

NORTHERN STAR

Société d'Investissement à Capital Variable

organised under the laws of Luxembourg

R.C.S. Luxembourg: B 140.175

PROSPECTUS

June 2015



VAT Luxembourg: LU22719870

NORTHERN STAR is organised as a "*société d'investissement à capital variable*" under the laws of the Grand Duchy of Luxembourg. It qualifies as UCITS under Part I of the 2010 Law.

Subscriptions are accepted on the basis of the Prospectus and of the latest audited annual or semi-annual accounts (if published after the latest annual accounts) of the Company.

The Shares are offered on the basis of the information and representations contained in this Prospectus. All other information given or representations made by any person must be regarded as unauthorised. This Prospectus does not constitute an offer or solicitation by anyone in any jurisdiction in which such offer or solicitation is not lawful or in which the person making such offer or solicitation is not qualified to do so or to anyone to whom it is unlawful to make such offer or solicitation.

Statements made in this Prospectus are based on the law and practice currently in force in the Grand Duchy of Luxembourg and are subject to changes therein.

Selling restrictions

None of the Shares has been or will be registered under the United States Securities Act of 1933, as amended or registered or qualified under applicable state statutes and (except in a transaction which is exempt from registration under the 1933 Act and such applicable state statutes) none of the Shares may be offered or sold, directly or indirectly, in the United States of America or in any of its territories or possessions, or to any US Person (has the meaning ascribed to that term in Regulation S of the United States Securities Act of 1933, as amended) regardless of location. The Company may at its discretion, sell Shares to US Persons on a limited basis and subject to the condition that such purchasers make certain representations to the Company which are intended to satisfy the requirements imposed by US law on the Company, which limit the number of its Investors who are US Persons, and which ensure that the Company is not engaged in a public offering of its Shares in the United States. In addition, the Company has not been and will not be registered under the United States Investment Company Act of 1940, as amended and Investors will not be entitled to the benefit of the 1940 Act. Based on interpretations of the 1940 Act by the staff of the United States Securities and Exchange Commission relating to foreign investment entities, if the Company has more than 100 beneficial owners of its Shares who are US Persons, it may become subject to the 1940 Act.

The Company qualifies as a Foreign Financial Institution (FFI) for the purpose of the United States Foreign Account Tax Compliance Act (FATCA) and the IGA Model I adopted by Luxembourg, and has opted more specifically for the status of a "Reporting Financial Institution".

Prospective purchasers of Shares should inform themselves as to the legal requirements of so doing and any applicable exchange control regulations and applicable taxes in the countries of their respective citizenship, residence or domicile.

Available documents

Upon request prospective purchasers may obtain free of charge a copy of this Prospectus, the annual and semi-annual financial reports of the Company and the Articles of Incorporation. Prospective purchasers should be provided with a Key Investor Information Document for each Class of Shares in which they wish to invest, prior to their first subscription, in compliance with applicable laws and regulations. These documents are available at the registered office of the Company. The Key Investor Information Document will be also available at www.northern.fi.

Data Protection

Investors agrees that their personal data contained in any application form to subscribe, redeem or convert Shares and those transmitted to the Company or its agents during the time of their business relationship, may be collected, stored, processed, modified or used by the Company, by electronic or other means, in order to comply with legal requirements (in particular regarding regulations on the fight against money laundering and terrorism financing) and to manage and develop the business relationship with the investor.

The personal data of the subscriber and/or distributor may thus be handled by Northern Star A.S., KBL European Private Bankers SA, Kredietrust Luxembourg S.A., European Fund Administration S.A. and other agents of the Company for the above purposes (in particular, to manage the Company administratively and commercially, handle transactions in respect of the Shares, payments received, general meetings and the Shareholder register. The subscriber and the distributor have the right to access their data in order to modify, correct or update them.

Official Language

The official version of this Prospectus and of the Articles is in English. However, the Board of Directors may translate these documents into other languages as may be required in certain jurisdiction where Shares are distributed. Unless contrary to local law in the concerned jurisdiction, in the event of any discrepancy between the English text and its translation in another language or ambiguity in relation to the meaning of any word or sentence in any translation, the English version shall prevail.

Nominee

The Company draws the investors' attention to the fact that any investor will only be able to fully exercise his investor rights directly against the Company, notably the right to participate in general shareholders' meetings if the investor is registered himself and in his own name in the shareholders' register of the Company. In cases where an investor invests in the Company through an intermediary investing into the Company in his own name but on behalf of the investor, it may not always be possible for the investor to exercise certain shareholder rights directly against the Company. Investors are advised to take advice on their rights.

Warning

Whilst using their best endeavours to attain the investment objectives, there can be no assurance that the investment objectives of each of the Sub-Funds of the Company shall be achieved, and consequently the price of the Shares of any Sub-Fund may go down as well as up.

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MANAGEMENT AND ADMINISTRATION

Registered Office

11, rue Aldringen
L - 1118 Luxembourg

Initiator

NORTHERN STAR AS
Vaike-Karja 12
10140 Tallinn Estonia

Board of Directors

Chairman

Mr Serge D'ORAZIO, Sous-Directeur, Head of Investment Fund and Global Custody, **KBL European Private Bankers S.A.**, 43, Boulevard Royal L-2955 Luxembourg

Directors

Mr Mihkel ÕIM, Member of Management Board, **Northern Star AS**, Vaike-Karja 12, 10140 Tallinn, Estonia

Mr Stéphane RIES, Head of Business Development, **KBL European Private Bankers S.A.**, 43, Boulevard Royal L-2955 Luxembourg.

Management Company

NORTHERN STAR AS
Vaike-Karja 12
10140 Tallinn
Estonia

Custodian Bank and Principal Paying Agent

KBL EUROPEAN PRIVATE BANKERS S.A.
43, Boulevard Royal
L-2955 Luxembourg

Domiciliary, Registrar, Transfer and Administrative Agent

KREDIETRUST LUXEMBOURG S.A.
11, rue Aldringen
L-2960 Luxembourg

Investment Advisor of the sub-fund Limestone New Europe Socially Responsible Fund

GES INVESTMENT SERVICES
Kungsgatan 35
111 56 Stockholm
Sweden

Auditor

DELOITTE AUDIT
560, rue de Neudorf
L-2220 Luxembourg

DEFINITIONS

2010 Law	The Luxembourg law of 17 December 2010 on undertakings for collective investment, as may be amended from time to time.
Accumulation Shares	Shares which accumulate their income so that the income is included in the price of the shares.
Administrator	Kredietrust Luxembourg S.A., acting as administrative agent, registrar and transfer agent and as domiciliary agent.
Articles	The articles of association of the Company as amended from time to time.
Business Day	A day other than Saturdays and Sundays on which banks are fully open for business in Luxembourg unless otherwise defined for a Sub-Fund in Part II.
Calculation Day	The day on which the Net Asset Value of a Share on a Valuation Day is calculated. Unless otherwise provided for in the Sub-Fund's details in Part II, a Business Day which does not fall within a period of suspension of calculation of the Net Asset Value per Share of the relevant Sub-Fund and such other day as the Board of Directors may decide from time to time.
Class of Shares	A class of Shares with a specific fee structure or other distinctive features.
Company	NORTHERN STAR SICAV, a " <i>société d'investissement à capital variable</i> " in the Grand Duchy of Luxembourg in the form of a " <i>société anonyme</i> " under the law of 10th August 1915, as amended and qualifying as an UCITS under the 2010 Law.
Consolidation Currency	EUR.
Custodian	KBL European Private Bankers S.A., acting as custodian bank.
CSSF	The Commission de Surveillance du Secteur Financier, the Luxembourg supervisory authority.
CSSF Circular 08/356	The CSSF Circular 08/356 dated 4 June 2008 on the rules applicable to UCI when they employ certain techniques and instruments relating to transferable securities and money market instruments.
CSSF Circular 13/559	The CSSF Circular 13/559 dated 18 February 2013 regarding the ESMA Guidelines on ETFs and other UCITS issues.
Board of Directors	The board of directors of the Company.

Distribution Shares	Shares which entitle their holders to distribution of income.
EU	The European Union.
EUR	The Euro, the single currency of the member States of the Economic and Monetary Union.
FATCA	The US Foreign Account Tax Compliance Act.
KIID	The Key Investor Information Document in respect of a Sub-Fund or Class of Shares as defined in the 2010 Law.
Initial Subscription Period	The period during which Shares in relation to a Sub-Fund may be subscribed at the Initial Issue Price, as specified in Part II for each Sub-Fund.
Initial Issue Price	The price at which Shares may be subscribed to during the Initial Subscription Period of each Sub-Fund, as provided for in Part II.
Investment Management Fee	The fee which is paid by the Sub-Fund to meet the costs of investment management.
Investment Manager	Any investment manager appointed by the Management Company to provide investment management services in respect of some or all of the assets of a Sub-Fund.
Investor	A subscriber for Shares.
Management Company	Northern Star AS
Management Fee	The fee payable to the Management Company to meet the administrative and certain operating costs of the Company.
Member State	A member state of the European Union and the other states that are contracting parties to the agreement creating the European Economic Area.
Mémorial	The Mémorial C, Recueil des Sociétés et Associations, the Luxembourg official gazette.
Minimum Holding Amount	As defined in Part II for each Sub-Fund (if applicable).
Minimum Subscription Amount	As defined in Part II for each Sub-Fund (if applicable).
Net Asset Value or NAV	The net asset value of the Company, each Class of Shares and each Share as determined in this Prospectus.
Other Market	Any other market which is regulated, which operates regularly and is recognised and open to the public.

Other State	Any State of Europe which is not a Member State, any State of America, Africa, Asia, Australia and Oceania.
Reference Currency	The reference currency in which the Net Asset Value per Share in a Class of Shares or Sub-Fund is expressed, as defined in Part II for each Sub-Fund.
Regulated Market	A market within the meaning of the directive 2004/39/EC of 21 April 2004 on markets in financial instruments.
Savings Directive	The Directive 2003/48/EC of the Council of Ministers of 3 June 2003 on taxation of income in the form of interest payments.
Share	A share of no par value in any Class of Shares issued by the Company.
Shareholder	A holder of Shares.
Sub-Fund	A separate portfolio of assets for which a specific investment policy applies and which liabilities, income and expenditure are segregated from other portfolio of assets. The assets of a Sub-Fund are exclusively available to satisfy the rights of shareholders in relation to that Sub-Fund and the rights of creditors whose claims have arisen in connection with the creation, operation or liquidation of that Sub-Fund.
Sub-Investment Manager	Any investment manager appointed by an Investment Manager to provide investment management services in respect of some or all of the assets of a Sub-Fund.
UCI	An "other undertaking for collective investment" within the meaning of paragraphs a) and b) of Article 1(2) of Directive 2009/65/EC of the European Parliament and of the Council of 13 July 2009.
UCITS	An "undertaking for collective investment in transferable securities" within the meaning of Article 1 (2) Directive 2009/65/EC of the European Parliament and of the Council of 13 July 2009.
USD	The United States Dollar, the currency of the United states of America.
Valuation Day	Any day which is designated by the Board of Directors as being a day by reference to which the assets of the relevant Sub-Funds is valued in accordance with the Articles, as further disclosed in Part II.

Words importing the singular shall, where the context permits, include the plural and vice versa.

PART I – GENERAL PART ON THE COMPANY

1. KEY FEATURES

1.1. THE COMPANY

The Company is organised as a "*société d'investissement à capital variable*" in the Grand Duchy of Luxembourg in the form of a "*société anonyme*" under the law of 10th August 1915, as amended and qualifies as an UCITS under the 2010 Law. It was incorporated on 25 June 2008 on for an unlimited period with an initial capital of EUR 31,000.-.

The minimum Share capital of the Company is EUR 1,250,000.-, which was reached within six (6) months of the official inscription on the UCITS list in the Grand Duchy of Luxembourg. The capital of the Company is represented by Shares of no par value and shall at any time be equal to the total net assets of the Company.

The Company is registered with the Register of Commerce and Companies of Luxembourg under number B.140.175. The Articles were amended for the last time by notarial deed at an extraordinary general meeting held on 24 January 2012, whose the decision was published in the *Mémorial* of 6 February 2012. The consolidated Articles are available for inspection and a copy thereof may be obtained upon request at the Register of Commerce and Companies of Luxembourg and at the registered office of the Company.

The Shares of the Sub-Fund may be listed on the Luxembourg Stock Exchange, as mentioned in Part II for each Sub-Fund and Classes of Shares.

1.2. THE SUB-FUNDS

Investors may invest in one or more Sub-Funds which offer distinct investment objectives and policies. The Board of Directors may decide at any time to launch Sub-Funds and Classes of Shares, the investment objectives and policies of which will be conveyed by the updating of this Prospectus.

The historical performance of the individual Sub-Funds is outlined in the KIID relating to the Sub-Funds / Classes of Shares. Historical performance is not an indication of future performance.

The Company is one single legal entity. However with regard to third parties, in particular towards the Company's creditors, each Sub-Fund shall be exclusively responsible for all liabilities attributable to it. The Articles provide that all liabilities, whatever Sub-Fund they are attributable, to, shall, unless otherwise agreed upon with the creditors or unless otherwise provided in laws from time to time, only be binding upon the relevant Sub-Fund.

The debts, engagements and obligations which are not attributable to one Sub-Fund have to be considered for all Sub-Funds on a pro-rata basis. The Company shall maintain for each Sub-Fund a separate portfolio of assets. As between Shareholders, each portfolio of assets shall be invested for the exclusive benefit of the relevant Sub-Fund.

Multi-managers Sub-Funds

The Company will seek to achieve the objectives on behalf of each Sub-Fund and one or more Sub-Investment Managers(s) may be appointed to provide investment management services in respect of part or all of the assets of a Sub-Fund. If it is the Directors' intention that a Sub-Fund will become a "multi-manager" type fund, i.e. a Sub-Fund where more than one Sub-Investment Manager will be in principle be appointed for the purpose of diversifying the investment styles, this will be described in the relevant Sub-Fund's section in Part II.

In the case of a "multi-manager" type fund and subject to any overriding direction of the Directors and/or the Management Company, the Investment Manager will be responsible for the selection and appointment of any Sub-Investment Manager of that Sub-Fund. Details of the Sub-Investment Managers appointed to a "multi-manager" type fund (as updated from time to time) are available free of charge upon request at the registered office of the Company. Details will also be provided in the Company's report and accounts. The Investment Manager will monitor the performance of the Sub-Investment Managers to each Sub-Fund in order to assess the need, if any, to make changes/replacements. Each Sub-Investment Managers will be appointed in accordance with the requirements of the CSSF.

1.3. INVESTMENT OBJECTIVE

The exclusive objective of the Company is to place the funds available to it in transferable securities and other permitted assets of any kind, including financial derivative instruments, with the purpose of spreading investment risks and affording its Shareholders the results of the management of its portfolios.

Each Sub-Fund is managed in accordance with its investment policy considering the investment restrictions (see Part I, Clause 11) and using investment techniques and instruments (see Part I, Clause 130).

The specific investment objective and policy of each Sub-Fund is described in Part II.

WARNING:

As the portfolio of each Sub-Fund of the Company is subject to market fluctuations and to the risks inherent in any investment, Share prices may vary as a result and the Company cannot give any guarantee that its objectives will be achieved.

Unless otherwise specified in Part II, each Sub-Fund may for hedging and/or efficient portfolio management purposes, also expose itself to such assets through the use of derivative instruments and employ techniques and instruments relating to transferable securities and money market instruments within the limits set forth in Part I, Clause 13.

