysis company that helps investors around the world to develop and implement responsible investment strategies.

The ESG risk ratings from MSCI provide information about the ESG risks and their financial impact on a company. Each company is classified into one of the seven ESG risk classes: AAA, AA, A, BBB, BB, B and CCC.

Companies with a **"B" rating** are assessed in more detail with regard to ESG risks as part of the fundamental analysis. This means that the Fund can invest in companies with a "B" rating **provided that** positive momentum in terms of ESG can be identified, with the result that **improvements in sustainability issues can be seen**. Investments with a "B" rating are **limited to 25% of the Fund's assets**, although this may be exceeded (due to changes in market price or downgrading, for example) for a limited period (no more than two months).

Lastly, the Fund can invest a **maximum of 10% of the Fund's assets** in investments that **do not have an ESG risk rating** from MSCI. This may be exceeded (due to changes in market price or loss of an ESG risk rating), but only for a limited period (no more than two months). A qualitative ESG assessment of such companies is carried out anyway, but based solely on their own data and information.

**b) Exclusion principle**

Investments in manufacturers of controversial weapons are not permitted. Excluded companies and issuers in the defence sector are businesses whose products violate internationally recognised conventions.

Companies and issuers who violate the Ten Principles of the **UN Global Compact** are also excluded. These principles cover the areas of human rights, labour standards, the environment and anti-corruption. More information about the UN Global Compact can be found at <https://www.unglobalcompact.org/>.

Companies with an MSCI ESG rating of "CCC" are also excluded.

If a company or an issuer in the portfolio subsequently violates one of these exclusion criteria, the investment is placed on a watchlist and is reassessed regarding this matter. If there are clear indications that the company will once again meet the criteria for non-exclusion within the next six months, the investment does not have to be sold. If not, it is promptly divested (usually within two months).

The Management Company uses MSCI data for investment compliance monitoring and any calculations or analyses for pre-contractual and periodic reporting, as well as for other ESG-related reports.

● **What sustainability indicators are used to measure the attainment of each of the environmental or social characteristics promoted by this financial product?**

This Fund promotes environmental and social characteristics using the following sustainability indicators:

- Compliance with non-exclusion criteria

The Sub-fund uses the following sustainability indicators:

- ESG rating
- Exclusion criteria for business activities and practices

● **What are the objectives of the sustainable investments that the financial product partially intends to make and how does the sustainable investment contribute to such objectives?**

This Fund promotes environmental and social characteristics but does not make any sustainable investments.

**Sustainability indicators** measure how the environmental or social characteristics promoted by the financial product are attained.

**How do the sustainable investments that the financial product partially intends to make not cause significant harm to any environmental or social sustainable investment objective?** *This Fund promotes environmental and social characteristics but does not make any sustainable investments.*

**Principal adverse impacts** are the most significant negative impacts of investment decisions on sustainability factors relating to environmental, social and employee matters, respect for human rights, anti-corruption and anti-bribery matters.

How have the indicators for adverse impacts on sustainability factors been taken into account?

*This Fund promotes environmental and social characteristics but does not make any sustainable investments.*

How are the sustainable investments aligned with the OECD Guidelines for Multinational Enterprises and the UN Guiding Principles on Business and Human Rights? Details:

*This Fund promotes environmental and social characteristics but does not make any sustainable investments.*

*The EU Taxonomy sets out a "do no significant harm" principle by which Taxonomy-aligned investments should not significantly harm EU Taxonomy objectives and is accompanied by specific EU criteria.*

The "do no significant harm" principle applies only to those investments underlying the financial product that take into account the EU criteria for environmentally sustainable economic activities. The investments underlying the remaining portion of this financial product do not take into account the EU criteria for environmentally sustainable economic activities.

*Any other sustainable investments must also not significantly harm any environmental or social objectives.*



### Does this financial product consider principal adverse impacts on sustainability factors?

Yes, \_\_\_\_\_ [if the financial product considers principal adverse impacts on sustainability factors, include a clear and reasoned explanation of how it considers principal adverse impacts on sustainability factors. Indicate where, in the information to be disclosed pursuant to Article 11(2) of Regulation (EU) 2019/2088, the information on principal adverse impacts on sustainability factors is available]

No



### What investment strategy does this financial product follow?

*The investment objective of this investment fund is to achieve an increase in value by investing in equities of innovative companies, without regional restrictions. Companies that have proven innovative strength qualify for stock selection. The following assessment criteria (not exhaustive) are used when selecting stocks:*

- Expenditures on research and development
- Research collaborations
- Patent applications

The **investment strategy** guides investment decisions based on factors such as investment objectives and risk tolerance.

