

# **GAM MULTISTOCK**

**A SICAV UNDER LUXEMBOURG LAW**

## **PROSPECTUS**

**7 FEBRUARY 2020**

Subscriptions are validly made only on the basis of this prospectus or the Key Investor Information Document in conjunction with the most recent annual report and the most recent semi-annual report where this is published after the annual report.

No information other than that contained in this prospectus or the Key Investor Information Document may be given.



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## 1. INTRODUCTION

GAM Multistock (the “Company”, “GAM Multistock”) is established as a “société d’investissement à capital variable” (SICAV) in accordance with the current version of the law of the Grand Duchy of Luxembourg dated August 10, 1915 (“the 1915 Law”), and authorised as an undertaking for collective investments in transferable securities (UCITS) under Part I of the law dated December 17, 2010 (“the 2010 Law”).

The Company has an “umbrella structure”, which allows subfunds (“Subfunds”) to be established which correspond to different investment portfolios and which can be issued in different categories of shares.

The Board of Directors of the Company is authorised to issue shares (“Shares”) without par value in various investment portfolios (“Subfunds”) relating to the Subfunds described in the section “Investment objectives and policy”, and, as noted in the section “Description of Shares”, share categories (“Share Category”) with different characteristics may be issued for each Subfund.

The price of the Shares is denominated in the same accounting currency of the Subfund or, as applicable, the currency of the Share Category in question. As described in the section “Issue of Shares / Application procedure”, a selling fee of up to 5% may be charged in addition to the Issue Price.

### Overview of Subfunds: Denomination / Accounting Currency / Initial Subscription Period

DENOMINATION OF SUBFUND: GAM MULTISTOCK -	ACCOUNTING CURRENCY	INITIAL SUBSCRIPTION PERIOD
<b>ABSOLUTE RETURN EUROPE EQUITY</b>	EUR	23 – 30 September 2010
<b>ASIA FOCUS EQUITY</b> (until 29.11.2013: CHINDONESIA FUND)	USD	23 – 30 September 2010
<b>CHINA EVOLUTION EQUITY</b>	USD	29 November 2013 – 02 December 2013
<b>EMERGING MARKETS EQUITY</b> (until 29.06.2017: EMERGING EQUITY FUND)	USD	25 February 2015
<b>HEALTH INNOVATION EQUITY</b> (until 29.11.2013: BIOTECH FUND)	USD	21 – 31 January 2008
<b>JAPAN EQUITY</b>	JPY	17 – 25 May 1993
<b>LUXURY BRANDS EQUITY</b>	EUR	21 – 31 January 2008
<b>SWISS SMALL &amp; MID CAP EQUITY</b> (until 30.01.2006: SPECIAL SWISS STOCK FUND)	CHF	6 – 15 April 1992
<b>SWISS EQUITY</b>	CHF	2 – 31 May 1990

The Company may issue Shares in new, additional Subfunds at any time. In this case, this prospectus will be supplemented accordingly.

The Company currently issues Share Categories with different fee structures (see sections “Issue and sale of Shares / Application procedure” and “Fees and costs”).

Investors may purchase shares either directly from the Company or via an intermediary, acting in its own name but for the investor’s account. In the latter case an investor may not necessarily assert all his/her investor’s rights directly against the Company. For details reference is made to the chapter “Issue of Shares / Application procedure”, under “Nominee Service”.

Shares may be redeemed at a price described in the section “Redemption of Shares”.

Shares may be switched using the formula described in the section “Switching of Shares”.

The individual Share Categories of the Company may be quoted on the Luxembourg Stock Exchange.

In addition to the prospectus, a key investor information document is produced for each Share Category and is handed to each purchaser before he/she subscribes to Shares ("Key Investor Information Document"). By subscribing to the Shares, each purchaser declares that he/she has received the Key Investor Information Document prior to effecting the subscription.

**Subscriptions are only accepted on the basis of the valid prospectus or the valid Key Investor Information Document in conjunction with (i) the most recent annual report of the Company or (ii) the most recent semi-annual report where this is published after the annual report.**

Under the 2010 Law, the Company is authorised to produce one or more special prospectuses for the distribution of Shares in one or more Subfunds or for one specific distribution country.

This prospectus, the Key Investor Information Document and any special prospectuses do not constitute an offer or advertisement in those jurisdictions where such an offer or advertisement is prohibited, or in which persons making such offer or advertisement are not authorised to do so, or in which the law is infringed if persons receive such offer or advertisement.

The information in this prospectus is in accordance with the current law and rules and regulations of the Grand Duchy of Luxembourg, and is thus subject to alterations.

In this prospectus, figures in "AUD" refer to the currency of Australia; "Swiss Francs" or "CHF" to the currency of Switzerland; "DKK" to the currency of Denmark; "US Dollars", "Dollars" or "USD" to the currency of the United States of America; "Euro" or "EUR" to the currency of the European Economic and Monetary Union; "£ Sterling" or "GBP" to the currency of Great Britain; "Japanese Yen" or "JPY" to the currency of Japan; "NOK" to the currency of Norway; "SEK" to the currency of Sweden and "SGD" or "Singapore Dollar" to the currency of Singapore.

**Potential purchasers of Shares are responsible for informing themselves on the relevant foreign exchange regulations and on the legal and tax regulations applicable to them.**

Because Shares in the Company are not registered in the USA in accordance with the United States Securities Act of 1933, they may be neither offered nor sold in the USA including the dependent territories, unless such offer or such sale is permitted by way of an exemption from registration in accordance with United States Securities Act of 1933.

In general, the shares in the Company may neither be offered nor sold nor transferred to any US American defined benefit pension plan. Exceptions hereto are possible, provided the Board of Directors of the Company has issued a corresponding special authorization for it. In this sense, a "defined benefit pension plan" means any (i) "defined benefit pension plan for employees", within the meaning of Section 3(3) of the US Employee Retirement Income Security Act of 1974, as amended ("ERISA") that is subject to the provisions of Part 4 of Title I of ERISA, (ii) individual retirement account, Keogh Plan or other plan described in Section 4975(e)(1) of the US Internal Revenue Code of 1986, as amended, (iii) entity whose underlying assets include "plan assets" by reason of 25% or more of any class of equity interest in the entity being held by plans described in (i) and (ii) above, or (iv) other entity (such as segregated or common accounts of an insurance company, a corporate group or a common trust) whose underlying assets include "plan assets" by reason of an investment in the entity by plans described in (i) and (ii) above. Should investors participating in a defined benefit pension plan hold more than 25% of a share category, the company's assets shall be considered, in accordance with ERISA, "plan assets", which could have an adverse effect on the Company and its shareholders. In this case, the Company may, if appropriate, require the compulsory redemption of the shares affected.