2. MANAGEMENT AND OTHER SERVICE PROVIDERS

2.1. BOARD OF DIRECTORS OF THE COMPANY

The Board of Directors is responsible for the Company's overall management and control including the determination of the investment policy of each Sub-Fund.

2.2. MANAGEMENT COMPANY

The Company appointed Northern Star AS as Management Company by means of the Management Company Agreement dated 28 April 2015, with effective date on 1st June 2015, to provide management, administration and marketing services.

Northern Star AS is a private Estonian based investment management company founded in August 2007 that has been granted a UCITS IV management company activity license for the management of investment funds and the supply of securities portfolio services by the Estonian Financial Supervisory Authority under regime foreseen in European Parliament and Council Directive 2009/65/EC of 13 July 2009 on the coordination of laws, regulations and administrative provisions relating to undertakings for collective investment in transferable securities («**UCITS IV**») as amended.

The list of the other funds managed by the Management Company may be obtained at the registered office of the Management Company.

The Supervisory Board of the Management Company is composed as follows:

- Mr Olli-Pekka Kallasvuo, Chairman
- Mr Eero Leskinen, and
- Mr Markku Malkamäki

The Management Board of directors of the Management Company is composed as follows:

- Mr Tero Viherto, CEO, Business Development
- Mr Mihkel Õim, Chief Operational Officer
- Mr Paavo Põld, Compliance

The subscribed capital and paid-up capital of the Management Company is EUR 164 223.-

The Management Company has delegated, on its own responsibility and under its own control, the functions of registrar, transfer and administrative agent to Kreditrust Luxembourg S.A.

As remuneration for the services of Management Company (excluding portfolio management) which have not been delegated to Kreditrust Luxembourg S.A. under section 2.4 below, the Management Company shall receive a management company fee paid at the end of each quarter of 0.05% of the average net assets of each Sub-Fund during the relevant quarter with an annual minimum of EUR 25,000.- per Sub-Fund.

Onetime fees per new sub-funds and hourly or special task related fees may be agreed in the service agreement between the Company and the Management Company.

The Management Company shall also be entitled to be reimbursed by the Company of its reasonable out-of-pocket expenses.

2.3. ADMINISTRATIVE AGENT, REGISTRAR AND TRANSFER AGENT AND DOMICILIARY AGENT

The Company has appointed Kredietrust Luxembourg S.A. as its domiciliary agent by means of a domiciliary agreement dated 25 June 2008.

The Management Company has, by means of an Administrative Agency Agreement and a Registrar and Transfer Agency Agreement all dated 28 April 2015 and with effective date on 1st June 2015, appointed Kredietrust Luxembourg S.A. as the Company's administrative, registrar and transfer agent. Those agreements may be terminated by either party upon giving 90 calendar days' prior written notice.

Kredietrust Luxembourg S.A has delegated under its entire responsibility the execution of its duties as Administrative Agent and as Registrar and Transfer Agent to European Fund Administration in Luxembourg, 2, rue d'Alsace, L-1017 Luxembourg.

Kredietrust Luxembourg S.A shall receive from the Company, for the performance of his functions of Administrative Agent (including in particular NAV calculation and accounting) and Registrar and Transfer Agent, the administrative fees mentioned in Part II for each Sub-Fund. Such fees are payable monthly based on the average net asset value of the preceding month.

These agents shall be entitled to be reimbursed by the Company of their reasonable out-of-pocket expenses.)

2.4. CUSTODIAN BANK AND PAYING AGENT

The Company has, by means of a Custodian Agreement and a Principal Paying Agency Agreement, both dated 25 June 2008, appointed KBL European Private Bankers S.A. as Custodian of the assets of the Company and Principal Paying Agency. These agreements have no fixed duration and may be terminated by either party upon giving 90 calendar days' prior written notice.

KBL European Private Bankers S.A. is a bank organised as a *société anonyme* under the laws of the Grand Duchy of Luxembourg for an unlimited duration. Its registered office is at 43, Boulevard Royal, L-2955 Luxembourg. At 31st December 2013, its capital and reserves amounted at EUR 1,131,061,522.97.

In consideration for its custodian services and in accordance with usual practice in Luxembourg, the Custodian will be entitled to a monthly fee which shall not exceed 0.05% of the average net assets of each sub-fund at the end of the relevant month (with an annual minimum of EUR 10,000.- for the whole Company). Furthermore, the Custodian charges a fee per transaction on securities. In addition, the Custodian is entitled to be reimbursed by the Company its reasonable out-of-pocket expenses and the fees charged to it by any correspondent bank or other agent (including any clearing system).

The Custodian Agreement provides that all securities and other permitted assets of the Company are to be held by or to the order of the Custodian. The Custodian will also be responsible for the collection of principal and income on, and the payment for and collection of proceeds of, securities bought and sold by the Company. The responsibilities of the Custodian are those laid down in the 2010 Law.

2.5. INVESTMENT MANAGER

The management of the portfolios of the different Sub-Fund may be either assumed by the Management Company itself (which shall then, in that capacity, be referred to hereafter as the Investment Manager) or delegated by the Management Company, or sub-delegated by the Management Company, to one or more third party Investment Manager(s) by means of separate investment management agreements.

The respective investment manager agreements shall provide that the Investment Manager(s) shall manage the investment of the respective Sub-Funds of the Company and continuously supervise the investment and reinvestment of cash, securities and other property composing the assets of the Sub-Funds. The Investment Manager shall provide the Management Company with investment research, data and advice necessary to implement the Company's investment policy, which includes determining what securities should be purchased or sold by the Sub-Funds and what portion of the assets of the Sub-Funds should be held un-invested, subject always to the provisions of the Articles and this Prospectus. The Sub-Fund's fundamental investment policies and portfolio is subject to regular review by the Board of Directors.

If more than one Investment Manager is appointed to a Sub-Fund, the Management Company shall allocate the assets of the Sub-Fund between the Investment Managers in such proportions as it shall, at its discretion, determine.

Investment Management Fee

The Investment Manager (whether the Management Company itself, or a third party investment manager), shall be entitled to receive from the respective Sub-Fund(s) an annual Investment Management Fee calculated and accrued daily and paid monthly as a percentage of the Net Asset Value of Sub-Fund as specified in Part II. This Investment Management Fee will be payable whether or not the management of the Sub-Fund is profitable.

For details of the fees payable to the Investment Manager with respect to a specific Class of Shares, please refer to Part II

Performance Fees

The Investment Manager may, in addition to the Investment Management Fee, be entitled to a performance fee. The amount and calculation of such a performance fee (if applicable) are set out in Part II.

The Investment Manager may at its sole discretion share the Investment Management Fee and the Performance Fees it receives as remuneration for its services with distributors authorised by the Management Company and with other entities engaged in distribution and investor relations of the Company.

2.6. INVESTMENT ADVISORS

The Company may appoint one or more investment advisors for one or more Sub-Funds. In such case the details and remuneration regarding such investment advisors will be disclosed in Part II.

2.7. GENERAL DISTRIBUTOR

The Management Company Agreement provides that the Management Company shall also act as general distributor of the Shares of the Company.

The Management Company, acting as general distributor, is authorised to appoint other distributors (each a sub-distributor) for the distribution of Shares.

The duties of the general distributor and the sub-distributors shall be limited to passing the subscription and redemption orders to the Registrar and Transfer Agent. The general distributor and the sub-distributors may not offset the orders received or carry out any duties connected to the individual processing of the subscription and redemption orders. In addition, any investor may deal directly with the Company in order to subscribe, redeem or convert Shares, on the same terms as if the investor had subscribed through the general distributor or a sub-distributor.

The general distributor may be entitled to a subscription fee and/or redemption fee. Please refer to Part II for more details.

3. THE SHARES

Within each Sub-Fund the Company may further decide to create different Classes and Categories of Shares whose assets will be commonly invested pursuant to the specific policy of the Sub-Fund concerned but where the different Classes of Shares may be differentiated by different factors such as hedging policy, a specific sales redemption charge structure, a specific distribution policy, minimum holding or subscription amount or other specific features may apply, as further specified Part II,

The Classes of Shares available in each Sub-Fund at the date of this Prospectus and their particular features are disclosed in Part II.

3.1. TYPES OF SHARES

A-Class Shares and **R-Class Shares** are available for any kind of investors (including retail investors).

I-Class Shares are available only to institutional investors within the meaning of article 174 of the 2010 Law ("**Institutional Investors**") and the Company will not issue or give effect to any transfer of Shares of such Classes of Shares to any investor who may not be considered an Institutional Investor. The Company may, at its discretion, delay the acceptance of any subscription for I-Class Shares until such date as it has received sufficient evidence of the qualification of the investor as an Institutional Investor. If it appears at any time that a holder of I-Class Shares is not an Institutional Investor, the Company will either redeem the relevant shares or convert such Shares into Shares of a Class of Shares which is not restricted to Institutional Investors (provided there exists such a Class of Shares with similar characteristics) and notify the relevant Shareholder of such conversion.

Investors should enquire at the Administrator or their Distributor whether any Accumulation or Distribution Shares are available within each Class of Shares and Sub-Fund.

3.2. MINIMUM HOLDING AMOUNT (AS INDICATED OR EQUIVALENT IN ANY FREELY CONVERTIBLE CURRENCIES)

A Minimum Holding Amount may be applied to certain Shares, which can vary according to the Sub-Fund and the Class of Shares concerned, and is provided for in Part II.

The Directors may at their absolute discretion from time to time waive the Minimum Holding Amount of any Class of Shares, if any.

Shares will only be issued in registered form and held on the Share Register of the Registrar and Transfer Agent. No physical Share certificates will be issued. Investors may hold a fraction of a Share. Fractions of a Share may be expressed by a number rounded to three places after the decimal point. Such fractions will, on a pro rata basis, entitle Shareholders to proceeds of liquidation, but shall not confer any voting rights.

Shares may also be held and transferred through accounts maintained with clearing systems.

The NAV per Share and the Subscription and Redemption Prices within each Sub-Fund shall be available at the registered office of the Company. The Subscription and Redemption Prices are expressed in the Reference Currency of each Class or Shares or Sub-Fund, as the case may be.

The NAV per Share will be published on a daily basis in European newspapers or on other media like Reuters, Fundsquare or Bloomberg as determined from time to time by the Board of Directors.

The Board of Directors is free to express and publish the NAV per Share in one or more currencies different from the Reference Currency of the Class of Shares or Sub-Fund.

3.3. DIVIDEND POLICY

Upon proposal of the Board of Directors, the general meeting of Shareholders may decide each year which part of the investment profits of any Sub-Fund - including the net investment incomes and any realized and unrealized capital gains (after deduction of realized and unrealized capital losses) - may be distributed to the holders of Distribution Shares, if any. Dividends may be distributed to the extent that the capital of the Company is maintained at the minimum level as foreseen by law.

Payments of dividends will be made in the Reference Currency of the relevant Class of Shares.

Payment of dividends for registered Shares will be made to the concerned Shareholders on the cash account provided to the Registrar and Transfer Agent.

Dividends not collected within five (5) years will lapse and accrue for the benefit of the relevant Sub-Fund in accordance with Luxembourg law.

No interest will be paid on dividends kept by the Company at the disposal of its beneficiary. With respect to Accumulation Shares, the investment income attributable to the relevant Shares will not be paid to Shareholders but will be retained in the Class, of Shares thus increasing the

Net Asset Value of the Shares.

4. TRANSACTION ON SHARES

4.1. WARNING PRIOR TO AN INVESTMENT

4.1.1. Anti-Money laundering and Terrorism Financing

Pursuant to Luxembourg laws and regulations (including CSSF circulars), obligations have been imposed on all professionals of the financial sector to prevent the use of undertakings for collective investment for money laundering and financing of terrorism purposes. As a result of such provisions, the Registrar and Transfer Agent must in principle ascertain the identity of the Investor in accordance with Luxembourg laws and regulations and the Custodian must verify the origins of funds. The Registrar and Transfer Agent may require Investors to provide any document it deems necessary to effect such identification and the Custodian may require any information in respect of monies received from or to be transferred to an Investor.

In case of delay or failure by an applicant to provide the documents or information required, the application for subscription (or, if applicable, for redemption) will not be accepted. Neither the Company nor the Registrar and Transfer Agent or the Custodian has any liability for delays or failure to process deals as a result of the applicant not providing or only providing incomplete documentation.

Shareholders may be requested to provide additional or updated identification documents from time to time pursuant to on-going client due diligence requirements under relevant laws and regulations.

4.1.2. Late Trading and Market Timing

The Company does not allow investments which are associated with late trading or market timing practices, as such practices may adversely affect the interests of the Shareholders:

Market Timing

Shares are not offered, and the Company is not managed, or intended to serve as, a vehicle for frequent trading that seeks to take advantage of short-term fluctuations in the concerned securities markets. This type of trading activity is often referred to as “market timing” and could result in actual or potential harm to the Shareholders of the Company.

Market Timing is to be understood as an arbitrage method through which an investor systematically subscribes and redeems or converts Shares of the same Sub-Fund within a short time period, by taking advantage of time differences and/or imperfections or deficiencies in the method of determination of the NAV of a Sub-Fund.

Accordingly, the Board of Directors may, whenever it deems it appropriate, instruct the Registrar and Transfer Agent to reject an application for subscription, redemption and/or switching of Shares from investors the Board of Directors considers market timer and may, if necessary, take appropriate measures in order to protect the interests of the other investors. For these purposes, the Board of Directors may consider an Investor’s trading history and the Registrar and Transfer Agent may combine Shares which are under common ownership or control.

Late Trading

Late Trading is to be understood as the acceptance of a subscription, conversion or redemption order after the time limit fixed for accepting orders (cut-off time) on the relevant day and the execution of such order at the price based on the NAV applicable to such same day. The Board of Directors shall not allow the Registrar and Transfer Agent to accept orders after the cut-off time.

4.2. SUBSCRIPTION OF SHARES

For each Sub-Fund, the Board of Directors is authorized to issue fully paid up Shares at any time and without any limit.

No Shares of any Sub-Fund or Class of Shares will be issued by the Company during any period when the determination of the NAV of Shares of that Sub-Fund or Class of Shares is suspended by the Company pursuant to the power reserved to it by the Articles and described under Part I Clause 8.2.

In the case of a suspension of the calculation of the NAV or a deferral of subscriptions, subscription orders received on a Valuation Day falling during the period of such suspension or deferral will be accepted at the NAV per Share on the first Valuation Day following such suspension or deferral, unless withdrawn in writing prior thereto.

The Board of Directors may agree to issue Shares as consideration for a contribution in kind of securities, in compliance with the conditions set forth by Luxembourg law, in particular the obligation to deliver a valuation report from the auditor of the Company and provided that such securities comply with the investment objectives and policies of the relevant Sub-Fund. Any costs incurred in connection with a contribution in kind of the securities shall be borne by the relevant Shareholders.

The features linked to subscriptions of Shares in each Sub-Fund are described in Part II.

4.3. REDEMPTION OF SHARES

Shareholders' requests for redemption of Shares must be made in writing to the Company. A request duly made shall be irrevocable, except in case of and during any period of suspension or deferral of redemptions.

In the case of redemption requests exceeding 10% of the NAV of the relevant Sub-Fund on any Valuation Day, the Company may decide to defer on a pro rata basis redemptions to the next Valuation Day. In case of a deferral of redemptions, the relevant Shares shall be redeemed at the NAV per Share prevailing on the Valuation Day on which the redemption is performed. On such Valuation Day such requests shall be complied with by giving priority to the earliest request.

In the case of a suspension of the calculation of the NAV or a deferral of redemptions, Shares to be redeemed on Valuation Days falling during the period of such suspension or deferral will be redeemed at the NAV per Share on the first Valuation Day following such suspension or deferral,

unless withdrawn in writing prior thereto.