- Innovation process management in the company

The Sub-fund will continuously invest at least 51% of its assets directly in equities.

Equity participations are:

1. shares in a stock corporation that are officially licensed to be traded on a stock exchange or shares listed on an organised market,

2. shares in a stock corporation that is not a property company and which

a) is based in a Member State of the European Union or in another Contracting State to the Agreement on the European Economic Area and is subject there to taxation on earnings of stock corporations, and is not exempt from it, or

b) is based in a third country, and is subject there to taxation on earnings of stock corporations to an amount of at least 15%, and is not exempt from it,

3. investment certificates in equity funds to an amount of 51% of the value of the investment certificate, or

4. investment certificates in balanced funds to an amount of 25% of the value of the investment certificate.

Financial derivatives that synthetically represent the performance of equity investments by means of such derivatives (e.g. equity futures) do not constitute equity investments.

For investments in bonds, the bonds should generally have a rating of at least BBB+/Baa1.

The proportion of equity-type securities and rights shall amount to 100% of the Fund's assets (after deduction of liquid funds). In this case, less than 10% of the Fund's assets may be invested in securities (including derivatives) of the same issuer. Currency risks from investments in equity-type securities and rights may be hedged against the Fund's reference currency. The Sub-fund can therefore not exceed 10% of its net asset value in UCITS or UCIs including ETFs.

The conclusion of securities lending transactions and/or repo and/or reverse repo transactions and investments in total return swaps are excluded for this Sub-fund.

● **What are the binding elements of the investment strategy used to select the investments to attain each of the environmental or social characteristics promoted by this financial product?**

The binding elements are minimum criteria in the areas of ESG rating, business activity and business practices.

The following investment restrictions are checked on the basis of MSCI's ESG data. The Management Company reserves the right to include other data sources or, in individual cases, to allow a qualitative assessment if no official ESG data from MSCI is available.

The ESG risk ratings from MSCI provide information about the ESG risks and their financial impact on a company. Each company is classified into one of the seven ESG risk classes: AAA, AA, A, BBB, BB, B and CCC.

Companies with a **"B" rating** are assessed in more detail with regard to ESG risks as part of the fundamental analysis. This means that the Fund can invest in companies with a "B" rating **provided that** positive momentum in terms of ESG can be identified, with the result that **improvements in sustainability issues can be seen**. Investments with a "B" rating are **limited to 25% of the Fund's assets**, although this may be exceeded (due to changes in market price or downgrading, for example) for a limited period (no more than two months).

Lastly, the Fund can invest a **maximum of 10% of the Fund's assets** in investments that **do not have an ESG risk rating** from MSCI. This may be exceeded (due to changes in market price or loss of an ESG



risk rating), but only for a limited period (no more than two months). A qualitative ESG assessment of such companies is carried out anyway, but based solely on their own data and information.

*Definition of terms: "Securities" within the meaning of the following investment restrictions include individual stocks (bonds, shares, convertible bonds, certificates etc.). Securities do not include derivatives (DTGs, options, futures etc.) or liquid funds (current account, call/forward funds).*

#### *Business activity*

*The Sub-fund may not invest in securities of companies that generate revenue of more than 5% in the respective areas of tobacco, gambling, thermal coal or nuclear weapons, or companies that are associated with controversial weapons.*

*Investments in manufacturers of controversial weapons are not permitted. Excluded companies and issuers in the defence sector are businesses whose products violate internationally recognised conventions.*

*Companies and issuers who violate the Ten Principles of the **UN Global Compact** are also excluded. These principles cover the areas of human rights, labour standards, the environment and anti-corruption. More information about the UN Global Compact can be found at <https://www.unglobalcompact.org/>.*

#### *Business practices*

*The Sub-fund may not invest in securities of companies that violate the following principles:*

- United Nations Global Compact (UNGC)*
- Guiding Principles for Business and Human Rights*
- International Labour Organization's Fundamental Principles*

*The proportion of such investments in target funds may not exceed 5%.*

*The Sub-fund may not invest in securities of companies that are marked by very serious controversies. The proportion of such investments in target funds may not exceed 5%.*

*No more than 10% of the Sub-fund's net assets may be invested in securities and target funds for which ESG information is not (yet) available.*

*Temporary violations caused by a negative change in the ESG rating of an investment are corrected as soon as possible, but no later than the next rebalancing date, which is why it is assumed that the restrictions do not affect the promoted ecological or social characteristics.*