The Shares of the Subfund ASIA FOCUS EQUITY may not be offered, sold or delivered, directly or indirectly, either in India, or to or for the account of "Indian Residents" or to non-resident Indians (NRIs).

"Indian Residents" within the meaning of this provision refers to persons domiciled in India; partnerships or corporations under Indian law; trusts in which a trustee is domiciled in India; India-domiciled agencies or branches of foreign entities; non-discretionary or similar accounts held in favour of or for the account of a person domiciled in India, and discretionary or similar accounts held by a broker under Indian law or who is domiciled in India.

NRI within the meaning of this provision refers to Indian nationals who do not live on Indian Territory.

Further information can be obtained at [www.funds.gam.com](http://www.funds.gam.com).

## 2. ORGANISATION AND MANAGEMENT

The Company's registered office is at 25, Grand-Rue, L-1661 Luxembourg.

### BOARD OF DIRECTORS OF THE COMPANY

#### CHAIRMAN

Martin Jufer                      Member of the Group Management Board, GAM Group

#### MEMBERS

Me Freddy Brausch            Independent Director, Partner of Linklaters LLP, Luxembourg

Jean-Michel Loehr            Independent Director, Luxembourg

Florian Heeren                General Counsel Continental Europe,  
GAM Investment Management (Switzerland) Ltd., Zürich

Kaspar Böhni                  Head of Global Products & Fund Development,  
GAM Investment Management (Switzerland) Ltd., Zurich

### MANAGEMENT COMPANY

GAM (Luxembourg) S.A., 25, Grand-Rue, L-1661 Luxembourg

### BOARD OF DIRECTORS OF THE MANAGEMENT COMPANY

#### CHAIRMAN

Martin Jufer                      Member of the Group Management Board, GAM Group

#### MEMBERS

Elmar Zumbühl                Member of the Group Management Board, GAM Group

Yvon Lauret                    Independent Director, Luxembourg

Dirk Kubisch                  COO Sales and Distribution,  
GAM Investment Management (Switzerland) Ltd., Zurich

### MANAGING DIRECTORS OF THE MANAGEMENT COMPANY

Stefano Canossa              Managing Director, GAM (Luxembourg) S.A., Luxembourg

Johannes Höring              Managing Director, GAM (Luxembourg) S.A., Luxembourg

Steve Kieffer                  Managing Director, GAM (Luxembourg) S.A., Luxembourg

### INVESTMENT MANAGERS AND INVESTMENT ADVISERS

The Company and the Management Company have appointed various investment managers or investment advisers and may make further appointments.

#### CUSTODIAN,

#### CENTRAL ADMINISTRATION AND PRINCIPAL PAYING AGENT

#### REGISTRAR AND TRANSFER AGENT

State Street Bank International GmbH, Luxembourg Branch, 49, Avenue J.F. Kennedy, L-1855 Luxembourg



**DISTRIBUTORS**

The Company, respectively the Management Company, has appointed Distributors and may appoint additional Distributors to sell Shares in various legal jurisdictions.

**AUDITOR OF ANNUAL REPORT**

PricewaterhouseCoopers Société coopérative, 2 rue Gerhard Mercator, L-2182 Luxembourg has been appointed auditor of the Company.

**LEGAL ADVISER**

Linklaters LLP, 35, Avenue John F. Kennedy, L-1855 Luxembourg has been appointed legal adviser of the Company in Luxembourg.

**SUPERVISORY AUTHORITY IN LUXEMBOURG**

Commission de Surveillance du Secteur Financier ("CSSF"), 283, route d'Arlon, L-1150 Luxembourg.

Further information and documents on the Company and the individual Subfunds may also be consulted on the website [www.funds.gam.com](http://www.funds.gam.com), on which investors can also find a form for submitting complaints.

### 3. INVESTMENT OBJECTIVES AND POLICY

The investment objective of the Company is to achieve an appropriate return applying the principle of risk diversification, guaranteed through the active management, aimed at long term increases in value, of fund assets predominantly composed of equities (in accordance with the investment policy and investment restrictions). The securities selected are those which are traded on an official securities exchange in recognised countries or on other regulated markets in recognised countries. In this context, a “recognised country” is a member state of the Organisation for Economic Cooperation and Development (“OECD”), and all other countries in Europe, North and South America, Africa, Asia and the Pacific Rim (hereafter “**recognised country**”). A regulated market is a market which is recognised and open to the public, and whose operation is properly regulated (hereafter “**regulated market**”).

In addition to securities and the other assets permitted as described in the section “Investment limits“, it is also possible to hold liquid assets, these being in principle of an ancillary nature.

In order to pursue the investment objectives, the Subfunds may, in the context of the guidelines and limits established on the basis of Luxembourg law, use the investment techniques and financial instruments described below in the section “**Special investment techniques and financial instruments**”.

**Although the Company makes every effort to achieve the investment objectives of the individual Subfunds, no guarantee can be given of the extent to which the investment objectives will be achieved. As a result, the net asset values of the Shares may become greater or smaller, and different levels of positive as well as negative income may be earned. Consequently, a Shareholder runs the risk that he/she may not recover the amount originally invested. Depending on the orientation of the individual Subfunds this risk may differ from Subfund to Subfund. It is also noted that there are increased risks in relation to the settlement of the Company’s securities transactions, in particular with regard to securities that are kept in regions or countries that do not yet have an established securities market, and above all the risk that the securities may be delivered late or not at all. Currency risks may also arise for shareholders, whose reference currency differs from the investment currency of a Subfund. The following description of the Subfunds shall not be construed as a recommendation to acquire Shares in a particular Subfund. Rather, each shareholder should consult his/her financial adviser regarding the acquisition of Shares in the Company and the selection among the Subfunds and their Share Categories.**

**The performance of the individual Subfunds is set out in the Key Investor Information Document.**

The Board of Directors of the Company (“Board of Directors”) has determined the following investment objectives and investment policy for the individual Subfunds:

#### **GAM Multistock – ABSOLUTE RETURN EUROPE EQUITY**

The investment objective of the Company in relation to GAM Multistock – ABSOLUTE RETURN EUROPE EQUITY (“ABSOLUTE RETURN EUROPE EQUITY”) is to achieve a positive long-term return in both rising and falling financial markets.