The value of Shares at the time of their redemption may be more or less than their acquisition cost, depending on the market value of the assets held by the relevant Sub-Fund at the time of acquisition and redemption.

Any Shares redeemed shall be cancelled and removed from the Shareholders register maintained by the Registrar and Transfer Agent.

The features linked to redemptions in each Sub-Fund are described in Part II.

Shareholders are hereby informed that the fees of the Custodian Bank relating to the settlement of the Redemption Price will be supported by the Company but the redeeming Shareholders may be required to pay any additional fees charged by their bank.

4.4. CONVERSION OF SHARES

Conversions of Shares of a Sub-Fund into Shares of another Sub-Fund or another Class of Shares are permitted provided that the applicable requirements of the Sub-Fund and Class of Shares which issue the new Shares are met. Shareholders' request for conversion of Shares must be made in writing to the Company on the common Valuation Day of the Shares converted and the Shares to be issued.

All conversion applications must be received by the Company no later than 1 p.m. Luxembourg time on the applicable Valuation Day. Conversions applications received after such deadline will be deferred to the next Valuation Day.

The NAV of the Shares converted and issued at the applicable Valuation Day will be calculated on the relevant Calculation Day, as defined in Part II.

Exception is made for any applications in relation to the Sub-Funds:

- Northern Star – Globetrotter Fund, for which the conversion application applies on a bi-monthly basis where conversion application may apply on the last Valuation Day of each month as well as on the Valuation Day next after the 14th calendar day of each month and must be received by the Company no later than 1:00 p.m. Luxembourg time five (5) Business Days before those applicable Valuation Day; and
- Northern Star – Global Dynamic Opportunities 10+ Fund, and Northern Star – Enhanced Fixed Income 5+ Fund, for which the conversion application applies on a weekly basis where conversion application may apply on each Wednesday of each week and must be received by the Company no later than 1 p.m. Luxembourg time five (5) Business Days before those applicable Valuation Day.

A maximum conversion fee of 1 % for any conversion of Shares may be charged to the Shareholders and paid in favour of the general distributor.

The rate at which the Shares in a given Sub-Fund (the **original Sub-Fund**) are converted into Shares of another Sub-Fund (the **new Sub-Fund**) will be determined in accordance with the following formula:

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

Where:

- A is the number of Shares of the new Sub-Fund to be allotted;
- B is the number of Shares of the original Sub-Fund to be converted;
- C is the NAV of Shares of the original Sub-Fund to be converted;
- D is the rate of exchange between the currency of the Sub-Fund's Shares to be converted and the currency of the Sub-Fund to be allotted, when the original and the new Sub-Fund are not expressed in the same currency;
- E is the NAV of the Shares in the new Sub-Fund ruling on the applicable Valuation Day.

In the case of conversion requests in excess of 10% of the NAV of the original Sub-Fund on any Valuation Day, the Company may decide to defer on a pro rata basis conversions to the next Valuation Day. In case of a deferral of conversions, the relevant Shares shall be converted at the NAV per Share prevailing on the Valuation Day on which the conversion is made. On such Valuation Day such requests shall be complied with by giving priority to the earliest request.

In the case of a suspension of the calculation of the NAV or a deferral of conversion orders, Shares to be converted on Valuation Days falling during the period of such suspension or deferral will be converted at the NAV per Share on the first Valuation Day following such suspension or deferral, unless withdrawn in writing prior thereto.

The cash transfer between the concerned Sub-Funds will be executed on the second Business Day following the applicable Calculation Day.

Any taxes and duties levied in connection with the conversion of Shares are charged to the Shareholder concerned.

5. CHARGES AND EXPENSES

Fees and expenses to be borne by the Company will include, without limitation, the fees to the Management Company, to the Investment Manager(s) (if any), and to the Custodian (including the fees and expenses of its correspondents abroad), the Domiciliary Agent, the Registrar and Transfer Agent, the Administrative Agent, the Paying Agent, the General Distribution Agent (if any) as per the respective agreements, and all other expenses incurred in the operation of the Company, taxes, expenses for legal, auditing and other professional services, costs of printing proxies, Shareholders' reports, Prospectuses (including the KIIDs) and other reasonable promotional and marketing expenses, expenses of issue, redemption and conversion of Shares and payment of dividend, if any, the registration fees and other expenses due or incurred in connection with the authorization by and reporting to supervisory authorities in various jurisdictions, cost of translation of the Prospectus and KIIDs and other documents which may be required in various jurisdictions where the Company is registered, the fees and out-of-pocket expenses of the Board of Directors, reports provided to the Board of Directors, insurance, interest, listing and brokerage costs, taxes and costs relating to the transfer and deposit of securities or cash, out-of-pocket disbursements of the Custodian and of all other agents of the Company and the costs of computation and publication of the NAVs.

All fees, costs and expenses to be borne by the Company will be charged initially against the

investment income and thereafter against capital. The costs and expenses of organisation and for registering the Company as a UCITS in Luxembourg will be borne by the Company, and will be amortised in equal amounts over a period of five (5) years from the date on which they are incurred. Costs in relation to the subsequent launching of new Sub-Funds are amortised on the net assets of these new Sub-Funds over five (5) years. New Sub-Funds will also bear not yet amortised incorporation costs of the Company.

6. MEETINGS, REPORTS AND NOTICES

6.1. MEETINGS

The annual general meeting of Shareholders of the Company is held in Luxembourg on the second Friday of the month of October at 4:00 p.m (Luxembourg time). If permitted by and under the conditions set forth in Luxembourg laws and regulations, the annual general meeting of shareholders may be held at a date, time or place other than those set forth in the preceding paragraph, that date, time or place to be decided by the Board. Other general meetings or special meetings of Shareholders of one or more Sub-Funds may be held at such time and place as are indicated in the notices of such meetings. Notices of general meetings and other notices are given in accordance with Luxembourg law. Notices will specify the place and time of the meeting, the conditions of admission, the agenda, the quorum and voting requirements.

Under the conditions set forth in Luxembourg laws and regulations, the notice of any general meeting of Shareholders may provide that the quorum and the majority at a general meeting is determined according to the Shares issued and outstanding at midnight (Luxembourg time) on the fifth day prior to such general meeting (the "**Record Date**") and the right of a Shareholder to attend such general meeting of Shareholders and to exercise the voting rights attaching to his/its/her Shares shall be determined by reference to the Shares he holds at the Record Date.

6.2. REPORTS

Financial years of the Company start on 1 July and end on 30 June each year. The annual report containing the audited consolidated financial accounts of the Company in respect of the preceding financial period are expressed in EUR and are made available at the Company's registered office at least fifteen (15) calendar days before the annual general meeting. Unaudited semi-annual reports are made available within two (2) months of the end of the relevant semester. Copies of all financial reports will be available at the registered office of the Company.

6.3. NOTICES

Notices and relevant communications to Shareholders are sent at the address recorded in the Share register of the Company in addition to any publication that may be required under Luxembourg or local laws.

7. TAXATION

The following summary is based on the law and practice currently in force in the Grand Duchy of Luxembourg and is subject to changes therein.

7.1. TAXATION OF THE COMPANY

The Company is not liable to any Luxembourg income tax nor are dividends paid by the Company (if any) liable to any Luxembourg withholding tax.

The Company is, however, liable in Luxembourg to a subscription tax of (i) 0.05 % per annum of its net assets, payable quarterly on the basis of the value of the net assets of ordinary Shares of the Company, and (ii) 0.01 % per annum of its net assets, payable quarterly on the basis of the value of the net assets of institutional Shares of the Company at the end of each quarter except for the portion of assets already submitted to that tax.

Except for an initial capital duty of EUR 1,250 which was paid upon incorporation, no other stamp or tax is payable in Luxembourg upon the issue of Shares.

No Luxembourg tax is payable on the realised or unrealised capital appreciation of the assets of the Company.

Dividends and/or interest received by the Company on its investments may be subject to non-recoverable withholding taxes in the countries of origin.

7.2. TAXATION OF SHAREHOLDERS

Distributions made by the Company and income, dividends, other distributions and capital gains received by a Shareholder resident in Luxembourg or abroad are not subject to a Luxembourg withholding tax.

7.2.1. Taxation of individual resident Shareholders

The capital gains made by an individual resident Shareholder holding or having held, directly or indirectly, more than 10% of the capital of the Company or holding the Shares for six (6) months or less before the transfer of a Share and the dividends received by an individual resident Shareholder may be subject to taxation in Luxembourg.

An individual resident Shareholder is not subject to taxation on wealth tax in Luxembourg. Under present Luxembourg tax law, in the case where an individual resident shareholder is a resident for tax purposes of Luxembourg at the time of his death, the Shares are included in his taxable estate, for inheritance tax purposes and gift tax may be due on a gift or donation of Shares, if the gift is recorded in a Luxembourg deed.

7.2.2. Taxation of corporate resident shareholders

Unless a tax allowance or exemption applies, the capital gains realised and the dividends received by a corporate shareholder, whether it is resident of Luxembourg for tax purposes or, if not, it maintains a permanent establishment or a permanent representative in Luxembourg to which such Shares are attributable, are subject to taxation in Luxembourg.

Unless a tax allowance or exemption applies, a corporate shareholder, resident of Luxembourg for tax purposes or, if not, maintaining a permanent establishment or a permanent representative in Luxembourg to which such Shares are attributable, is subject to Luxembourg wealth tax on such Shares.

7.2.3. Taxation of non-resident Shareholders

Except as provided for under the law of 21 June 2005 implementing the Savings Directive, a non-resident Shareholder is not subject to any income, withholding, estate, inheritance or other taxes in Luxembourg.

Income received by an individual, resident in a country of the European Union or certain dependent or associated territories, may, depending on the investment strategy of the Sub-Fund of the Company in which this Shareholder holds Shares fall within the scope of the Savings Directive and be subject to a 35% withholding tax.

The Shareholder may also be subject to taxation in his country of residence under the laws and regulations applicable to him and with which he must comply. Potential investors are advised to check the tax obligations in force in their country of residence.

7.3. FATCA

The Foreign Account Tax Compliance Act (FATCA), a portion of the 2010 Hiring Incentives to Restore Employment Act, became law in the United States in 2010. It requires financial institutions outside the US (Foreign Financial Institutions or FFIs) to pass information about "Financial Accounts" held, directly or indirectly by "Specified US Persons", to the US tax authorities, the Internal Revenue Service (IRS), on an annual basis. A 30% withholding tax is imposed on certain US source income of any FFI that fails to comply with this requirement.

On 28 March 2014, the Grand-Duchy of Luxembourg entered into a Model 1 Intergovernmental Agreement (IGA), and a memorandum of understanding in respect thereof, with the United States of America. The Company would hence have to comply with such Luxembourg IGA, once the IGA has been implemented into Luxembourg law in order to comply with the provisions of FATCA rather than directly complying with the US Treasury Regulations implementing FATCA. As a "Reporting Financial Institution" under the IGA, the Company may be required to collect information aiming to identify its direct and indirect shareholders that are Specified US Persons for FATCA purposes (reportable accounts). Any such information on reportable accounts provided to the SICAV will be shared with the Luxembourg tax authorities which will exchange that information on an automatic basis with the Government of the United States of America pursuant to Article 28 of the convention between the Government of the United States of America and the Government of the Grand-Duchy of Luxembourg for the Avoidance of Double Taxation and the Prevention of Fiscal Evasion with respect to Taxes in Income and Capital, entered into in Luxembourg on 3 April 1996.

The Company intends to comply with the provisions of the Luxembourg IGA to be deemed compliant with FATCA and to avoid, to the extent possible, being subject to the 30% withholding tax with respect to its share of any such payments attributable to actual and deemed U.S. investments. The Company will continually assess the extent of the requirements that FATCA, and notably the Luxembourg IGA, places upon it. As from the date of signature of the Luxembourg IGA and until the Grand Duchy of Luxembourg has implemented the national

procedure necessary for the entry into force of the IGA, the United States Department of the Treasury will treat the Company as complying with and not subject to the FATCA Withholding.

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

- request information or documentation, including W-8 tax forms, a Global Intermediary Identification Number, if applicable, or any other valid evidence of a shareholder's FATCA registration with the IRS or a corresponding exemption, in order to ascertain such shareholder's FATCA status;
- report information concerning a Shareholder and his account holding in the Company to the Luxembourg tax authorities if such account is deemed a US reportable account under the Luxembourg IGA; and
- deduct applicable US withholding taxes from certain payments made to a Shareholder by or on behalf of the Company in accordance with FATCA and the Luxembourg IGA.

8. NET ASSET VALUE

8.1. CALCULATION OF THE NAV

The Net Asset Value in respect of each Sub-Fund and Class of Shares shall be calculated on the Calculation Day of the relevant Sub-Fund which is set forth in Part II.

The NAV per Share of a Class of Shares shall be expressed in the reference currency of the relevant Sub-Fund. The NAV per Share will be determined by dividing the net assets of the Sub-Fund by the total number of Shares of that Sub-Fund then outstanding taking into account the allocation of the net assets between classes and/or categories of Shares and shall be rounded up or down to the nearest whole hundredth.

The valuation of the assets of the various Sub-Funds will be determined as follows:

- 1) the value of cash and deposits, drafts and bills payable on demand, receivables, expenditures paid in advance, dividends and interests announced or due but not yet received, will be constituted by the nominal value of these assets, unless it appears unlikely that this value can be realized. In this case, the value will be determined by subtracting an amount deemed to be appropriate by the Company to reflect the real value of these assets;
- 2) the valuation of any transferable securities or money market instruments or derivatives traded or listed on a stock exchange shall be made on the basis of the last price as at the Valuation Day unless such price is not representative;
- 3) the value of any transferable securities or money market instruments traded on another regulated market shall be determined on the basis of the last price as at the Valuation Day;
- 4) in as much as transferable securities and money market instruments on a dedicated Valuation Day are neither officially traded nor listed on an exchange or regulated market, or in the case where, for securities and money market instruments officially listed or traded on a stock exchange or another regulated market, the price as determined pursuant to

paragraphs 2 and 3 above is not representative of the true value of such transferable securities or money market instruments, the valuation shall be made on the basis of their likely value of realisation, estimated with due care and good faith by the Board of Directors;

- 5) money market instruments with a residual maturity of less than 12 month are valued as follows (linear valuation): the determining rate for these investments will be gradually adapted during repayment starting from the net acquisition price and keeping the resulting return constant. If there are notable changes in market conditions, the basis for evaluating money market instruments will be adapted to new market returns;
- 6) shares/units of UCITS and other UCI's will be valued on the basis of their last available NAV at the Valuation Day;
- 7) the valuation of swaps will be based on their market value, which itself depends on various factors (e.g. level and volatility of the underlying asset, market interest rates, residual term of the swap). Any adjustments required as a result of issues and redemptions are carried out by means of an increase or decrease in the nominal of the swaps, traded at their market value;
- 8) the valuation of derivatives traded over-the-counter (OTC), such as futures, forward or option contracts not traded on exchanges, or on other recognized markets, will be based on their net liquidating value determined, pursuant to the policies established by the Company on the basis of recognized financial models in the market and in a consistent manner for each category of contracts. The net liquidating value of a derivative position is to be understood as being equal to the net unrealized profit/loss with respect to the relevant position.

If due to special circumstances a valuation made on the basis of the above rules should prove impossible or inaccurate, other generally accepted and verifiable valuation shall be applied criteria to obtain a fair valuation.

Any asset that may not be expressed in the reference currency of the Sub-Fund to which it belongs will be converted into the reference currency of this Sub-Fund at the exchange rate applicable on the Valuation Day or at the exchange rate fixed in the forward contracts.