### ● **What is the committed minimum rate to reduce the scope of the investments considered prior to the application of that investment strategy?**

*This Sub-fund is not obliged to reduce the scope of investments by a minimum rate.*

### ● **What is the policy to assess good governance practices of the investee companies?**

*Environmental protection, human rights, labour standards and, above all, responsible corporate governance are important components of sustainability. This is why these issues are firmly incorporated in the sustainable investment process.*

*Corporate governance issues can be identified very quickly using the ongoing controversy monitoring system. Good governance practices are assessed by adherence to the Ten Principles of the UN Global Compact. The Fund does not invest in any company that violates these principles. By observing these Ten Principles of the UN Global Compact, companies not only fulfil their fundamental responsibilities to people and the environment, but also create the conditions for long-term success.*

**Good governance practices** include sound management structures, employee relations, remuneration of staff and tax compliance.



## What is the asset allocation planned for this financial product?

At least 90% of the Fund's investments meet the above requirements regarding ESG integration and the exclusion principle, and thus promote its environmental and social characteristics (graph #1 below). The Fund does not hold "sustainable investments" as defined by the Sustainable Finance Disclosure Regulation (SFDR), which is why only environmental or social characteristics are pursued with the Fund (graph #1B below). The Fund can ultimately invest no more than 10% of its assets in investments that do not have an ESG risk rating from MSCI (graph #2 below). These investments must meet minimum requirements, even if they are not geared towards environmental and social characteristics. These are expressed in the form that compliance with conventions and standards is always applied in investments.

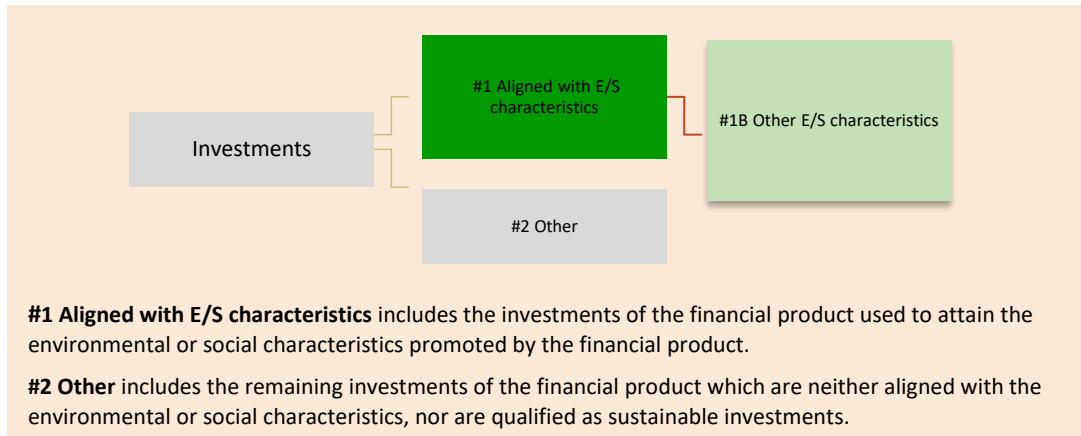
**Asset allocation** describes the share of investments in specific assets.

*[include note only for financial products referred to in Article 6 of Regulation (EU) 2020/852.]*

Taxonomy-aligned activities are expressed as a share of:

- **turnover** reflecting the share of revenue from green activities of investee companies
- **capital expenditure** (CapEx) showing the green investments made by investee companies, e.g. for a transition to a green economy

**operational expenditure** (OpEx) reflecting green operational activities of investee companies



### ● How does the use of derivatives attain the environmental or social characteristics promoted by the financial product?

*This Fund categorically does not use any derivatives with a strategic objective, and therefore neither does it use them to promote environmental or social characteristics.*



## To what minimum extent are sustainable investments with an environmental objective aligned with the EU Taxonomy?

*This Fund does not make any sustainable investments. The Fund makes investments that promote certain environmental and social characteristics.*

### Does the financial product invest in fossil gas and/or nuclear energy related activities<sup>1</sup> that comply with the EU taxonomy?

Yes:

In fossil gas  In nuclear energy

No

<sup>1</sup> Fossil gas and/or nuclear related activities will only comply with the EU Taxonomy where they contribute to limiting climate change ("climate change mitigation") and do not significantly harm any EU Taxonomy objective – see explanatory note in the left-hand margin. The full criteria for fossil gas and nuclear energy economic activities that comply with the EU Taxonomy are laid down in Commission Delegated Regulation (EU) 2022/1214.