To this end, ABSOLUTE RETURN EUROPE EQUITY invests in equities or equity-related securities, as well as in convertible bonds of companies having their registered office or the major part of their business activities in recognised countries of Europe, and in European share indices, as well as in convertible bonds. The exposure to such equities or to equity-related securities or share indices shall amount to at least two thirds of the assets of ABSOLUTE RETURN EUROPE EQUITY.

In order to pursue a generally proposed non directional strategy, the ABSOLUTE RETURN EUROPE EQUITY will take long positions in equities, equity-related securities and share indices that appear attractive, and short positions in equities, equity-related securities and share indices that appear unattractive. In addition, the Subfund will also make use of derivative financial instruments.

The ABSOLUTE RETURN EUROPE EQUITY will hold long positions of up to 150% of its net assets by means of derivative financial instruments as well as securities, and short positions of up to 150% of its net assets by means of derivative financial instruments.

In order to implement its absolute return strategies, ABSOLUTE RETURN EUROPE EQUITY intends to make full use of the possibility of investing in derivative financial instruments or of using special investment techniques as set out in the section “Special investment techniques and financial instruments“, while complying with the restrictions laid down in said section. The derivative financial instruments traded on or off a securities exchange and used by ABSOLUTE RETURN EUROPE EQUITY may comprise contracts for difference (CFDs), swap contracts, futures, options, forward contracts on financial instruments and options on such contracts, inter alia.

Excess cash will be invested in liquid investments such as fixed-income or floating-rate securities, debt instruments and rights (including zero-coupon bonds) from issuers with a good credit rating, money-market paper, cash and cash-equivalent instruments. For this purpose, cash, cash-equivalent instruments and other liquid investments can amount up to 75% of the assets of ABSOLUTE RETURN EUROPE EQUITY.

Up to a maximum of one third of the assets of ABSOLUTE RETURN EUROPE EQUITY may be invested in other assets permissible under Article 41 paragraph 1 of the 2010 Law and under the relevant ordinances and supervisory circulars issued, including derivative financial instruments.

Furthermore derivative financial instruments and special investment techniques can also be used for efficient portfolio management and hedging purposes.

ABSOLUTE RETURN EUROPE EQUITY is denominated in Euro. The investments of ABSOLUTE RETURN EUROPE EQUITY may be denominated in Euro or other currencies. Foreign currency risks may be fully or partially hedged. A depreciation caused by exchange-rate fluctuations cannot be ruled out.

The aggregate risk of the ABSOLUTE RETURN EUROPE EQUITY is monitored using the absolute Value-at-Risk (VaR) method. As part of risk management, a maximum monthly (20-day) VaR limit of 10% is set, with a 99% confidence interval.

In order to achieve its investment objectives, ABSOLUTE RETURN EUROPE EQUITY uses also derivative and other special investment techniques and financial instruments in addition to direct investments to build up and maintain exposure to the European equity markets. The risk characteristics of derivatives and other investment techniques and instruments should therefore also be taken into account, in addition to the risk characteristics of securities. In general, they are exposed to the risks of their underlying markets or basic instruments and often involve higher risks than direct investments in securities. Potential risks of such instruments may, for example, result from the complexity, non-linearity, high volatility, low liquidity, restricted ability to be valued, risk of a loss of earnings or even a total loss of the invested capital, or from the counterparty risk.

**There is a possibility that the strategies used by ABSOLUTE RETURN EUROPE EQUITY may not achieve the intended investment objective. In particular, there is no guarantee that the use of appropriate long and short positions will successfully limit the risks of ABSOLUTE RETURN EUROPE EQUITY, for example in the event of stock market fluctuations, capitalisation, takeovers, mergers and restructuring operations of companies as well as changes of sector and other risk factors.**

#### **GAM Multistock –ASIA FOCUS EQUITY**

The Company’s investment objective for the GAM Multistock – ASIA FOCUS EQUITY (“ASIA FOCUS EQUITY”) is to achieve long-term capital growth by investing at least two thirds of the assets in a portfolio of carefully selected stocks, other equities and equity rights of companies having their domicile or the predominant part of their economic activity in the recognised countries of Asia (excluding Japan).

Moreover, the Company may invest up to a maximum of one third of the assets of ASIA FOCUS EQUITY in other assets such as carefully selected stocks, other equities and equity rights of companies having their domicile or the predominant part of their economic activity in recognised countries, or in fixed- or floating-rate securities as well as in convertible and warrant bonds (up to a maximum of 25% of the assets) of issuers from recognised countries. Up to a maximum of 15% of the assets of the ASIA FOCUS EQUITY may be invested in warrants on shares or other equities and equity rights. Purchases of warrants involve increased risks due to the higher volatility of such investments.

In addition, liquid assets may be held which under certain circumstances, and by derogation from the aforementioned 2/3 rule, may account for up to 49% of the assets of the ASIA FOCUS EQUITY.

Direct investments in China are made in what are referred to as “China-A”, “China-B”, “China H” shares or shares of Chinese companies that are quoted on another foreign exchange outside the People’s Republic of China (PRC). “China A” and “China B” shares are securities quoted on the stock exchanges of Shanghai and/or Shenzhen. “China A” shares are denominated in Renminbi and can be bought through the Shanghai Hong Kong Stock Connect Programme or the Shenzhen Hong Kong Stock Connect Programme. Investments in “China A” shares comply with the conditions imposed by article 41 paragraph 1 of the 2010 Law. “China B” shares are quoted on the stock exchanges of Shanghai or Shenzhen and represent equity of companies traded in foreign currency. The face value of “China B” shares is determined in Renminbi. In Shanghai, “China B” shares are traded in US dollars and in Shenzhen, in Hong Kong dollars. “China H” shares are shares of companies which have their registered office in the PRC, are listed on the Hong Kong Stock Exchange and are denominated in Hong Kong dollars.

Investments in China may also be made indirectly by purchasing share-based products, in particular ADRs (American depositary receipts) and GDRs (global depositary receipts), which comply with the provisions of article 41 of the 2010 Law and which do not invest in derivatives, or Exchange Traded Funds (ETFs) and other investment funds.