During the existence of any state of affairs which, in the opinion of the Board of Directors, makes the determination of the NAV of a Sub-Fund in its reference currency either not reasonably practical or prejudicial to the Shareholders of the Company, the NAV and the Subscription Price and Redemption Price may temporarily be determined in such other currency as the Board of Directors may determine.

8.2. SUSPENSION OF CALCULATION OF THE NAV AND OF ISSUE AND REDEMPTION OF SHARES

The Board of Directors may suspend the calculation of the NAV of any Sub-Fund and may suspend the issue and redemption of Shares of the relevant Sub-Fund, in the interests of the Shareholders, due to any of the following situations or a combination thereof:

- a) during any period when any market or stock exchange, which is the principal market or stock exchange on which a material part of the Company's investments attributable to any

Sub-Fund for the time being are quoted, is closed, (otherwise than for ordinary holidays), or during which dealings are substantially restricted or suspended;

- b) during the existence of any state of affairs which in the opinion of the Board of Directors constitutes an emergency as a result of which disposals or valuations of assets owned by the Company attributable to any Sub-Fund would be impracticable;
- c) during any breakdown in, or restriction in the use of the means of communication normally employed in determining the price or value of any of the investments attributable to any Sub-Fund or the current prices on any market or stock exchange;
- d) during any period when the Company is unable to repatriate moneys for the purpose of making payments on the redemption of its Shares or during which any transfer of moneys involved in the realisation or acquisition of investments or payments due on redemption of such Shares cannot in the opinion of the Board of Directors be effected at normal rates of exchange;
- e) during any period when, in the opinion of the Board of Directors, there exists unusual circumstances which make it impracticable or unfair towards the Shareholders to continue dealing with Shares of any Sub-Fund of the Company;
- f) in case of a decision to liquidate the Company or the given Sub-Fund, on or after the day of publication of the first notice convening the general meeting of Shareholders for this purpose;
- g) when there is a suspension of redemption or withdrawal rights by several investment funds in which the Company or the relevant Sub-Fund is invested;
- h) during any period when the publication of the notice of the general meeting of Shareholders at which the merger of the Company or a Sub-Fund is to be proposed, or of the decision of the Board to merge one or more Sub-Funds, to the extent that such a suspension is justified for the protection of the shareholders;
- i) during any period where the master UCITS of a Sub-Fund or one or several Sub-Funds in which a Sub-Fund has invested a substantial portion temporarily suspends the repurchase, redemption or subscription of its units, whether at its own initiative or at the request of its competent authorities.

Shareholders having requested issue, redemption of their Shares will be notified in writing of any such suspension within seven calendar days of their request and will be promptly notified in writing of the termination of such suspension.

The suspension affecting any Sub-Fund will have no effect on the calculation of NAV, Subscription Price and Redemption Price or the issue and redemption of the Shares of any other Sub-Fund.

9. LIQUIDATION, TERMINATION AND AMALGAMATION

9.1. LIQUIDATION

The Company has been established for an unlimited period of time. However, the Company may be dissolved and liquidated at any time by a resolution of the general meeting of Shareholders.

In the event of a dissolution of the Company, liquidation shall be carried out by one or several liquidators (who may be physical persons or legal entities) named by the meeting of Shareholders effecting such dissolution and which shall determine their powers and their compensation.

In the event of dissolution, the liquidator(s) appointed by the Shareholders of the Company in accordance with the CSSF will realise the assets of the Company in the best interests of the Shareholders, and the Custodian, upon instruction given by the liquidator(s), will distribute the net proceeds of liquidation (after deducting all liquidation expenses) among the Shareholders in proportion to their respective rights.

As provided for by Luxembourg law, at the close of liquidation, the proceeds of liquidation corresponding to Shares not surrendered for repayment will be kept in safe custody at the “*Caisse de Consignations*” until the statute of limitation has lapsed.

If the capital of the Company falls below two-thirds of the minimum capital as required by the law, the Board of Directors must submit the question of the dissolution of the Company to a general meeting of Shareholders convened to be held within 40 days and for which no quorum shall be prescribed and which shall decide by a simple majority of the share represented at the meeting.

If the capital of the Company falls below one quarter of the minimum capital stated above, the Board of Directors must submit the question of dissolution of the Company to a general meeting of Shareholders convened to be held within 40 days and for which no quorum shall be prescribed, dissolution the Company may be resolved by the Shareholders holding one quarter of the Shares at the meeting.

In addition, the Company shall inform holders of Shares by sending a redemption notice to all Shareholders at their address in the Share register.

All the decisions taken by the General Meeting or the Board of Directors regarding the liquidation of the Company will be published according to Luxembourg law.

9.2. TERMINATION OF SUB-FUNDS

The Board of Directors may decide to terminate a Sub-Fund.

- (i) if the net assets of any Sub-Fund has not reached or has decreased to a minimum amount, to be the minimum level for such a Sub-Fund to be operated in an economically efficient manner as determined by the Board of Directors; or
- (ii) in case the Board of Directors deems that it is appropriate because of changes in the economic or political situation affecting the relevant Sub-Fund; or

(iii) if an economic rationalization is needed.

The Company shall serve a written notice to the holders of the relevant Sub-Funds or categories of shares prior to the effective date of the liquidation, which will indicate the reasons of and the procedure for the liquidation operations.

The Company may continue to redeem, until the decision to liquidate is executed, continue to redeem or convert the Shares of the Sub-Fund which it has been decided to liquidate, taking account of liquidation costs but without deducting any redemption fee as stated in the Prospectus. The formation expenses will be fully amortized.

Termination of a Sub-Fund for other reasons than those mentioned here above may be effected only upon prior approval by the Shareholders of the Sub-Fund to be terminated at a duly convened meeting which may be validly held without quorum and decide at the simple majority of expressed votes.

Assets which could not be distributed to their beneficiaries upon the close of the liquidation of the Sub-Fund concerned will be deposited in escrow with the *Caisse de Consignation* on behalf of their beneficiaries. If not claimed, they shall be forfeited in accordance with Luxembourg law.

9.3. MERGER OF SUB-FUNDS

Any merger of a Sub-Fund with another Sub-Fund of the Company or with another UCITS (whether subject to Luxembourg law or not) shall be decided by the Board, unless the Board decides to submit the decision for the merger to the general meeting of shareholders of the Sub-Fund concerned. In the latter case, no quorum will be required for this meeting and the decision for the merger shall be taken by a simple majority of the votes cast.

In the case of a merger of a Sub-Fund where, as a result, the Company ceases to exist, the merger shall, notwithstanding the foregoing, be decided by a meeting of shareholders resolving in accordance with the quorum and majority requirements for the amendment of the Articles. Such a decision will be undertaken and notified to the relevant Shareholders in accordance with the provisions of the 2010 Law and any applicable regulations and at least thirty (30) calendar days before the term for requesting repurchase or redemption or, as the case may be conversion without additional charge.

10. DOCUMENTS FOR INSPECTION

Copies of the following documents are available for inspection during usual business hours on any Business Days at the registered office of the Company:

- 1) Investment Management Agreement;
- 2) Management Company Agreement
- 3) General Distribution Agreement;
- 4) Custodian Agreement;
- 5) Domiciliary Agency Agreement;
- 6) Registrar and Transfer Agency Agreement;
- 7) Administrative Agency Agreement;

- 8) Principal Paying Agency Agreement;
- 9) Articles;
- 10) the financial reports;
- 11) complaints handling procedure;
- 12) voting right strategy; and
- 13) conflict of interest policy.

11. INVESTMENT RESTRICTIONS

Unless more restrictive rules are provided for in the investment policy of any specific Sub-Fund, each Sub-Fund shall comply with the investment restrictions detailed below.

The Board of Directors shall, based upon the principle of risk spreading, have power to determine the investment policy of each Sub-Fund, the Reference Currency and the course of conduct of the management and business affairs of the Company.

The investment policy of each Sub-Fund shall comply with the rules and restrictions laid down hereafter.

11.1. ELIGIBLE ASSETS

The Sub-Funds may only invest in one or more of the following:

- a) transferable securities and money market instruments admitted to or dealt in on a Regulated Market;
- b) transferable securities and money market instruments dealt in on another market in a Member State which operates regularly and is recognised and open to the public;
- c) transferable securities and money market instruments admitted to official listing on a stock exchange in a non-Member State or dealt in on another market in a non-Member State which is regulated, operates regularly and is recognised and open to the public provided that the choice of the stock exchange or market is located in a state which is not a member of the European Union: all the countries of Europe, Asia, Oceania, the American continents and Africa;
- d) recently issued transferable securities and money market instruments, provided that:
 - (i) the terms of issue include an undertaking that application will be made for admission to official listing on a stock exchange or on another Regulated Market which operates regularly and is recognised and open to the public, provided that the choice of the stock exchange or the market has been foreseen in the Articles of the Company;
 - (ii) such admission is secured within one (1) year of issue.
- e) units/shares of UCITS authorised according to Directive 2009/65/EC and/or other UCIs within the meaning of the Article 1 paragraph (2) points a) and b) of the Directive 2009/65/EC, whether established or not in a Member State provided that:

- (i) such other UCIs are authorised under laws which provide that they are subject to a supervision considered by the CSSF to be equivalent to that laid down in Community law, and that cooperation between authorities is sufficiently ensured. Such other UCIs must have been authorised under the laws of any Member State of the EU or under the laws of Norway, Switzerland, the United States of America, Guernsey or Jersey;
 - (ii) the level of protection for unit-holders/shareholders in such other UCIs is equivalent to that provided for unit-holders/shareholders in a UCITS, and in particular that the rules on asset segregation, borrowing, lending, and uncovered sales of transferable securities and money market instruments are equivalent to the requirements of the Directive 2009/65/EC;
 - (iii) the business of the other UCI is reported in half-yearly and annual reports to enable an assessment to be made of the assets and liabilities, income and operations over the reporting period;
 - (iv) no more than 10% of the UCITS' or other UCIs' assets, whose acquisition is contemplated, can, according to their management regulations or constitutional documents, be invested in aggregate in units/shares of other UCITS or other UCIs;
- f) deposits with a credit institution which are repayable on demand or may be withdrawn, and maturing in no more than twelve (12) months, provided that the credit institution has its registered office in a Member State or, if the registered office of the credit institution is situated in a non-Member State, provided that it is subject to prudential rules considered by the CSSF as equivalent to those laid down in Community law;
- g) financial derivative instruments, including equivalent cash-settled instruments, dealt in on a regulated market referred to in this Clause 11.1 a), b) and c) above and/or financial derivative instruments dealt in over-the-counter (**OTC Derivatives**), provided that:
- (i) the underlying consists of instruments covered by this Clause 11.1, financial indices, interest rates, foreign exchange rates or currencies, in which the Company may invest according to its investment objectives as stated in the Articles;
 - (ii) the counterparties to OTC Derivative transactions are institutions subject to prudential supervision and belonging to the categories approved by the CSSF;
 - (iii) the OTC Derivatives are subject to reliable and verifiable valuation on a daily basis and can be sold, liquidated or closed by an offsetting transaction at any time at their fair value at the Company's initiative.
 - (iv) the exposure to the underlying assets does not exceed the investment restrictions set out in clause 11.6.2.

Under no circumstances shall these operations cause the Sub-Fund to diverge from its investment objectives.

- h) money market instruments other than those dealt in on a Regulated Market, as defined under Article 1 of the 2010 Law, if the issue or issuer of such instruments are themselves

regulated for the purpose of protecting investors and savings, and provided that such instruments are:

- (i) issued or guaranteed by a central, regional or local authority, or by a central bank of a Member State, the European Central Bank, the European Union or the European Investment Bank, a non-Member State or, in the case of a Federal State, by one of the members making up the federation, or by a public international body to which one or more Member States belong, or
 - (ii) issued by an undertaking the securities of which are dealt in on regulated markets referred to in this Clause 11.1 a), b) or c) above, or
 - (iii) issued or guaranteed by an establishment subject to prudential supervision, in accordance with criteria defined by Community law or by an establishment which is subject to and complies with prudential rules considered by the CSSF to be at least as stringent as those laid down by Community law, or
 - (iv) issued by other bodies belonging to the categories approved by the CSSF provided that investments in such instruments are subject to investor protection equivalent to that laid down in this Clause 11.1, h) (i) (ii) and (iii) and provided that the issuer is a company whose capital and reserves amount at least to ten million Euros (EUR 10,000,000) and which presents and publishes its annual accounts in accordance with the Fourth Directive 78/660/EEC, is an entity which, within a group of companies which includes one or several listed companies, is dedicated to the financing of the group finance or is an entity which is dedicated to the financing of securitisation vehicles which benefit from a banking liquidity line.
- i) securities issued by one or several other Sub-Funds (the “**Target Sub-Fund(s)**”, provided however that:
- (i) the Target Sub-Fund does not, in turn invest in the Sub-Fund investing in the Target Sub-Fund; and
 - (ii) no more than 10% of the net assets of the Target Sub-Fund whose acquisition is contemplated may be invested in aggregate in Shares of other Target Sub-Funds of the Company; and
 - (iii) the voting right, if any, attached to the relevant securities shall be suspended as long as they are held by the Sub-Fund investing in the Target Sub-Fund, without prejudice to the appropriate processing in the accounts and the periodic reports; and
 - (iv) in any event, as long as these securities are held by the Company, their value shall not be taken into consideration for the calculation of the Net Asset Value of the Company for the purpose of verifying the minimum threshold of the net assets imposed by the 2010 Law; and
 - (v) there is no duplication of management/subscription or repurchase fees perceived at the level of the Sub-Fund investing in the Target Sub-Fund and this Target Sub-Fund.

11.2. ANCILLARY ELIGIBLE ASSETS

Each Sub-Fund may invest:

- a) no more than 10% of its assets in transferable securities and money market instruments other than those referred to in Part I, Clause 11.1 a) to d) and h);
- b) in cash and cash equivalent on an ancillary basis; except under exceptional and temporary circumstances if the Board of Directors considers this to be in the best interest of the Shareholders.

11.3. RESTRICTED TRANSACTIONS

A Sub-Fund may borrow up to 10% of its assets, provided that such borrowings (i) are made only on a temporary basis; or (ii) enable the acquisition of immovable property essential for the direct pursuit of the Company's business.

When authorized to borrow under (i) and (ii) above, such borrowing shall not exceed 15% of its assets in total.

Collateral arrangements with respect to the writing of options or the purchase or sale of forward or futures contracts are not deemed to constitute "borrowings" for the purpose of this restriction.

However, a Sub-Fund may acquire foreign currency by means of a back-to-back loan.

11.4. LIMITATIONS TO TRANSFERABLE SECURITIES AND MONEY MARKET INSTRUMENTS

11.4.1. A Sub-Fund may not purchase additional transferable securities and money market instruments of any single issuer if:

- (i) upon such purchase more than 10% of its assets would consist of transferable securities or money market instruments of one single issuer; or
- (ii) the total value of all transferable securities and money market instruments of issuers in each of which it invests more than 5% of its assets would exceed 40% of the value of its assets. This limitation does not apply to deposits and OTC derivative transactions made with financial institutions subject to prudential supervision.

11.4.2. A Sub-Fund may invest on a cumulative basis up to 20% of its assets in transferable securities and money market instruments issued by the same Group of Companies.

11.4.3. The limit of 10% set forth above under this Clause 11.4.1(i) is increased to 35% in respect of transferable securities and money market instruments issued or guaranteed by a Member State, by its local authorities, by any another state or by a public international body of which one or more Member State(s) are member(s).