[include note only for the financial products referred to in Article 6, first paragraph, of Regulation (EU) 2020/852]

To comply with the EU Taxonomy, the criteria for **fossil gas** include limitations on emissions and switching to renewable power or low-carbon fuels by the end of 2023. For **nuclear energy**, the criteria include comprehensive safety and waste management rules.

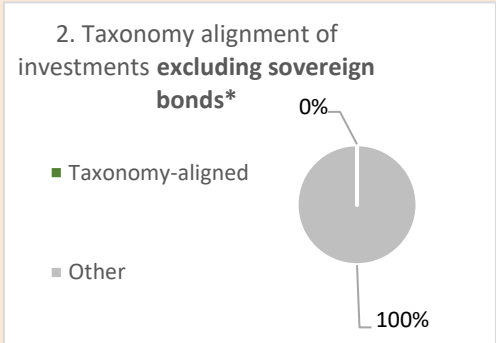
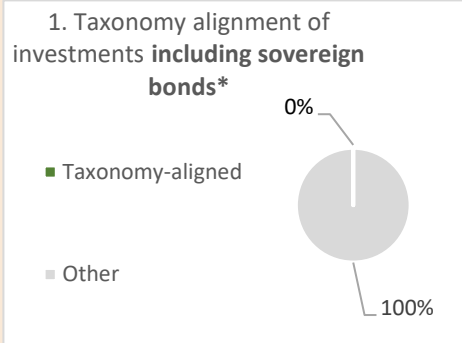
**Enabling activities** directly enable other activities to make a substantial contribution to an environmental objective.

**Transitional activities** are activities for which low-carbon alternatives are not yet available and among others have greenhouse gas emission levels corresponding to the best performance.

[include note for financial products referred to in Article 6, first paragraph, of Regulation (EU) 2020/852 that invest in environmental economic activities that are not environmentally sustainable economic activities.]

 are sustainable investments with an environmental objective that do not take into account the criteria for environmentally sustainable economic activities under the EU Taxonomy.

The two graphs below show in green the minimum percentage of investments that are aligned with the EU Taxonomy. As there is no appropriate methodology to determine the Taxonomy alignment of sovereign bonds\*, the first graph shows the Taxonomy alignment in relation to all the investments of the financial product including sovereign bonds, while the second graph shows the Taxonomy alignment only in relation to the investments of the financial product that do not include sovereign bonds.



\* For the purpose of these graphs, "sovereign bonds" consist of all sovereign exposures.

● **What is the minimum share of investments in transitional and enabling activities?**

*There is no provision for a minimum share of investments in transitional and enabling activities.*



**What is the minimum share of sustainable investments with an environmental objective that are not aligned with the EU Taxonomy?**

*There is no provision for a minimum share of sustainable investments with an environmental objective that are not aligned with the EU Taxonomy.*



**What is the minimum share of socially sustainable investments?**

*There is no provision for a minimum share of socially sustainable investments.*



**What investments are included under "#2 Other", what is their purpose and are there any minimum environmental or social safeguards?**

*Investments of this financial product that fall under "#2 Other" are mainly used for liquidity planning and for hedging currency and interest rate risks. They may also include investments with an environmental or social orientation for which valid ESG ratings or data are not currently available.*

*These investments are intended to achieve better diversification, for example with regard to the number of investee companies or to the management of general portfolio risks. These investments comply with the minimum safeguards due to the aforementioned exclusion principle.*



Is a specific index designated as a reference benchmark to determine whether this financial product is aligned with the environmental and/or social characteristics that it promotes? *No index has been designated as a reference benchmark.*

- **How is the reference benchmark continuously aligned with each of the environmental or social characteristics promoted by the financial product?**

*n/a.*

- **How is the alignment of the investment strategy with the methodology of the index ensured on a continuous basis?**

*n/a.*

- **How does the designated index differ from a relevant broad market index?**

*n/a.*

- **Where can the methodology used for the calculation of the designated index be found?**

*n/a.*

*[include note for financial products where an index has been designated as a reference benchmark for the purpose of attaining the environmental or social characteristics promoted by the financial product]*

**Reference benchmarks** are indexes to measure whether the financial product attains the environmental or social characteristics that they promote.



**Where can I find more product-specific information online?**

**More product-specific information can be found on the website:**

*More product-specific information can be found on the website: <https://vpfundsolutions.vpbank.com/de/fondsinformationen/fonstdokumentationen> under the fund in question on the "ESG Information" tab.*