Indirect investments in India may also be made through purchases of so-called share-based products, in particular ADRs (American depositary receipts) and GDRs (global depositary receipts), Participatory Notes (P-Notes), Exchange Traded Funds (ETF) and other investment funds and derivatives on equities or equity indices, which qualify as eligible assets in accordance with Article 44 of the Law of 2010. P-Notes are instruments issued by financial institutions that provide exposure to the underlying securities. These are eligible for investment by the Subfund, provided that they meet all legal and contractual criteria. Depending on the type of investment, the P-Notes are classified as a certificate or warrant / options.

The ASIA FOCUS EQUITY is denominated in US dollars. The investments of the ASIA FOCUS EQUITY may be denominated in US dollars or other currencies. Currency risks may be entirely or partially hedged. Losses due to currency variations cannot be ruled out.

**Potential investors are advised that investments in the ASIA FOCUS EQUITY are associated with increased risk. Stock markets and economies of Asian countries that are in the process of developing into modern industrialised countries (such as China, India, Indonesia, Taiwan, Malaysia, Thailand, or Korea) are generally volatile and entail a greater degree of risk. In particular, the investments are subject to the following risks:**

- a) trading volumes in relation to the securities may be low or non-existent on the securities market involved, which can lead to liquidity problems and considerable price fluctuations;
- b) uncertainties surrounding political, economic and social circumstances, with the associated dangers of expropriation or seizure, of unusually high inflation rates, prohibitive tax measures and other negative developments;
- c) potentially considerable fluctuations in the foreign exchange rate, different legal frameworks, existing or potential foreign exchange export restrictions, customs or other restrictions, and any laws and other restrictions applicable to investments;
- d) political or other circumstances which restrict the investment opportunities of the Subfund, for example restrictions with regard to issuers or industries deemed sensitive to relevant national interests;
- e) the absence of sufficiently developed legal structures governing private or foreign investments and potentially inadequate safeguards with respect to private ownership, and
- f) the purchase and the sale of equity interests in certain investments can be subject to considerable delays, and in certain circumstances the transactions may be performed at unfavourable prices because the clearing, settlement and government systems are not as well developed as in more developed markets.
- g) under exceptional circumstances, because of limited investment opportunities, the Subfund may suffer losses or may not be in a position to fully achieve its investment objectives or follow its

**investment strategy, due to investment restrictions in China, illiquidity of the Chinese market for A-shares or due to a delay or interruption in the execution or settlement of transactions.**

**Foreign exchange export restrictions and other related regulations in these countries may also lead to the delayed repatriation of all or some of the investments or may prevent them being repatriated in full or in part, with the result that there may be a delay in the payment of the redemption price.**

**Furthermore, investors should be aware of the increased risk associated with investments in “China A” shares, which is described in the section 6.13, “Risks associated with investments in the People’s Republic of China”.**

#### **GAM Multistock – CHINA EVOLUTION EQUITY**

The Company’s investment objective in relation to GAM Multistock – CHINA EVOLUTION EQUITY (“CHINA EVOLUTION EQUITY”) is to achieve long-term capital growth by investing at least two thirds of the fund’s assets in a portfolio of carefully selected shares of companies with their registered office or the major part of their business activities in China.

Moreover, the Company may invest up to a maximum of one third of the assets of CHINA EVOLUTION EQUITY in other assets such as carefully selected stocks, other equities and equity rights of companies having their domicile or the predominant part of their economic activity in recognised countries, or in fixed- or floating-rate securities as well as in convertible and warrant bonds (up to a maximum of 25% of the assets) of issuers from recognised countries. Up to a maximum of 15% of the assets of the CHINA EVOLUTION EQUITY may be invested in warrants on shares or other equities and equity rights. Purchases of warrants involve increased risks due to the higher volatility of such investments.

In addition, liquid instruments may be held and may, under certain circumstances, account for up to 49% of the assets of the CHINA EVOLUTION EQUITY, by derogation from the two-thirds rule mentioned above.

Direct investments in China are made in what are referred to as “China-A”, “China-B”, “China H” shares or shares of Chinese companies that are quoted on another foreign exchange outside the People’s Republic of China (PRC). “China A” and “China B” shares are securities quoted on the stock exchanges of Shanghai and/or Shenzhen. “China A” shares are denominated in Renminbi and can be bought through the Shanghai Hong Kong Stock Connect Programme or the Shenzhen Hong Kong Stock Connect Programme. Investments in “China A” shares comply with the conditions imposed by article 41 paragraph 1 of the 2010 Law. “China B” shares are quoted on the stock exchanges of Shanghai or Shenzhen and represent equity of companies traded in foreign currency. The face value of “China B” shares is determined in Renminbi. In Shanghai, “China B” shares are traded in US dollars and in Shenzhen, in Hong Kong dollars. “China H” shares are shares of companies which have their registered office in the PRC, are listed on the Hong Kong Stock Exchange and are denominated in Hong Kong dollars.

Investments in China may also be made indirectly by purchasing share-based products, in particular ADRs (American depositary receipts), GDRs (global depositary receipts), which comply with the provisions of article 41 of the 2010 Law and which do not invest in derivatives, or Exchange Traded Funds (ETFs) and other investment funds.

CHINA EVOLUTION EQUITY is denominated in US dollars. The investments of the CHINA EVOLUTION EQUITY may be denominated in US Dollars or other currencies. Foreign currency risks may be fully or partially hedged. A depreciation caused by exchange–rate fluctuations cannot be ruled out.

**The attention of potential investors is drawn to the fact that investments in the CHINA EVOLUTION EQUITY are associated with increased risk. Stock markets and economies in so-called emerging market countries or frontier market countries are generally volatile and may bear a higher risk. In particular, the investments are subject to the following risks:**

- a) the volumes of the securities traded may be low or non-existent on the securities market concerned, which may lead to liquidity shortages and relatively large price fluctuations;**

- b) **uncertainties surrounding political, economic and social conditions and the associated dangers of expropriation or seizure, the risk of unusually high inflation rates, prohibitive fiscal measures and other negative developments;**
- c) **potentially considerable fluctuations in the foreign-exchange rate, different legal frameworks, existing or potential foreign-exchange transfer restrictions, customs or other restrictions and any laws or other restrictions applicable to investments;**
- d) **political or other circumstances which restrict the investment opportunities of the Subfund, such as for example restrictions with regard to issuers or industries deemed sensitive to relevant national interests, and**
- e) **the absence of sufficiently developed legal structures governing private or foreign investments and potentially inadequate safeguards with respect to private ownership.**
- f) **the purchase and the sale of equity interests in certain investments can be subject to considerable delays, and in certain circumstances the transactions may be performed at unfavourable prices because the clearing, settlement and government systems are not as well developed as in more developed markets.**
- g) **under exceptional circumstances, because of limited investment opportunities, the Subfund may suffer losses or may not be in a position to fully achieve its investment objectives or follow its investment strategy, due to investment restrictions in China, illiquidity of the Chinese market for A-shares or due to a delay or interruption in the execution or settlement of transactions.**