11.4.4. The limit of 10% set forth above under this Clause 11.4.1(i) is increased up to 25% in respect of qualifying debt securities issued by a credit institution which has its registered office in a Member State and which, under applicable law, is submitted to specific public

supervision in order to protect the holders of such qualifying debt securities. For the purposes hereof, "**Qualifying Debt Securities**" are securities the proceeds of which are invested in accordance with applicable law in assets providing a return which will cover the debt service through to the maturity date of the securities and which will be applied on a priority basis to the payment of principal and interest in the event of a default by the issuer. To the extent that a relevant Sub-Fund invests more than 5% of its assets in Qualifying Debt Securities issued by such an issuer, the total value of such investments may not exceed 80% of the assets of such Sub-Fund.

11.4.5. The securities specified above under these Clauses 11.4.3 and 11.4.4 are not to be included for the purpose of computing the ceiling of 40% set forth above under this Clause 11.4.1 (ii).

11.4.6. Notwithstanding the ceilings set forth above, each Sub-Fund is authorized to invest, in accordance with the principle of risk spreading, up to 100% of its assets in transferable securities and money market instruments issued or guaranteed by a Member State, by its local authorities, by any other member state of the OECD and G20 or by a public international body of which one or more Member State(s) are member(s), provided that (i) such securities are part of at least six different issues and (ii) the securities from any such issue do not account for more than 30% of the total assets of such Sub-Fund.

11.4.7. Without prejudice to the limits set forth hereunder under Part I, Clause 11.10, the limits set forth in Part I, Clause 11.4.1 are raised to a maximum of 20% for investments in stocks and/or debt securities issued by the same body when the aim of the Sub-Fund's investment policy is to replicate the composition of a certain stock or debt securities index which is recognized by the CSSF, on the following basis:

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

The limit of 20% is raised to 35% where that proves to be justified by exceptional market conditions in particular in Regulated Markets where certain transferable securities or money market instruments are highly dominant. The investment up to this limit is only permitted for a single issuer.

11.5. LIMITATIONS TO BANK DEPOSITS

The Company may not invest more than 20% of the net assets of any Sub-Fund in deposits made with the same body.

11.6. LIMITATIONS TO DERIVATIVE INSTRUMENTS

11.6.1. The risk exposure to a counterparty of the Company in an OTC Derivative transaction may not exceed 10% of the net assets of any Sub-Fund when the counterparty is a credit institution referred to in Part I Clause 11.1 f), or 5% of its net assets in the other cases.

11.6.2. Investment in financial derivative instruments shall only be made, and within the limits set forth in Part I, Clauses 11.4.2 , 11.4.5 and 11.9.2 , provided that the exposure to the underlying assets does not exceed in aggregate the investment limits set forth in Part I,

Clauses 11.4.1 to 11.4.5, 11.5, 11.6.1 and 11.9.2 . When the Sub-Fund invests in index-based financial derivative instruments, these investments do not necessarily have to be combined to the limits set forth in Part I, Clauses 11.4.1 to 11.4.5, 11.5, 11.6.1 and 11.9.2.

When a transferable security or money market instrument embeds a derivative, the latter must be taken into account when complying with the requirements of this Clause 11.6 as well as with the risk exposure and information requirements laid down in this Prospectus.

11.7. LIMITATIONS TO UNITS AND SHARES OF UCITS AND UCI

Any Sub-Fund of the Company may not invest more than 10% of its assets in units/shares of UCITS and/or other UCIs referred to in under Part I, Clause 11.1.e) unless provided for in the specific investment policy of a Sub-Fund in Part II.

For the purposes of applying this investment limit, each sub-fund of a UCI with multiple sub-funds, within the meaning of Article 181 of the 2010 Law, shall be considered as a separate entity, provided that the principle of segregation of commitments of the different sub-funds is ensured towards third parties.

When a UCITS has acquired units or shares of UCITS and/or other UCIs, the assets of the respective UCITS or other UCIs do not have to be combined for the purposes of the limits laid down in 11.4.1 to 11.4.5, 11.5, 11.6.1 and 11.9.2.

When the Company invests in the units/shares of other UCITS and/or other UCIs that are managed, directly or by delegation, by the same management company or by any other company to which it is linked by common management or control or by a direct or indirect substantial holding of the capital or of the voting rights, that management company or other company may not charge subscription or redemption fees on account of the Company's investment in the units/shares of other UCITS and/or UCI.

A Sub-Fund that invests a substantial proportion of its assets in other UCITS and/or other UCIs shall disclose in the Prospectus the maximum level of the management fees that may be charged both to the Sub-Fund itself and to the other UCITS and/or other UCIs in which it intends to invest. In its annual financial report, the Company shall indicate the maximum proportion of asset management fee charged both to the Sub-Fund itself and to the UCITS and/or other UCIs in which it invests.

11.8. LIMITATIONS TO A FEEDER SUB-FUND

The Company or any of its Sub-Funds may be a feeder (the **Feeder**), within the meaning of the 2010 Law and invest as such in at least 85% of its assets in units or shares of another UCITS (or its sub-funds) (the **Master**), provided that the Master is not itself a Feeder and does not hold units or shares in a Feeder.

The Feeder may hold up to 15% of its assets in one or more of the following:

- a) ancillary liquid assets in accordance with Clause 11.2 b);
- b) financial derivative instruments, which may be used only for hedging purposes, in accordance with Part I, Clause 11.1g) and article 42, (2) and (3) of the 2010 Law;

- c) movable and immovable property which is essential for the direct pursuit of the Company's business.

In such a case, a description of all remuneration and reimbursement of costs payable by the Feeder, by virtue of its investment in the Master, as well as of the aggregate charges of the Master and the Feeder shall be defined in Part II.

11.9. COMBINED LIMITS

11.9.1. Notwithstanding the individual limits laid down in Part I Clauses 11.4.1, 11.5, and 11.6.1, a Sub-Fund where this would lead to investing more than 20% of its assets in a single body shall not combine any of the following:

- (i) investments in transferable securities or money market instruments issued by that body,
- (ii) deposits made with that body and/or,
- (iii) exposures arising from OTC Derivatives transactions undertaken with that body.

11.9.2. The limits set out in Part I, Clauses 11.4.1, 11.4.3, 11.4.4, 11.5, 11.6.1 and 11.9.1 above may not be combined, and thus investments in transferable securities or money market instruments issued by the same body, in deposits or derivative instruments made with this body carried out in accordance with Part I, Clauses 11.4.1, 11.4.3, 11.4.4, 11.5, 11.6.1 and 11.9.1 above may not exceed a total of 35% of the assets of each Sub-Fund.

11.10. LIMITATIONS ON CONTROL

11.10.1. The Company may not acquire such amount of shares carrying voting rights which would enable the Company to exercise legal or management control or a significant influence over the management of the issuer.

11.10.2. The Company, as a whole, may not acquire:

- (i) more than 10% of the outstanding non-voting shares of the same issuer;
- (ii) more than 10% of the outstanding debt securities of the same issuer;
- (iii) more than 10% of the money market instruments of any single issuer; and
- (iv) more than 25% of the outstanding shares or units of the same UCITS and/or UCI.

The limits set forth in this Clause 11.10.2 (ii) to (iv) above may be disregarded at the time of acquisition if at that time the gross amount of debt securities or of the money market instruments or the net amount of the instruments in issue cannot be calculated.

11.10.3. The ceilings set forth above under these Clauses 11.10.1 and 11.10.2 do not apply in respect of:

- (i) transferable securities and money market instruments issued or guaranteed by a Member

State or by its public local authorities;

- (ii) transferable securities and money market instruments issued or guaranteed by a State other than a member state of the European Union;
- (iii) transferable securities and money market instruments issued by a public international body of which one or more EU member state(s) are member(s);
- (iv) shares in the capital of a company which is incorporated under or organized pursuant to the laws of a non-EU member state provided that (i) such company invests its assets principally in securities issued by issuers of that State, (ii) pursuant to the laws of that State a participation by the relevant Sub-Fund in the equity of such company constitutes the only possible way to purchase securities of issuers of that State, and (iii) such company observes in its investment policy the restrictions set forth under Part I, Clauses 11.4, 11.5, 11.6, 11.7 to 11.10.2; and
- (v) Shares in the capital of subsidiary companies which, exclusively on behalf of the Company carry on only the business of management, advice or marketing in the country where the subsidiary is located, in regard to the redemption of Shares at the request of Shareholders.

11.11. PROHIBITED INVESTMENTS AND TRANSACTIONS

A Sub-Fund may not:

- (i) acquire commodities or precious metals or certificates representative thereof.
- (ii) invest in real estate provided that investments may be made in securities secured by real estate or interests therein or issued by companies which invest in real estate or interests therein;
- (iii) issue warrants or other rights to subscribe for its Shares;
- (iv) grant loans or guarantees in favour of a third party, but may invest in non-fully paid-up transferable securities, money market instruments or other financial instruments, as mentioned under Part I, Clause 11.1 (e), (g) and (h);
- (v) enter into short sales of transferable securities, money market instruments or other financial instruments as listed under Part I, Clause 11.1 (e), (g) and (h).

11.12. EXCEPTIONS

Notwithstanding anything to the contrary herein contained:

The ceilings set forth above may be disregarded by a Sub-Fund when exercising subscription rights attaching to transferable securities and money market instruments which form part of its portfolio.

If such ceilings are exceeded for reasons beyond the control of a Sub-Fund or as a result of the exercise of subscription rights, such Sub-Fund must adopt as its priority objective in its sale

transactions the remedying of such situation, taking due account of the interests of its Shareholders.

While ensuring observance of the principle of risk spreading, newly authorized Sub-Funds may derogate from Clauses 11.6, 11.5, 11.4, 11.4.6 and 11.7 for six (6) months following the date of their authorization.

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The Company may determine additional investment restrictions for a specific Sub-Fund in Part II or *inter alia* to comply with the laws and regulations of countries where Shares are offered or sold.

12. GLOBAL RISK EXPOSURE AND RISK MANAGEMENT

The Company must employ a risk-management process which enables it to monitor and measure at any time the risk of the positions in its portfolios and their contribution to the overall risk profile of its portfolios.

In relation to financial derivative instruments the Company must employ a process (or processes) for accurate and independent assessment of the value of OTC derivatives and the Company shall ensure for each Sub-Fund that its global risk exposure relating to financial derivative instruments does not exceed the total net value of its portfolio.

The global risk exposure is calculated taking into account the current value of the underlying assets, the counterparty risk, future market movements and the time available to liquidate the positions.

Risks linked to the management of the collateral, such as operational and legal risks are identified, managed and mitigated by the risk management process.

In the framework of the risk management process, either the commitments approach, or relative or absolute “value-at-risk” approach (**VaR**) may be used to manage and measure the global risk exposure of each Sub-Fund. The choice of the approach used is based on the investment strategy of each Sub-Fund and on the type and on the complexity of the financial derivative instruments in which the relevant Sub-Fund may invest, and also the proportion of financial derivative instruments held by the Sub-Fund.

The commitments approach measures the overall risk exposure linked to investment in financial derivative instruments and other investment techniques (taking into account the netting and hedging effects), which shall not exceed the Net Asset Value. Pursuant to this approach, each financial derivative instrument is in principle converted to the market value of an equivalent investment in the underlying asset to this financial derivative instrument.

The VaR measures the potential loss to a Sub-Fund due to market risk and is expressed as the maximum expected loss measured at a 99% confidence level over a twenty (20) business days’ time horizon.

When using relative VaR, the calculated overall global risk exposure related to the whole portfolio investments of the relevant Sub-Fund does not exceed twice the VaR of the reference

portfolio.

When using absolute VaR, the VaR of the relevant Sub-Fund is limited to a maximum of 20% of its Net Asset Value.

The method used to determine the overall global risk exposure and the reference portfolio for the Sub-Funds using the relative VaR approach are set out for each Sub-Fund in Part II.

The expected level of leverage for each Sub-Fund using VaR is indicated for each Sub-Fund in Part II. In certain circumstances, this level of leverage may however be exceeded. The method used for determining the expected level of leverage of these Sub-Funds is based on the sum of the notionals.

Each Sub-Fund may invest, according to its investment policy and within the limits laid down in Part I, Clauses 11 and 0, in financial derivative instruments provided that the exposure to the underlying assets does not exceed in aggregate the investment limits laid down in Part I, Clause 11.

When a Sub-Fund invests in index-based financial derivative instruments, these investments do not necessarily have to be combined to the limits laid down in Part I, Clauses 11.4.1 to 11.4.5, 11.5, 11.6.1 and 11.7.

When a transferable security or money market instrument embeds a derivative, the latter must be taken into account when complying with the requirements of this section.

Whenever risk management processes, adequate to perform the functions described above are employed on behalf of the Company by the Investment Manager in managing the Sub-Fund(s), they are deemed to be used by the Company.

13. INVESTMENT TECHNIQUES AND INSTRUMENTS

The Company may use financial techniques and instruments relating to transferable securities and other financial liquid assets for efficient portfolio management, investment, hedging or other risk management purposes. The use of certain financial derivative instruments (such as total return swaps) and efficient portfolio management techniques is regulated by the CSSF Circular 08/356 and the CSSF Circular 13/559 amended by the CSSF Circular 14/592 relating to the ESMA Guidelines on ETFs and other UCITS issues.

The attention of Investors is drawn to the risks linked to such derivative transactions and portfolio management techniques which are described in Part I, Clause 14.

13.1. DERIVATIVES TRANSACTIONS

The financial derivative instruments may include, among others, options, warrants, forward contracts on financial instruments and options on such contracts as well as swap options and swap contracts by private agreement on any type of eligible instrument(s). Such derivative financial instruments must be dealt on an organised market or contracted by private agreement with first class institutions specialised in this type of transaction. Throughout this Clause and others that refer to derivatives, privately negotiated or non-exchange traded derivatives are

referred to as being “over-the-counter” (OTC).

When a Sub-Fund invests in a total return swap or other financial derivative instrument with similar characteristics, the underlying assets and investment strategies to which exposure will be gained are described in the relevant Sub-Fund’s investment objective and policy set out in Part II.

Under no circumstances may the use of financial derivative instruments causes a Sub-Fund to deviate from its investment objectives set out in Part II.

13.2. EFFICIENT PORTFOLIO MANAGEMENT TECHNIQUES

Each Sub-Fund may for the purpose of generating additional capital or income or for reducing costs or risks (i) engage in securities lending transactions and (ii) enter into, either as purchaser or seller, optional as well as non-optional repurchase transactions and. Such management techniques should in no event result in a change of the declared investment objectives of the Sub-Funds or add substantial supplementary risks in comparison to the original risk policy of the Sub-Funds.

All the revenues arising from the use of Efficient Portfolio Management, net of direct and indirect operational costs, will be returned to the Company. In particular, fees and costs may be paid to agents of the Company and other intermediaries providing services in connection with Efficient Portfolio Management techniques as normal compensation for their services. Such fees may be calculated as a percentage of gross revenues earned by a Sub-Fund through the use of such techniques. Information on direct and indirect operational costs and fees that may be incurred in this respect as well as the identity of the entities to which such costs and fees are paid – as well as any relationship they may have with the Custodian Bank or the Investment Manager – will be available in the annual report of the Company.

13.2.1. Securities Lending and Borrowing

The Company may engage in securities lending transactions either directly or through a standardised lending system organised by a recognised clearing institution or by a financial institution specialising in this type of transaction and subject to prudential supervision rules which are considered by the CSSF as equivalent to those provided by EU law, in exchange for a securities lending fee. The Company must be able to recall any security lent or to terminate the securities lending agreement.