**Foreign exchange export restrictions and other related regulations in these countries may also lead to the delayed repatriation of all or some of the investments or may prevent them being repatriated in full or in part, with the result that there may be a delay in the payment of the redemption price.**

**Furthermore, investors should be aware of the increased risk associated with investments in “China A” shares, which is described in the section 6.13, “Risks associated with investments in the People’s Republic of China”.**

#### **GAM Multistock – EMERGING MARKETS EQUITY**

The investment objective of the Company in relation to GAM Multistock – EMERGING MARKETS EQUITY (“EMERGING MARKETS EQUITY”) is to achieve long-term capital growth by investing at least 70% of the assets in a portfolio of carefully selected shares and other equity securities of companies with their registered office or the major part of their business activities in emerging market countries.

The term “emerging markets” is generally understood to refer to the markets of countries that are in the process of developing into modern industrialised states and thus display a high degree of potential but also entail a greater degree of risk. In particular, it applies to those countries included in the *S&P Emerging Broad Market Index* or in the *MSCI Emerging Markets Index*.

In addition, the Company may invest up to a maximum of 30% of the assets of EMERGING MARKETS EQUITY in a portfolio of carefully selected shares and other equity securities of companies with their registered office or the major part of their business activities in other recognised countries, or in fixed-interest or floating-rate securities as well as in convertible and warrant bonds (up to a maximum of 25% of the assets) from issuers from recognised countries. Up to a maximum of 20% of the assets of EMERGING MARKETS EQUITY may be invested in warrants on shares or other equity securities. Purchases of warrants involve increased risks due to the higher volatility of such investments.

In addition, liquid instruments may be held and may, under certain circumstances, account for up to 49% of the assets of the EMERGING MARKETS EQUITY, by derogation from the two-thirds rule mentioned above.

Direct investments in China are made in what are referred to as “China A” shares, “China B” shares, “China H” shares or shares of Chinese companies that are quoted on another foreign exchange outside the People’s Republic of China (PRC). “China A” shares and “China B” shares are securities that are quoted on the Shanghai and/or Shenzhen Stock Exchanges. “China A” shares are denominated in Renminbi and may be purchased via the Shanghai - Hong Kong Stock Connect Programme or the Shenzhen Hong Kong Stock Connect Programme.

Furthermore, the Subfund may use the Renminbi Qualified Foreign Institutional Investor ("RQFII") quota of the Investment Manager to invest directly in "China A" shares, which are traded in Renminbi on the Shanghai and Shenzhen Stock Exchanges by companies established in Chinese mainland. Investments in "China A" shares (up to a maximum of 10% of the assets) comply with the conditions imposed by article 41 paragraph 1 of the 2010 Law. "China B" shares are quoted on the stock exchanges of Shanghai or Shenzhen and represent equity of companies traded in foreign currency. The face value of "China B" shares is determined in Renminbi. In Shanghai, "China B" shares are traded in US dollars and in Shenzhen, in Hong Kong dollars. "China H" shares are shares of companies which have their registered office in the People's Republic of China, are listed on the Hong Kong Stock Exchange and are denominated in Hong Kong dollars.

Investments in China may also be made indirectly by purchasing share-based products, in particular ADRs (American depositary receipts), GDRs (global depositary receipts), which comply with the provisions of article 41 of the 2010 Law and which do not invest in derivatives, or so-called open or closed Exchange Traded Funds (ETFs) and other investment funds.

The EMERGING MARKETS EQUITY may also invest in Total Return Swaps (including Equity Swaps and Contracts for difference (CFD)), as well as in participatory notes ("P-Notes") issued by a Qualified Foreign Institutional Investor ("QFIIs") or a Renminbi Qualified Foreign Institutional Investor ("RQFII's"). P-Notes are instruments issued by financial institutions that provide exposure to the underlying securities. These are eligible for investment by the Subfund, provided that they meet all legal and contractual criteria. Depending on the type of investment, the P-Notes are classified as a certificate or warrant / options.

EMERGING MARKETS EQUITY is denominated in US dollars. The investments of the EMERGING MARKETS EQUITY may be denominated in US Dollars or other currencies. Foreign currency risks may be fully or partially hedged. A depreciation caused by exchange-rate fluctuations cannot be ruled out.

**Investments in emerging market countries are associated with increased risk. Stock markets and economies are generally volatile. In particular, the investments are subject to the following risks:**

- a) trading volumes in relation to the securities may be low or absent on the securities market involved, which can lead to liquidity problems and serious price fluctuations;
- b) uncertainties surrounding political, economic and social circumstances, with the associated dangers of expropriation or seizure, of unusually high inflation rates, prohibitive tax measures and other negative developments;
- c) potentially serious fluctuations in the foreign exchange rate, different legal frameworks, existing or potential foreign exchange export restrictions, customs or other restrictions, and any laws and other restrictions applicable to investments;
- d) political or other circumstances which restrict the investment opportunities of the Subfund, for example restrictions with regard to issuers or industries deemed sensitive to relevant national interests, and
- e) the absence of sufficiently developed legal structures governing private or foreign investments and potentially inadequate safeguards with respect to private ownership.
- f) the purchase and the sale of equity interests in certain investments can be subject to considerable delays, and in certain circumstances the transactions may be performed at unfavourable prices because the clearing, settlement and government systems are not as well developed as in more developed markets.
- g) under exceptional circumstances, because of limited investment opportunities, the Subfund may suffer losses or may not be in a position to fully achieve its investment objectives or follow its investment strategy, due to investment restrictions in China, illiquidity of the Chinese market for A-shares or due to a delay or interruption in the execution or settlement of transactions.

Foreign exchange export restrictions and other related regulations in these countries may also lead to the delayed repatriation of all or some of the investments or may prevent them being repatriated in full or in part, with the result that there may be a delay in the payment of the Redemption Price.