The Company may pay fees to third parties for services in arranging such loans, as such persons may or may not be affiliated with the Company, or any investment manager as permitted by applicable securities and banking law. Information relating to the identity of these third parties and to the revenues arising from and the direct and indirect operational costs and fees incurred in relation to securities lending transactions shall be disclosed in the annual reports of the Company.

13.2.2. Repurchase Agreements and Reverse Repurchase Agreements

The Company may enter into repurchase agreement transactions which consist of the purchase and sale of securities with a clause reserving the seller the right or the obligation to repurchase from the acquirer the securities sold at a price and term specified by the two parties in their

contractual arrangement.

The Company can act either as purchaser or seller in repurchase agreement transactions or a series of continuing repurchase transactions, subject however to the following rules:

- 1) the counterparty in such transactions is a first class financial institution specialising in this type of transaction subject to prudential supervision rules considered by the CSSF as equivalent to those provided by EU law;
- 2) during the life of a repurchase agreement contract, the Company cannot sell the securities which are the object of the contract, either before the right to repurchase these securities has been exercised by the counterparty, or the repurchase term has expired, except to the extent the Company has other means of coverage;
- 3) the Company shall ensure that it is able at any time (i) in respect of reverse repurchase agreement, to recall the full amount of cash or to terminate the agreement on either an accrued basis or mark to market basis; and (ii) in respect of repurchase agreement to recall the securities subject to the agreement or to terminate the repurchase agreement; and
- 4) as the Company is exposed to redemptions of its own Shares, it must ensure that the level of its exposure to repurchase agreement transactions enable it, at all times, to meet its redemption obligations.

13.3. COLLATERAL POLICY FOR OTC DERIVATIVE TRANSACTIONS AND EFFICIENT PORTFOLIO MANAGEMENT TECHNIQUES

To limit the counterparty risks linked to OTC Derivatives transactions and efficient portfolio management techniques, the Sub-Funds must require that their counterparties grant and maintain during the lifetime of the transaction, collateral which complies with the requirement of this Clause 13.3.

13.3.1. Level and valuation of collateral

Level: The collateral received by a Sub-Fund must represent at any time, during the lifetime of the agreement, 100 % of the total value of the securities lent or sold under repurchase agreement or OTC Derivatives transactions.

Valuation: The amount of collateral received is valued daily to ensure that this level is maintained. The valuation of collateral is based on the available stock market prices taking into account the appropriate haircut applied by the Company (see Part I, Clause 13.3.3).

13.3.2. Permitted collateral

The assets eligible as collateral are (i) liquid assets, (ii) bonds issued by supranational issuers and agencies rated at least AA by Standard & Poor's (**S&P**) or the equivalent (iii) sovereign bonds issued by OECD member states rated at least A by S&P or the equivalent, (iv) corporate bonds rated at least A by S&P or the equivalent.

In addition, collateral received should meet the following criteria:

Liquidity: Collateral must be highly liquid and traded on a regulated market or multilateral trading facility with transparent pricing in order that it can be sold quickly at a robust price that is close to its pre-sale valuation.

Issuer credit quality: Collateral received should be of high quality.

Non-correlation: should be issued by an entity independent from the counterparty and should not display a high correlation with the performance of the counterparty.

Diversification (asset concentration): Collateral should be sufficiently diversified in terms of country, markets and issuers. In particular it should not expose a Sub-Fund to a given issuer for more than 20% of its Net Asset Value. For this calculation, the Sub-Fund should aggregate all collateral received from all counterparties.

Full ownership: Collateral received in full ownership, by transfer of title, should be held by the Custodian. For other types of collateral arrangement, the collateral can be held by a third party custodian which is subject to prudential supervision, and which is unrelated to the provider of the collateral.

Enforceability: Collateral received must be enforceable by the Sub-Funds at any time without reference to or approval from the counterparty.

13.3.3. Haircut policy

The Management Company has set up a haircut policy adapted to the characteristics of the class of assets received as collateral, such as the credit standing, the price volatility, the outcome of the stress tests performed (if any).

The following haircuts are applied by the Sub-Funds to the eligible assets received as collateral:

Eligible collateral	Haircut
Cash and liquid assets	0%
Bonds issued by supranational issuers and agencies (\geq AA)	3%
Bonds issued by OECD member states (\geq BBB)	3%
Corporate bonds (\geq A)	5%

13.4. COLLATERAL REINVESTMENT POLICY

Non cash collateral received by the Sub-Funds should not be sold, re-invested or pledged.

Reinvestments of cash collateral received by the Sub-Funds may only be:

- (i) placed on deposit with credit institutions having their registered office (x) in a Member State or (y) in a third country, provided that they are subject to prudential rules considered by the CSSF as equivalent to those laid down in EU law;
- (ii) invested in high-quality government bonds;

- (iii) used for the purpose of reverse repurchase transactions provided the transactions are with credit institutions subject to prudential supervision and the Fund is able to recall at any time the full amount of cash on accrued basis;
- (iv) invested in short-term money market funds, as defined in the CESR's (former ESMA) guidelines on a common definition of European Money Market Fund of 19 May 2010.

Re-invested cash collateral should be diversified in accordance with the diversification requirements applicable to non-cash collateral referred to in Part I, Clause 13.3.2.

Risks arising from the reinvestment of cash collateral are listed in Part I, Clause 14.

14. RISK FACTORS

As the portfolio of each Sub-Fund is subject to market fluctuations and to the risks inherent in any investment, Share prices may vary as a result and the Company cannot give any guarantee that its objectives will be achieved.

14.1. INVESTMENTS IN EMERGING AND EASTERN EUROPEAN COUNTRIES

Potential social, political and economic instability of some of the emerging and Eastern European countries in which certain Sub-Funds intend to invest in, could impact the value and liquidity of the investments of these Sub-Funds. Furthermore, investments in some countries may be subject to currency risk as currencies have often experienced periods of weakness or repeated devaluations.

In addition to the above generic risks to all emerging and Eastern European countries, there are specific risks linked to investing in Eastern Europe and Russia. These risks are outlined more specifically in relation to Russia hereafter. The Russian market presents specific risks in relation to the settlement and safekeeping of securities as well as in the registration of assets, where registrars are not always subject to effective government supervision. Russian securities are not on physical deposit with the Custodian or its local agents in Russia. Therefore, neither the Custodian nor its local agents in Russia can be considered as performing a physical safekeeping or custody function in the traditional sense. The Custodian's liability only extends to its own negligence and wilful default and to negligence or wilful misconduct of its local agents in Russia and does not extend to losses due to the liquidation, bankruptcy, negligence or wilful default of any registrar. In the event of such losses the Company will have to pursue its rights directly against the issuer and/or its appointed registrar.

Currently certain markets in Russia and other Eastern European countries do not qualify as Regulated Markets under the investment restrictions and therefore, investments in securities dealt on such markets are subject to the 10% limit set forth in Part I, Clause 11. Russian Trading System Stock Exchange (RTS Stock Exchange) and Moscow Interbank Currency Exchange (MICEX) can be considered as Regulated Markets. Accordingly, the 10% limit generally applicable to securities which are listed or traded on markets in Russia will not apply to investments in securities listed or traded on the RTS Stock Exchange or MICEX. However, the risk warnings regarding investments in Russia will continue to apply to all investments in Russia.

14.2. VALUE OF SHARES

The value of Shares and the return derived from them can fluctuate. Furthermore, investors should be aware that redemptions of Shares may be subject to limitations or suspension in certain circumstances described in Part I, Clause 4.3.

14.3. POTENTIAL CONFLICTS OF INTEREST

In the course of their business, the Investment Manager, the Investment Adviser and Sub-Investment Manager(s) may have potential conflicts of interest with the Company. They may, for example, make investments for other clients (including other investment funds they manage or advise) or on their own behalf without making the same available to the Company. They will, in such event, have regard to their obligations under the agreements pursuant to which they are appointed and, in particular, to their obligations to act in the best interests of the Company, so far as practicable having regard to their obligations to other clients when undertaking any investments where potential conflicts of interest may arise.

The Investment Manager will not, in relation to any investment or proposed investment of the Company, deal with the Company as principal or representative, except in circumstances where it is able to show that the terms of the operation are no less beneficial to the Company than they would be according to the “at arm’s length” principle, or, if the circumstances do not make it practicable to show that, where the Board of Directors gives its consent.

14.4. FRONTIER MARKETS RISK

Investments in emerging market countries involve special risks, including currency fluctuations and economic and political uncertainties, in addition to those associated with these markets’ smaller size, lesser liquidity and lack of established legal, political, business and social frameworks to support securities markets. Frontier markets are even smaller, less developed and less accessible emerging markets and involve additional risks.

14.5. RISKS CONNECTED WITH THE USE OF DERIVATIVES

The prudent use of derivatives can yield advantages. However, derivatives can also entail risks that are different, and in some cases higher, than those associated with more conventional investments. These risks include:

- (i) **market risk**, which applies to all forms of investment;
- (ii) **management risk**, as the use of derivatives not only requires an understanding of the underlying instrument but also of the derivative itself, without it being possible at the same time to monitor derivative performance under all possible market conditions;
- (iii) **risk of default**, if the other party to a derivative transaction fails to respect the terms and conditions of the relevant contract. The risk of default in the case of derivatives traded on an exchange is generally lower than the risk associated with derivatives that are traded over-the-counter on the open market because the clearing agents who assume the function of issuer or counterparty in relation to each derivative traded on an exchange assume a performance guarantee. To reduce the overall risk of default, such guarantee is supported by a daily payment system (i.e. cover requirements) maintained by the clearing

agent. In the case of derivatives traded over-the-counter on the open market, there is no comparable clearing agent guarantee and in assessing the potential risk of default, the Company must take into account the creditworthiness of each counterparty;

- (iv) **liquidity risks** as it is difficult to buy or sell certain instruments. When derivative transactions are particularly large, or the corresponding market is illiquid (as is the case with many derivatives traded over-the-counter on the open market), it might not be possible to execute a transaction or liquidate a position at an attractive price;
- (v) **volatility risk**, the prices of derivative instruments are highly volatile. Price movements of forward contracts and other derivative contracts are influenced by, among other things, interest rates, changing supply and demand relationships, trade, fiscal, monetary and exchange control programs and policies of governments, and national and international political and economic events and policies;
- (i) **risk of valuation**, in particular of incorrectly valuing or determining the price of derivatives and that the derivatives fail to correlate perfectly with the underlying assets, interest rates and indices. Many derivatives are complex and frequently valued subjectively. Inappropriate valuations can result in higher cash payment requirements in relation to counterparties or in a loss of value for the Company. There is not always a direct or parallel relationship between a derivative and the value of the assets, interest rates or indices from which it is derived. For these reasons, the use of derivatives by the Company is not always an effective means of attaining the Company's investment objective and can at times even have the opposite effect; and
- (vi) **legal risk**, the use of OTC derivatives, such as forward contracts, swap agreements and contracts for difference, will expose the Sub-Funds to the risk that the legal documentation of the contract may not accurately reflect the intention of the parties.

14.6. FOREIGN EXCHANGE CONTRACTS

Where the Sub-Funds utilize derivatives which alter the currency exposure characteristics of transferable securities held by the Sub-Funds, the performance of the Sub-Funds may be strongly influenced by movements in foreign exchange rates because currency positions held by the Sub-Funds may not correspond with the securities positions held.

14.7. FUTURES TRADING

The ability to use futures may be limited by market conditions, regulatory limits and tax considerations. The use of futures involves certain special risks, including (i) dependence on the Investment Manager(s)' ability to predict movements in the price of interest rates, securities and currency markets; (ii) imperfect correlation between movements in the securities or currency on which a futures contract is based and movements in the securities or currencies; (iii) the absence of liquid market for any particular instrument at any particular time.

14.8. COUNTERPARTY RISK

Cash held by a counterparty pursuant to an agreement may not be treated as client money subject to the protection conferred by the local rules and accordingly may not be segregated and thus be used by the counterparty. The relevant Sub-Fund may therefore rank as an unsecured

creditor in relation thereto.

A Sub-Fund may also be exposed to a credit risk on the counterparties with which it trades in relation to non-exchange traded futures, options, contracts for differences and swaps. Non-exchange traded futures, options, contracts for differences and swaps are agreements specifically tailored to the needs of an individual investor that enable the user to structure precisely the date, market level and amount of a given position. Non-exchange traded futures, options, contracts for differences and swaps are not afforded the same protections as may apply to participants trading futures, options, contracts for differences or swaps on organized exchanges, such as the performance guarantee of an exchange clearing house. The counterparty for these agreements will be the specific company or firm involved in the transaction, rather than a recognized exchange and accordingly the insolvency, bankruptcy or default of a counterparty with which the Compartment trades such options or contracts for differences could result in substantial losses to the Sub-Fund.

Finally, a Sub-Fund may also be exposed to a credit risk on counterparties with whom it trades securities, and may bear the risk of settlement default.

14.9. RISKS LINKED TO SECURITIES LENDING AND REPURCHASE AGREEMENTS

There is no assurance that a Sub-Fund will achieve the objective for which it entered into securities lending or repurchase agreement transaction.

In relation to repurchase transactions, investors must notably be aware that:

- (ii) in the event of the failure of the counterparty with which cash of a Sub-Fund has been placed there is the risk that collateral received may yield less than the cash placed out, whether because of inaccurate pricing of the collateral, adverse market movements, a deterioration in the credit rating of issuers of the collateral, or the illiquidity of the market in which the collateral is traded;
- (iii) (x) locking cash in transactions of excessive size or duration, (y) delays in recovering cash placed out, or (z) difficulty in realising collateral may restrict the ability of the Sub-Fund to meet redemption requests, security purchases or, more generally, reinvestment; and
- (iv) repurchase transactions will, as the case may be, further expose a Sub-Fund to risks similar to those associated with optional or forward derivative financial instruments. The prices of derivative instruments are highly volatile.

Securities lending involves counterparty risk, including the risk that the loaned securities may not be returned or returned in a timely manner and/or at a loss of rights in the collateral if the borrower or the lending agent defaults or fails financially. This risk is increased when a Sub-Fund's loans are concentrated with a single or limited number of borrowers. Investors must notably be aware that (i) if the borrower of securities lent by a Sub-Fund fail to return these, there is a risk that the collateral received may realise less than the value of the securities lent out, whether due to inaccurate pricing, adverse market movements, a deterioration in the credit rating of issuers of the collateral, or the illiquidity of the market in which the collateral is traded; and that (ii) delays in the return of securities on loans may restrict the ability of a Sub-Fund to meet delivery obligations under security sales or payment obligations arising from redemption requests.

14.10. RISKS OF COLLATERAL REINVESTMENT

The Company may reinvest the cash collateral received in connection with efficient management portfolio techniques and OTC Derivative transactions. Reinvestment of cash collateral involves risks associated with the type of investments made. The Company may also incur a loss in reinvesting the cash collateral it receives. Such a loss may arise due to a decline in the value of the investment made with cash collateral received from the counterparty. A decline in the value of such investment of the cash collateral would reduce the amount of collateral available to be returned by the Company to the relevant counterparty. The Company would be required to cover the difference in value between the collateral originally received and the amount available to be returned to the counterparty, thereby resulting in a loss to the Company. Reinvestment of cash collateral may create a leverage effect which will be taken into account for the calculation of the Company's global exposure.

14.11. RISKS OF INVESTING IN INVESTMENT FUNDS

14.11.1. Investment management fees

When investing in Shares, the Company may in turn invest in securities issued by investment funds. In such case, Shareholders will incur the costs for investment management services and the fees and expenses paid by the Company to its service providers, as well as fees and expenses paid by the investment funds to their service providers. These costs may in aggregate be higher than if the Sub-Fund had invested directly in equity and debt securities. Where investment funds invest in other collective investment vehicles, there may be further levels of fees and expenses. This will however not apply should any Sub-Fund invest in investment funds, managed by the Investment Manager(s) of the Company.

14.11.2. Valuation Risk

The method by which the Net Asset Value per Share of each Class in each Sub-Fund is calculated assumes that the Company is able to value its holdings in investment funds. In valuing those holdings, the Company will need to rely on financial information provided by external sources including the investment funds themselves. Independent valuation sources such as exchange listing may not be readily available for investment funds.

The holdings in investment funds are valued on the basis of the last official net asset value of the underlying investment funds known at the time of calculating the Net Asset Value, which may not necessarily correspond with the actual net asset value on the relevant date. However the Company shall not make retroactive adjustments in the Net Asset Value previously used for subscriptions, conversions and redemptions. Such transactions are final and binding notwithstanding any different later determinations (save in exceptional circumstances as provided for in the Articles).

14.11.3. Currency Risk

The rate of exchange between various currencies is a direct consequence of supply and demand factors as well as relative interest rates in each country, which are in turn materially influenced by inflation and the general outlook for economic growth. The investment return, expressed in the investor's domestic currency terms, may be

positively or negatively impacted by the relative movement in the exchange rate of the investor's domestic currency unit and the currency units in which the Sub-Fund's investments are made. Investors are reminded that the Sub-Fund may have multiple currency exposure.

14.11.4. Hedging Risk

The Investment Manager(s) may, if set out in Part II enter into certain transactions using futures, forwards or other exchange-traded or over-the-counter instruments or by the purchasing of securities (Hedging Transactions) to hedge the Sub-Fund's exposure to foreign exchange risk where Classes of Shares are denominated in a currency other than the Reference Currency and/or certain other exposures including the risk of the value of a Class of Shares, or any increase thereto, being reduced by inflation in the underlying currency of the relevant Class of Shares.

Hedging transactions, while potentially reducing the risk of currency and inflation exposure which a Class of Shares may otherwise be exposed, involve certain other risks, including the risk of a default by a counterparty. There is no guarantee that a Hedging Transaction will fully protect a Class of Shares against foreign exchange and/or inflation risks.

14.11.5. Fluctuating Market Values

The market value of an investment represented by an investment fund in which the Sub-Funds invest, may be affected by fluctuations in the currency of the country where such investment fund invests, by foreign exchange rules, or by the application of the various tax laws of the relevant countries (including withholding taxes), government changes or variations of the monetary and economic policy of the relevant countries.

PART II – SUB-FUND DETAILS

The Company is designed to give Investors the flexibility to choose between investment portfolios with differing investment objectives and levels of risk.

The specific investment objectives and policies of the different Sub-Funds are the following:

1. NORTHERN STAR – GLOBETROTTER FUND

1.1. INVESTMENT OBJECTIVE

This Sub-Fund invests in equities and equity related instruments of emerging markets companies that meet Sub-Fund's long-term capital growth objectives. The Sub-Fund aims to construct an actively managed concentrated high-conviction portfolio, which is focusing on Frontier Markets. This means investments in Asia, Africa, Middle East, Latin America and Eastern Europe including Russia.

Frontier Markets are a sub-set of emerging markets, which are too small or which have market restrictions making them unsuitable for inclusion into the larger emerging market indexes but nonetheless demonstrate a relative openness to and accessibility for foreign investors and are not under extreme economic and political instability.

Residing out of the main indexes or extremely underweighted in traditional market capitalization indexes, investing into Frontier Markets are typically pursued by investors seeking high, long term returns and low correlations with other markets. Nevertheless the implication of labelled as frontier is that, over time, the market will become more liquid and exhibit similar risk and return characteristics as the larger, more liquid developed emerging markets.

1.2. INVESTMENT POLICY

To achieve these objectives, the Sub-Fund invests its assets in a diversified manner in the securities related to approximately 10-15 investment themes and secular trends.

Integral part of the investment policy is the selection of the approach for gaining equity exposure. Access to the Frontier Market equities can be constrained by the settlement and/or safekeeping practice in particular target country. Therefore, if direct investment into equities is considered to be expensive, limited by complexity of the registration of the asset or otherwise uneconomic, equity exposure may be achieved through equity related derivatives and other equity related instruments, including but not limited to swaps, convertible swaps, index and participation notes and equity linked notes. The Sub-Fund may also invest in the companies listed or domiciled outside emerging markets provided the essential business interest of those issuers are related to emerging markets.

The Sub-Fund may not invest more than 25% of its net assets in securities whose return represents "savings income" pursuant to the Savings Directive.

The Sub-Fund may use financial derivative instruments for investment purposes, hedging and/or efficient portfolio management (see Part I Clause 13).

1.3. INITIAL SUBSCRIPTION PERIOD AND INITIAL ISSUE PRICE

Initial subscription period of the Sub-Fund NORTHERN STAR – GLOBETROTTER FUND has been from 1 to 8 of February 2011 at an initial subscription price of EUR 100,- per Share. The payment date of the initial subscription price was fixed at 8 February 2011.

1.4. SUBSCRIPTIONS AFTER THE INITIAL SUBSCRIPTION PERIOD

Application applies on a bi-monthly basis where subscription application may apply on the last Valuation Day of each month as well as on the Valuation Day next after the 14th calendar day of each month and must be received by the Company no later than 1:00 p.m. Luxembourg time on the applicable Valuation Day.

The net asset value as of the applicable Valuation Day will be calculated on each Calculation Day as defined in Part II, Clause 1.10 below.

Requests for subscription received after such deadline will be deferred to the next Valuation Day.

Payment procedure

Payment of the Subscription Price must be made in cleared funds on the third Business Day following the relevant Calculation Day.

Any taxes and duties levied in connection with the subscription of shares of the Company in certain countries (if any) shall be charged to the Shareholder concerned.

1.5. REDEMPTIONS

Redemption application applies on a bi-monthly basis where redemption application may apply on the last Valuation Day of each month as well as on the Valuation Day next after the 14th calendar day of each month and must be received by the Company no later than 1:00 p.m. Luxembourg time five (5) Business Days before those applicable Valuation Day.

The net asset value as of the applicable Valuation Day will be calculated on each Calculation Day as defined in Part II, Clause 1.10 below.

Requests for redemptions received after such deadline will be deferred to the next Valuation Day.

Payment procedure

Payment of the Redemption Price must be made in cleared funds on the third Business Day from the relevant Calculation Day.

1.6. CLASSES OF SHARES AND APPLICABLE FEES

Share Class	Subscription Fee	Redemption Fee	Dividend Policy	Minimum Holding Amount	Listing on LuxSE
A-Class EUR	Max. 1%	Max. 1%	Accumulation Shares	n/a	Yes
A-Class GBP	Max. 1%	Max. 1%	Accumulation Shares	n/a	No
A-Class SEK	Max. 1%	Max. 1%	Accumulation Shares	n/a	No
I-Class EUR	N/A	Max. 1%	Accumulation Shares	EUR 2,000,000	Yes

Fees Paid by the Sub-Fund / Classes of Shares to the Management Company and/or to the Service Providers¹

Share Class	Investment Management Fee ²³	Management Company fee	Administrative fee ⁴
A-Class EUR	2.5%	0.05% of the average NAV with a minimum of EUR 25,000.- p.a. for the Sub-Fund	Max. 0,13% Min. EUR 28,500- p.a. for the whole Sub-Fund
A-Class GBP			
A-Class SEK			
I-Class EUR	1.5%		

1.7. PERFORMANCE FEE

The Investment Manager is entitled to Performance Fee.

If the Sub-Fund's NAV per Share of a given Sub-Fund appreciates during a given financial period (starting from the Sub-Fund's NAV per Share of a given Class as per the end of the preceding Financial Year) for more than Hurdle Rate, Investment Manager is entitled to receive 20 % of the excess increase of appreciation.

The performance fee will be payable if the Sub-Fund's NAV per Share at the end of the current performance fee calculation period has reached a value which is higher than the value at the same time of the last performance fee payment, with the exception of crystallized performance fees, and at the same time has surpassed the Hurdle Rate (**High Water Mark system**).

The period for which such performance fee is calculated will be based on each quarters of the Sub-Fund. The performance fee will be payable on the outstanding Shares of the Sub-Fund at the end of the relevant quarter.

For the purpose of calculating the performance fee, the Sub-Fund's NAV per Share will be calculated by the Administrative Agent on the relevant day by determining the NAV of the Sub-Fund by the method outlined in Part I, Clause 8.1, divided by the number of Shares in issue on that day.

¹ Without prejudice of the applicable Custodian fee, the Management Company specific service fees (see 2.2 of the general section), domiciliary fee, registrar and transfer agency fees, paying agency fees.

² Earned by the Management Company, unless a distinct Investment Manager is appointed.

³ Without prejudice of the Performance fee under Clause 2.7 below).

⁴ Earned by the Administrative Agent.

In case of subscription, the performance fee calculation is adjusted to avoid that this subscription impacts the amount of performance fee accruals. To perform this adjustment, the performance of the NAV per Share against the reference NAV until the subscription date is not taken into account in the performance fee calculation. This adjustment amount is equal to the product of the number of subscribed Shares by the positive difference between the subscription price and the reference NAV adjusted by the Hurdle Rate at the date of the subscription. This cumulated adjustment amount is used in the performance fee calculation until the end of the relevant period and is adjusted in case of subsequent redemptions during the period.

If any Shares are redeemed or converted into Shares of another Sub-Fund during the calculation period, the cumulative performance fee accrued during the calculation period in respect of those Shares shall be crystallized and become payable to the Investment Manager even if no accrual for performance fees is done at the date of the payment. The Payment of the crystallized performance fees will be made at the end of each quarter.

For distribution Shares, if a dividend was distributed during the relevant year, this dividend per Shares is added to the current NAV per Share in order to determine the variation to be taken in consideration.

1.8. HURDLE RATE

The Investment Manager is entitled to a Performance Fee in the amount of 20% in excess of the performance of 8% annually as Hurdle Rate.

1.9. REFERENCE CURRENCY

The Net Asset Value of this Sub-Fund is expressed in EUR.

1.10. NAV CALCULATION AND DEALINGS

The net asset value of the Company's assets in the sub-fund is calculated each Business Day (**Calculation Day**), dated as of the preceding Business Day (**Valuation Day**), based on the closing prices as of such Valuation Day.

1.11. RISK PROFILE OF THE SUB-FUND

The objective of the Sub-Fund is long-term growth of the value of its assets. The Sub-Fund's assets are invested in the equities providing exposure to inefficient Emerging Markets and Frontiers Markets, which can be more illiquid than their more developed peers.

As the Sub-Fund invests in Emerging Markets and Frontiers Markets equities, investors are exposed to stock market fluctuations, political risk, currency risk and the financial performance of the companies held in the Sub-Fund's portfolio. Special political instability and illiquidity related risks can increase overall risks to more traditional equity related investing within developed markets. Therefore, Investors may see the value of their investment fall as well as rise on a daily basis, and they may get back less than they originally invested. However, the volatility of the Sub-Fund is limited by its diversification across a large number of companies and industry groups.

1.12. RISK PROFILE OF THE TYPICAL INVESTOR

Considering the investment objectives, as stated above, the Sub-Fund may appeal to Investors looking to:

- (i) gain exposure to inefficient Emerging Markets and frontiers Markets equities;
- (ii) achieve capital growth;
- (iii) make an investment for the medium to long term.

The value of a Share can decrease or increase and the Investor may not get back the amount initially invested.

1.13. CALCULATION METHOD TO CALCULATE THE GLOBAL EXPOSURE

For the calculation of the global exposure in connection with the use of derivatives the Sub-Fund is using the commitment approach.

2. NORTHERN STAR– GLOBAL DYNAMIC OPPORTUNITIES 10+ FUND

2.1. INVESTMENT OBJECTIVE

This Sub-Fund has an absolute return target aiming to generate a positive return of 10% annualized on invested capital over the period of a business cycle (3 – 7 years) by shifting among asset classes and by selecting appropriate investments whereas the timing of the investments is a crucial factor. However, there is no guarantee that this target is reached or that there will be a positive return over any given time frame.

2.2. INVESTMENT POLICY

To achieve these objectives, the Sub-Fund invests mainly in a diversified manner in any region of the world, including emerging markets and frontier markets, without being restricted to a specific region or industry in:

- (i) equities or equity related securities;
- (ii) fixed income securities
- (iii) floating-rate instruments;
- (iv) Exchange Traded Funds (ETF);
- (v) structured products (volatility linked products and currencies or currency linked products).

The Investment Manager invests mainly with a top-down approach with a focus on the selection of the asset class and the geographical region. Therefore investment funds might be a substantial part of the portfolio. The selection of investments based on themes is an important factor in the bottom-up investment process and complements the top-down investment approach.

The Sub-Fund also intends from time to time to utilize the developments on the international natural resources and commodity markets up to 20% of the Sub-Fund's assets. Such exposure will be realized through ETF and ETC.

The Sub-Fund may hold on an ancillary basis cash and cash equivalents. In this respect, time deposits in depository institutions and money market instruments which are regularly negotiated and which have a residual maturity of twelve (12) months or less from the acquisition date shall be deemed to be cash equivalents. Furthermore, in exceptional circumstances, when market conditions so require, the Sub-Fund may temporarily be fully invested in cash equivalents in order to protect the interests of the Shareholders.

Contrary to Part I, Clause 11.7, The Sub-Fund may invest more than 10% of its net assets in units/shares of other UCITS or UCIs including money market funds. This may entail a double payment of fees (such as subscriptions and redemptions fees, management fees...). The total management fee calculated based on actual management fees costs paid on behalf of fund holdings may vary up to 3% of their respective net assets.

The Sub-Fund may use financial derivative instruments for investment purposes, hedging and/or efficient portfolio management (see Part I, Clause 13).

2.3. INITIAL SUBSCRIPTION PERIOD AND INITIAL ISSUE PRICE

Initial subscription period of the Sub-Fund NORTHERN STAR – GLOBAL DYNAMIC OPPORTUNITIES 10+ FUND has been from 28 November to 6 December 2011 at an initial subscription price of EUR 100,- per Share. The payment date of the initial subscription price was fixed at 6th of December 2011.

2.4. SUBSCRIPTIONS AFTER THE INITIAL SUBSCRIPTION PERIOD

Application applies on a weekly basis where subscription application may apply on each Wednesday of each week and must be received by the Company no later than 1 p.m. Luxembourg time on the applicable Valuation Day.

The net asset value as of the applicable Valuation Day will be calculated on each Calculation Day as defined in Part II Clause 2.10 below.

Requests for subscription received after such deadline will be deferred to the next Valuation Day.

Payment procedure

Payment of the Subscription Price must be made in cleared funds on the third Business Day following the relevant Calculation Day.

Any taxes and duties levied in connection with the subscription of shares of the Company in certain countries (if any) shall be charged to the Shareholder concerned.

2.5. REDEMPTIONS

Redemption application applies on a weekly basis where redemption application may apply on each Wednesday of each week and must be received by the Company no later than 1:00 p.m. Luxembourg time two (2) Business Days before those applicable Valuation Day.

The net asset value as of the applicable Valuation Day will be calculated on each Calculation Day as defined in Part II, Clause 2.10 below.

Requests for redemptions received after such deadline will be deferred to the next Valuation Day.

Payment procedure

Payment of the Redemption Price must be made in cleared funds on the fifth Business Day from the relevant Calculation Day.