Furthermore, investors should be aware of the increased risk associated with investments in “China A” shares, which is described in the section 6.13, “Risks associated with investments in the People's Republic of China”.

**Derivative and other special investment techniques and financial instruments may be used in the Subfund in order to achieve the investment objective.** Generally, such investments often involve higher risks than direct investments in securities and currencies. Potential risks may for example result from complexity, non-linearity, leverage effect, high volatility, low liquidity, restricted possibility to value, risk of a loss of earnings or even a total loss of the invested capital, or counterparty risk.

**Furthermore investments of the Subfund may in certain countries be impaired by political developments and/or changes in the legislation, fiscal arrangements and currency controls of the countries concerned. There are further risks in relation to the settlement of securities transactions, namely the risk that the corresponding securities may be delivered late or not at all in spite of payment having been made by the EMERGING MARKETS EQUITY. In addition, it is not possible to exclude the risk of securities being forged or stolen.**

With regard to investments in Russia, your attention is drawn to certain risks relating to the ownership and safe custody of securities:

In Russia, evidence of ownership of securities consists of entries in the registers of the company issuing the securities or of its Registrar (which is neither an agent of the custodian bank nor accountable to the latter). In this respect the custodian's duty of supervision is restricted to supervision according to its best efforts within the scope of what is reasonably possible.

Share certificates representing shareholdings in companies in Russia are not held in safe custody by the custodian or sub-custodian or an effective central safe custody system. As a consequence of this system and owing to the absence of effective government regulation and enforcement, the Company might lose its registration and ownership of Russian securities as a result of fraud, negligence or simply due to oversight. It is also noted that such share certificates are generally available only in the form of photocopies, and as a result their legal value is open to challenge.

#### **GAM Multistock – HEALTH INNOVATION EQUITY**

The investment objective in relation to GAM Multistock – HEALTH INNOVATION EQUITY (“HEALTH INNOVATION EQUITY”) is to achieve long-term capital growth by investing at least 70% of the assets of HEALTH INNOVATION EQUITY in a portfolio of carefully-selected shares and other equity securities of companies that develop, produce or sell products, technologies, methods, procedures and/or services in the sectors of health care, pharmaceuticals, medical technology, biotechnology or biological sciences world-wide, which generate the best part of their profit through financing of these sectors, most of their shares are invested in these companies and/or most of their products and services offered are in these sectors. Further, their registered office or the major part of the business activity is in recognised countries.

In addition, the Company may invest up to a maximum of 30% of the assets of HEALTH INNOVATION EQUITY in a portfolio of carefully selected shares and other equity securities of companies with their registered office or the major part of their business activities in recognised countries, or in fixed-interest or floating-rate securities as well as in convertible and warrant bonds (up to a maximum of 25% of the assets of HEALTH INNOVATION EQUITY) from issuers from recognised countries. Up to a maximum of 15% of the assets of HEALTH INNOVATION EQUITY may be invested in warrants on shares or other equity securities. Purchases of warrants involve increased risks due to the higher volatility of such investments.

In addition, liquid instruments may be held and may, under certain circumstances account for up to 49% of the assets of the HEALTH INNOVATION EQUITY, by derogation from the 70% rule mentioned above. HEALTH INNOVATION EQUITY is denominated in US dollars. The investments of the HEALTH INNOVATION EQUITY may be denominated in US Dollars or other currencies. Foreign currency risks may be fully or partially hedged. A depreciation caused by exchange–rate fluctuations cannot be ruled out.

On behalf of HEALTH INNOVATION EQUITY equities which are either issued by issuers from so-called emerging market countries and/or which are denominated in, or economically linked to, currencies of emerging



market countries may be acquired. The term “emerging markets” generally means markets in countries currently developing into modern industrialised countries, and which therefore exhibit high potential but also increased risk. In particular, these include the countries included in the *S&P Emerging Broad Market Index* or the *MSCI Emerging Markets Index*.

**The attention of potential investors is drawn to the fact that investments in emerging market countries are associated with increased risk. In particular, the investments are subject to the following risks**

- a) trading volumes in relation to the securities may be low or absent on the securities market involved, which can lead to liquidity problems and serious price fluctuations;
- b) uncertainties surrounding political, economic and social circumstances, with the associated dangers of expropriation or seizure, of unusually high inflation rates, prohibitive tax measures and other negative developments;
- c) potentially serious fluctuations in the foreign exchange rate, different legal frameworks, existing or potential foreign exchange export restrictions, customs or other restrictions, and any laws and other restrictions applicable to investments;
- d) political or other circumstances which restrict the investment opportunities of the Subfund, for example restrictions with regard to issuers or industries deemed sensitive to relevant national interests, and
- e) the absence of sufficiently developed legal structures governing private or foreign investments and potentially inadequate safeguards with respect to private ownership.

**Foreign exchange export restrictions and other related regulations in these countries may also lead to the delayed repatriation of all or some of the investments or may prevent them being repatriated in full or in part, with the result that there may be a delay in the payment of the Redemption Price.**

#### **GAM Multistock – JAPAN EQUITY**

The investment objective of the Company in relation to GAM Multistock – JAPAN EQUITY (“JAPAN EQUITY”) is to achieve long-term capital growth by investing at least two thirds of the assets in a portfolio of carefully selected shares and other equity securities of companies with their registered office or the major part of their business activities in Japan. In addition, the Company may invest up to a maximum of one third of the assets of JAPAN EQUITY in a portfolio of carefully selected shares and other equity securities of companies with their registered office or the major part of their business activities in other recognised countries, or in fixed-interest or floating-rate securities as well as convertible or warrant bonds (up to a maximum of 25% of the assets), from issuers from recognised countries. Up to a maximum of 15% of the assets of JAPAN EQUITY may be invested in warrants on shares or other equity securities. Purchases of warrants involve increased risks due to the higher volatility of such investments. JAPAN EQUITY is denominated in Japanese Yen.

The Subfund is linked to the reference index MSCI Japan which represents the market for Japanese equities. The Subfund JAPAN EQUITY is actively managed and aims to outperform the reference index over the long term. The majority of the Subfund's securities will normally be included in the reference index. The Investment Manager may, at its discretion and in accordance with the Prospectus, also invest in securities not included in the reference index in order to take advantage of specific investment opportunities. The deviation of the Fund's portfolio from the reference index may be significant in terms of both the selection and weighting of the Fund's investments. At times, the Subfund may also move very close to the reference index, which may limit the Subfund's ability to outperform the reference index.