2.6. CLASSES OF SHARES AND APPLICABLE FEES

Share Class	Subscription Fee	Redemption Fee	Dividend Policy	Minimum Holding Amount	Listing on LuxSE
A-Class EUR	Max. 1%	Max. 1%	Accumulation Shares	n/a	Yes
A-Class GBP	Max. 1%	Max. 1%	Accumulation Shares	n/a	No
A-Class SEK	Max. 1%	Max. 1%	Accumulation Shares	n/a	No
I-Class EUR	N/A	Max. 1%	Accumulation Shares	EUR 2,000,000	Yes
I-Class EUR (Dis)	N/A	Max. 1%	Distribution Shares	EUR 2,000,000	Yes
R-Class EUR	Max. 3%	Max. 1%	Accumulation Shares	n/a	Yes

Fees Paid by the Sub-Fund / Classes of Shares to the Management Company and/or to the Service Providers⁵

Share Class	Investment Management Fee ⁶⁷	Management Company fee	Administrative fee
A-Class EUR	1.5%	0.05% of the average NAV with a minimum of EUR 25,000.- p.a. for the Sub-Fund	Max. 0,10% Min. EUR 28,500- p.a. for the whole Sub-Fund ⁸
A-Class GBP			
A-Class SEK			
I-Class EUR	1%		
I-Class EUR (Dis)			
R-Class	2.5%		

2.7. PERFORMANCE FEE

The Investment Manager is entitled to Performance Fee.

If the Sub-Fund's NAV per Share of a given Sub-Fund appreciates during a given financial period (starting from the Sub-Fund's NAV per Share of a given Class as per the end of the preceding Financial Year) for more than Hurdle Rate, Investment Manager is entitled to receive 15 % of the excess increase of appreciation.

The performance fee will be payable if the Sub-Fund's NAV per Share at the end of the current performance fee calculation period has reached a value which is higher than the value at the same time of the last performance fee payment, with the exception of crystallized performance fees, and at the same time has surpassed the Hurdle Rate (**High Water Mark system**).

⁵ Without prejudice of the applicable Custodian fee, the Management Company specific service fees (see 2.2 of the general section), domiciliary fee, registrar and transfer agency fees, paying agency fees.

⁶ Earned by the Management Company, unless a distinct Investment Manager is appointed.

⁷ Without prejudice of the Performance fee under Clause 3.7 below).

⁸ Earned by the Administrative Agent.

The period for which such performance fee is calculated will be based on the Financial Year of the Sub-Fund. The performance fee will be payable on the outstanding Shares of the Sub-Fund at the end of the relevant Financial Year.

For the purpose of calculating the performance fee, the Sub-Fund's NAV per Share will be calculated by the Administrative Agent on the relevant day by determining the NAV of the Sub-Fund by the method outlined in Part I, Clause 8.1, divided by the number of Shares in issue on that day.

In case of subscription, the performance fee calculation is adjusted to avoid that this subscription impacts the amount of performance fee accruals. To perform this adjustment, the performance of the NAV per Share against the reference NAV until the subscription date is not taken into account in the performance fee calculation. This adjustment amount is equal to the product of the number of subscribed Shares by the positive difference between the subscription price and the reference NAV adjusted by the Hurdle Rate at the date of the subscription. This cumulated adjustment amount is used in the performance fee calculation until the end of the relevant period and is adjusted in case of subsequent redemptions during the period.

If any Shares are redeemed or converted into Shares of another Sub-Fund during the calculation period, the cumulative performance fee accrued during the calculation period in respect of those Shares shall be crystallized and become payable to the Investment Manager even if no accrual for performance fees is done at the date of the payment. The payment of the crystallized performance fees will be made at the end of each quarter.

For distribution Shares, if a dividend was distributed during the relevant year, this dividend per Share is added to the current NAV per Share in order to determine the variation to be taken in consideration.

2.8. HURDLE RATE

The Investment Manager is entitled to a Performance Fee in the amount of 15% in excess of the performance of 8% annually, as Hurdle Rate.

2.9. REFERENCE CURRENCY

The Net Asset Value of this Sub-Fund is expressed in EUR.

2.10. NAV CALCULATION AND DEALINGS

The Net Asset Value of the Company's assets in the Sub-Fund is calculated each Business Day (**Calculation Day**), dated as of the preceding Business Day (**Valuation Day**), based on the closing prices as of such Valuation Day.

2.11. SPECIFIC RISK WARNING

Prospective Investors should consider, amongst others, the following factor before subscribing for Shares:

Investment in Underlying Funds: Investment in collective investment schemes may embed a

duplication of the fees and expenses charged to the Company, i.e. setting-up, filing and domiciliation costs, subscription, redemption or conversion fees, management fees, custodian bank fees and other service providers' fees. The accumulation of these costs may entail higher costs and expenses than would have been charged to the Company if the latter had invested directly. The Company will however seek to avoid any irrational multiplication of costs and expenses to be borne by investors.

2.12. RISK PROFILE OF THE SUB-FUND

The objective of the Sub-Fund is to provide positive absolute returns in different environments over a business cycle. The Sub-Fund's assets are invested in equities (including emerging market and frontier market equities), commodity related investments, currencies, bonds and similar investments which means that Investors are exposed to stock market fluctuations, political risk, currency risk and the financial performance of the companies held in the Sub-Fund's portfolio. Special political instability and illiquidity related risks, which might mainly occur in emerging and frontier markets, can increase overall risks compared to more traditional equity related investing within developed markets. In addition the investor is exposed to fluctuations in commodity markets, currency markets, bond markets and the financial markets in general. Therefore, Investors may see the value of their investment fall as well as rise on a daily basis, and they may get back less than they originally invested. However, the volatility of the Sub-Fund is limited by its diversification across a large number of companies, industry groups and different asset classes.

2.13. RISK PROFILE OF THE TYPICAL INVESTOR

Considering the investment objectives, as stated above, the Sub-Fund may appeal to investors looking to:

- (i) achieve positive returns in different environments over a business cycle;
- (ii) achieve capital growth;
- (iii) make an investment for the medium to long term.

The value of a Share can decrease or increase and the investor may not get back the amount initially invested. The past performance of a Sub-fund is no indication for the future performance.

2.14. CALCULATION METHOD TO CALCULATE THE GLOBAL EXPOSURE

For the calculation of the global exposure in connection with the use of derivatives the Sub-Fund is using the commitment approach.

3. NORTHERN STAR – ENHANCED FIXED INCOME 5+ FUND

3.1. INVESTMENT OBJECTIVE

This Sub-Fund has an absolute return target aiming to generate a positive return of 5% annualized on invested capital over the period of a business cycle (3 – 7 years) by shifting among asset classes and by selecting appropriate investments whereas the timing of the investments is a crucial factor. However, there is no guarantee that this target is reached or that there will be a positive return over any given time frame.

3.2. INVESTMENT POLICY

To achieve these objectives, the Sub-Fund invests mainly in a diversified manner in any region of the world, including emerging markets and frontier markets, without being restricted to a specific region or industry in:

- (i) equities or equity related securities;
- (ii) fixed income securities
- (iii) floating-rate instruments;
- (iv) exchange Traded Funds (**ETF**);
- (v) structured Products (volatility linked products and currencies or currency linked products).

The exposure to fixed income securities or fixed income securities related products shall represent at least 60% of the Net Asset Value of the Sub-Fund. The exposure to equities or equity related products shall not be more than 30% of the Net Asset Value of the Sub-Fund.

The Investment Manager invests mainly with a top-down approach with a focus on the selection of the asset class and the geographical region. Therefore investment funds might be a substantial part of the portfolio. The selection of investments based on themes is an important factor in the bottom-up investment process and complements the top-down investment approach.

The Sub-Fund also intends from time to time to utilize the developments on the international natural resources and commodity markets up to 20% of the Sub-Fund's assets. Such exposure will be realized through ETF and Exchange trade commodity (**ETC**).

The Sub-Fund may hold on an ancillary basis cash and cash equivalents. In this respect, time deposits in depository institutions and money market instruments which are regularly negotiated and which have a residual maturity of twelve (12) months or less from the acquisition date shall be deemed to be cash equivalents. Furthermore, in exceptional circumstances, when market conditions so require, the Sub-Fund may temporarily be fully invested in cash equivalents in order to protect the interests of the Shareholders.

Contrary to Part I, Clause 11.7, the Sub-Fund may invest more than 10% of its net assets in units/shares of other UCITS or UCIs including money market funds. This may entail a double payment of fees (such as subscriptions and redemptions fees, management fees...). The total management fee calculated based on actual management fees costs paid on behalf of fund holdings may vary up to 3% of their respective net assets.

The Sub-Fund may use financial derivative instruments for investment purposes, hedging and/or efficient portfolio management (see Part I Clause 0).

3.3. INITIAL SUBSCRIPTION PERIOD AND INITIAL ISSUE PRICE

Initial subscription period of the Sub-Fund NORTHERN STAR – ENHANCED FIXED INCOME 5+ FUND has been from 28 November to 6 December 2011 at an initial subscription price of EUR 100,- per Share. The payment date of the initial subscription price was fixed at 6 December 2011.

3.4. SUBSCRIPTIONS AFTER THE INITIAL SUBSCRIPTION PERIOD

Application applies on a weekly basis where subscription application may apply on each Wednesday of each week and must be received by the Company no later than 1:00 p.m. Luxembourg time on the applicable Valuation Day.

The net asset value as of the applicable Valuation Day will be calculated on each Calculation Day as defined in Part II, Clause 3.10 below.

Requests for subscription received after such deadline will be deferred to the next Valuation Day.

Payment procedure

Payment of the Subscription Price must be made in cleared funds on the third Business Day following the relevant Calculation Day.

Any taxes and duties levied in connection with the subscription of shares of the Company in certain countries (if any) shall be charged to the Shareholder concerned.

3.5. REDEMPTIONS

Redemption application applies on a weekly basis where redemption application may apply on each Wednesday of each week and must be received by the Company no later than 1:00p.m. Luxembourg time two (2) Business Days before those applicable Valuation Day.

The net asset value as of the applicable Valuation Day will be calculated on each Calculation Day as defined in Part II, Clause 3.10 below.

Requests for redemptions received after such deadline will be deferred to the next Valuation Day.

Payment procedure

Payment of the Redemption Price must be made in cleared funds on the fifth Business Day from the relevant Calculation Day.

3.6. CLASSES OF SHARES AND APPLICABLE FEES

Share Class	Subscription Fee	Redemption Fee	Dividend Policy	Minimum Holding Amount	Listing on LuxSE
A-Class EUR	Max. 1%	Max. 1%	Accumulation Shares	n/a	Yes
A-Class GBP	Max. 1%	Max. 1%	Accumulation Shares	n/a	No
A-Class SEK	Max. 1%	Max. 1%	Accumulation Shares	n/a	No
I-Class EUR	N/A	Max. 1%	Accumulation Shares	EUR 2,000,000	Yes
I-Class EUR (Dis)	N/A	Max. 1%	Distribution Shares	EUR 2,000,000	No

Fees Paid by the Sub-Fund / Classes of Shares to the Management Company and/or the Service Providers⁹

Share Class	Investment Management Fee ¹⁰¹¹	Management Company fee	Administrative fee ¹²
A-Class EUR	1.25%	0.05% of the average NAV with a minimum of EUR 25,000.- p.a. for the Sub-Fund	Max. 0,10% Min. EUR 28,500- p.a. for the whole Sub-Fund
A-Class GBP			
A-Class SEK			
I-Class EUR	0.75%		
I-Class EUR (Dis)			

3.7. PERFORMANCE FEE

The Investment Manager is entitled to Performance Fee.

If the Sub-Fund's NAV per Share of a given Sub-Fund appreciates during a given financial period (starting from the Sub-Fund's NAV per Share of a given Class as per the end of the preceding Financial Year) for more than Hurdle Rate, Investment Manager is entitled to receive 15 % of the excess increase of appreciation.

The performance fee will be payable if the Sub-Fund's NAV per Share at the end of the current performance fee calculation period has reached a value which is higher than the value at the same time of the last performance fee payment, with the exception of crystallized performance fees, and at the same time has surpassed the Hurdle Rate (**High Water Mark system**).

⁹ Without prejudice of the applicable Custodian fee, the Management Company specific service fees (see 2.2 of the general section), domiciliary fee, registrar and transfer agency fees, paying agency fees.

¹⁰ Earned by the Management Company, unless a distinct Investment Manager is appointed.

¹¹ Without prejudice of the Performance fee under Clause 4.7 below).

¹² Earned by the Administrative Agent.

The period for which such performance fee is calculated will be based on the Financial Year of the Sub-Fund. The performance fee will be payable on the outstanding Shares of the Sub-Fund at the end of the relevant Financial Year.

For the purpose of calculating the performance fee, the Sub-Fund's NAV per Share will be calculated by the Administrative Agent on the relevant day by determining the NAV of the Sub-Fund by the method outlined in Part I, Clause 8.1, divided by the number of Shares in issue on that day.

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For distribution Shares, if a dividend was distributed during the relevant year, this dividend per Shares is added to the current NAV per Share in order to determine the variation to be taken in consideration.

3.8. HURDLE RATE

The Investment Manager is entitled to a Performance Fee in the amount of 15% in excess of the performance of 4% annually, as Hurdle Rate.

3.9. REFERENCE CURRENCY

The Net Asset Value of this Sub-Fund is expressed in EUR.

3.10. NAV CALCULATION AND DEALINGS

The Net Asset Value of the Company's assets in the Sub-Fund is calculated each Business Day (**Calculation Day**), dated as of the preceding Business Day (**Valuation Day**), based on the closing prices as of such Valuation Day.

3.11. SPECIFIC RISK WARNING

Prospective investors should consider, amongst others, the following factor before subscribing for Shares of the Sub-Fund:

Investment in Underlying Funds: Investment in collective investment schemes may embed a

duplication of the fees and expenses charged to the Sub-Fund, i.e. setting-up, filing and domiciliation costs, subscription, redemption or conversion fees, management fees, custodian bank fees and other service providers' fees. The accumulation of these costs may entail higher costs and expenses than would have been charged to the Company if the latter had invested directly. The Company will however seek to avoid any irrational multiplication of costs and expenses to be borne by investors.

3.12. RISK PROFILE OF THE SUB-FUND

The objective of the Sub-Fund is to provide positive absolute returns in different environments over a business cycle. The Sub-Fund's assets are invested in equities (including emerging market and frontier market equities), commodity related investments, currencies, bonds and similar investments which means that Investors are exposed to stock market fluctuations, political risk, currency risk and the financial performance of the companies held in the Sub-Fund's portfolio. Special political instability and illiquidity related risks, which might mainly occur in emerging and frontier markets, can increase overall risks compared to more traditional equity related investing within developed markets. In addition the investor is exposed to fluctuations in commodity markets, currency markets, bond markets and the financial markets in general. Therefore, Investors may see the value of their investment fall as well as rise on a daily basis, and they may get back less than they originally invested. However, the volatility of the Sub-Fund is limited by its diversification across a large number of companies, industry groups and different asset classes.

3.13. RISK PROFILE OF THE TYPICAL INVESTOR

Considering the investment objectives, as stated above, the Sub-Fund may appeal to investors looking to:

- (i) achieve positive returns in different environments over a business cycle;
- (ii) achieve capital growth;
- (iii) make an investment for the medium to long term.

The value of a Share can decrease or increase and the investor may not get back the amount initially invested. The past performance of a Sub-fund is no indication for the future performance.

3.14. CALCULATION METHOD TO CALCULATE THE GLOBAL EXPOSURE

For the calculation of the global exposure in connection with the use of derivatives the Sub-Fund is using the commitment approach.