#### **GAM Multistock – LUXURY BRANDS EQUITY**

The investment objective of the Company in relation to GAM Multistock – LUXURY BRANDS EQUITY (“LUXURY BRANDS EQUITY”) is to achieve long-term capital growth by investing at least 70% of the assets of LUXURY BRANDS EQUITY in a portfolio of carefully-selected shares and other equity securities of companies which own established brands and offer products and services in the luxury goods sector, or whose main activity is to own equity interests in such companies or to finance such companies, and which have their registered office or the major part of their business activities in recognised countries.

Owing to their quality and/or price, products and services of the luxury goods industry generally differ from other comparable products and services available and offered for sale on the market and can thus be sustainably differentiated from such products from the perspective of relevant target groups. Brands are defined as marks which are suitable for differentiating the goods and services of one company from those of another company and which enjoy a high degree of brand awareness and recognition effect among the public at large.

In addition, the Company may invest up to a maximum of 30% of the assets of LUXURY BRANDS EQUITY in a portfolio of carefully selected shares and other equity securities of companies with their registered office or the major part of their business activities in recognised countries, or in fixed-interest or floating-rate securities as well as in convertible and warrant bonds (up to a maximum of 25% of the assets of LUXURY BRANDS EQUITY) from issuers from recognised countries. Up to a maximum of 15% of the assets of LUXURY BRANDS EQUITY may be invested in warrants on shares or other equity securities. Purchases of warrants involve increased risks due to the higher volatility of such investments.

Direct investments in China are made through so-called "China-A", "China-B", "China-H" shares or shares of Chinese companies listed on another foreign stock exchange outside the People's Republic of China. "China-A" and "China-B" shares are securities listed on the Shanghai and/or Shenzhen stock exchanges. "China A" shares are denominated in Renminbi and may be purchased under the Shanghai Hong Kong Stock Connect Programme and Shenzhen Hong Kong Stock Connect Programme, respectively. The investments in "China A" shares (max. 10% of assets) meet the requirements of Article 41 paragraph 1 of the 2010 Law. "China B" shares are traded on the Shanghai or Shenzhen stock exchanges and refer to shares of a company traded in foreign currency. The par value of "China B Shares" is fixed in Renminbi. In Shanghai, "China B Shares" are traded in US dollars and in Shenzhen in Hong Kong dollars. "China H" shares are shares of companies domiciled in the People's Republic of China, listed on the Hong Kong Stock Exchange and denominated in Hong Kong dollars.

LUXURY BRANDS EQUITY is denominated in Euro.

On behalf of LUXURY BRANDS EQUITY equities which are either issued by issuers from so-called emerging market countries and/or which are denominated in, or economically linked to, currencies of emerging market countries may be acquired. The term "emerging markets" is generally taken to mean the markets of countries that are in the process of developing into modern industrialised countries and thus display a high degree of potential but also involve a greater degree of risk. In particular, these include the countries included in the *S&P Emerging Broad Market Index* or the *MSCI Emerging Markets Index*.

**Potential investors are advised that investments in emerging market countries are associated with increased risk. In particular, the investments are subject to the following risks:**

- a) **trading volumes in relation to the securities may be low or absent on the securities market involved, which can lead to liquidity problems and serious price fluctuations;**
- b) **uncertainties surrounding political, economic and social circumstances, with the associated dangers of expropriation or seizure, of unusually high inflation rates, prohibitive tax measures and other negative developments;**
- c) **potentially serious fluctuations in the foreign exchange rate, different legal frameworks, existing or potential foreign exchange export restrictions, customs or other restrictions, and any laws and other restrictions applicable to investments;**
- d) **political or other circumstances which restrict the investment opportunities of the Subfund, for example restrictions with regard to issuers or industries deemed sensitive to relevant national interests;**
- e) **the absence of sufficiently developed legal structures governing private or foreign investments and potentially inadequate safeguards with respect to private ownership;**
- f) **the purchase and the sale of equity interests in certain investments can be subject to considerable delays, and in certain circumstances the transactions may be performed at unfavourable prices because the clearing, settlement and government systems are not as well developed as in more developed markets; and**

- g) under exceptional circumstances, because of limited investment opportunities, the Subfund may suffer losses or may not be in a position to fully achieve its investment objectives or follow its investment strategy, due to investment restrictions in China, illiquidity of the Chinese market for A-shares or due to a delay or interruption in the execution or settlement of transactions.**

**Foreign exchange export restrictions and other related regulations in these countries may also lead to the delayed repatriation of all or some of the investments or may prevent them being repatriated in full or in part, with the result that there may be a delay in the payment of the Redemption Price.**

**Furthermore, investors should be aware of the increased risk associated with investments in “China A” shares, which is described in the section 6.13, “Risks associated with investments in the People's Republic of China”.**

#### **GAM Multistock – SWISS SMALL & MID CAP EQUITY**

The investment objective of the Company in relation to GAM Multistock – SWISS SMALL & MID CAP EQUITY (“SWISS SMALL & MID CAP EQUITY”) is to achieve long-term capital growth by investing at least two thirds of the fund’s assets in a portfolio of carefully selected shares, other equity securities and warrants on shares and equity securities (up to a maximum of 15% of the assets of the Subfund), of companies with their registered office or the major part of their business activities in Switzerland, whose capitalisation at the time of investment represents less than 1% of the total capitalisation of the Swiss equity market. It is also possible to purchase securities from issuers not having good credit standing according to market assessments. Compared with securities from issuers with higher capitalisation, these securities must be expected to show higher-than-average volatility, and even the complete loss of some investments cannot be ruled out.

Furthermore the Company may invest up to a maximum of one third of the assets of SWISS SMALL & MID CAP EQUITY in other assets such as carefully selected shares or other equity securities and equity rights of companies with their registered office or the major part of their business activities in recognised countries, or in fixed-interest or floating-rate securities, convertible and warrant bonds, in warrants on shares or other equities and equity rights of issuers from recognised countries. Purchases of warrants involve increased risks due to the higher volatility of such investments.

SWISS SMALL & MID CAP EQUITY is denominated in Swiss Francs. The investments of SWISS SMALL & MID CAP EQUITY may be denominated in Swiss francs or other currencies. Foreign currency risks may be fully or partially hedged. A depreciation caused by exchange-rate fluctuations cannot be ruled out.

#### **GAM Multistock – SWISS EQUITY**

The investment objective of the Company in relation to GAM Multistock – SWISS EQUITY (“SWISS EQUITY”) is to achieve long-term capital growth by investing at least two thirds of the fund’s assets in a portfolio of carefully selected shares, other equity securities and warrants on shares and equity securities (up to a maximum of 15% of the assets of the Subfund) of companies with their registered office or the major part of their business activities in Switzerland.

Furthermore the Company may invest up to a maximum of one third of the assets of SWISS EQUITY in other assets such as carefully selected shares or other equity securities and equity rights of companies with their registered office or the major part of their business activities in recognised countries, or in fixed-interest or floating-rate securities, convertible and warrant bonds, in warrants on shares or other equities and equity rights of issuers from recognised countries. Purchases of warrants involve increased risks due to the higher volatility of such investments. Within the framework of the permitted use of derivatives, warrants attached to securities and similar financial instruments may also be held.

SWISS EQUITY is denominated in Swiss Francs. The investments of SWISS EQUITY may be denominated in Swiss francs or other currencies. Foreign currency risks may be fully or partially hedged. A depreciation caused by exchange-rate fluctuations cannot be ruled out.

## 4. INVESTOR PROFILE

### JAPAN EQUITY and SWISS EQUITY

Each of these Subfunds is suitable for investors who have experience with volatile investments, have sound knowledge of the capital markets and wish to participate in the performance of the capital markets so as to pursue their specific investment objectives. Investors must expect fluctuations in the value of the investments, which may temporarily even lead to substantial loss of value. Each of these Subfunds may be used as a basic investment within the portfolio.

### LUXURY BRANDS EQUITY

This Subfund is suitable for investors who have experience with volatile investments, have sound knowledge of the capital markets and wish to participate in the performance of the capital markets so as to pursue their specific investment objectives. Investors must expect fluctuations in the value of the investments, which may temporarily even lead to substantial loss of value. This Subfund may be used as a supplementary investment within a portfolio.

### ASIA FOCUS EQUITY, CHINA EVOLUTION EQUITY, EMERGING MARKETS EQUITY, HEALTH INNOVATION EQUITY and SWISS SMALL & MID CAP EQUITY

Each of these Subfunds is suitable only for experienced investors who have experience with volatile investments, have in-depth knowledge of the capital markets and wish to target their investments so as to benefit from developments in specialised markets and are familiar with the opportunities and risks specific to these market segments. Investors must expect fluctuations in the value of the investments, which may temporarily even lead to very substantial loss of value. Each of these Subfunds may be used as a supplementary investment within a widely diversified portfolio.

### ABSOLUTE RETURN EUROPE EQUITY

This Subfund is suitable for experienced investors who have experience with volatile investments, have in-depth knowledge of the capital markets and who wish to participate in the performance of a share portfolio with long and short positions on international capital markets so as to pursue an absolute long-term target return. Investors must expect fluctuations in the value of the investments, which may temporarily even lead to substantial loss of value. The expected maximum loss of value is determined by the Value at Risk limit (see "Investment objectives and policy"). This Subfund may be used as a basic investment or supplementary investment within a widely diversified portfolio.

## 5. INVESTMENT LIMITS

### 1. INVESTMENTS IN SECURITIES, MONEY MARKET INSTRUMENTS, DEPOSITS AND DERIVATIVES

These investments comprise:

- (a) Transferable securities and money market instruments:
- which are admitted to or dealt in on a regulated market within the meaning of Directive 2004/39/EC;
  - which are dealt in on another regulated market in a member state of the European Union ("EU") which is recognised, open to the public and operates regularly;
  - which are admitted to official listing on a stock exchange in a non-EU state<sup>1</sup> or are traded on another regulated market of a non-EU state which is recognised, open to the public and operates regularly;
  - resulting from new issues, provided the terms of issue contain an undertaking to apply for official listing on a stock exchange or another regulated market which is recognised, open to the public and operates regularly, and that the admission will be obtained within one year of the issue.

<sup>1</sup> As used in the Directive 2009/65/EC, a non-EU state is a country which is not a member of the EU.

- (b) Sight deposits or deposits repayable on demand maturing in no more than twelve (12) months with qualified credit institutions whose registered office is located in a member state of the EU or in a member state of the OECD or in a country that has ratified the resolutions of the Financial Action Task Force ("FATF" or Groupe d'Action Financière Internationale "GAFI") ("qualified credit institutions").
- (c) Derivatives, including equivalent cash-settled instruments, which are dealt in on a regulated market as specified in (a), first, second or third indent, and/or OTC (over the counter) derivatives provided that:
- the underlying securities are instruments as defined by Article 41 paragraph 1 of the 2010 Law or are financial indices, interest rates, foreign exchange rates or currencies in which the Subfund may invest according to its investment objectives;
  - the counterparties in transactions with OTC derivatives are institutions subject to supervision belonging to the categories approved by the Commission de Surveillance du Secteur Financier (CSSF); and
  - 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 the initiative of the Company at their fair value.
- (d) Shares in UCITS authorised in accordance with Directive 2009/65/EC and/or other UCIs within the meaning of Article 1 (2), first and second indent of Directive 2009/65/EC having their registered office in a member state of the EU or a non-EU state, provided that:
- such other UCIs are authorised in accordance with legal requirements which subject them to prudential supervision considered by the CSSF to be equivalent to that under the EU Community law and that there is sufficient guarantee of cooperation between the authorities;
  - the level of protection for unitholders of such other UCIs is equivalent to the level of protection for the unitholders of a UCITS and in particular that the requirements for segregation of the fund's assets, borrowing, lending and uncovered sales of transferable securities and money market instruments are equivalent to the requirements of Directive 2009/65/EC;
  - the business activities of the other UCIs are subject to semi-annual and annual reports which enable an assessment of the assets and liabilities, income and transactions over the reporting period;
  - the UCITS or this other UCI, whose units are to be acquired may, according to its constitutional documents, invest in total no more than 10% of its net asset value in units of other UCITS or other UCIs.

If the Company purchases units in other UCITS and/or other UCIs which are managed directly or indirectly by the same Management Company or by another company to which the Management Company is linked by common administration or control or by a significant direct or indirect shareholding, the Management Company or the other company may not charge the Company any fees for subscription or redemption of shares in other UCITS and/or UCI.

A Subfund may invest in other Subfunds of the Company, subject to the prerequisites laid down in Article 181 paragraph 8 of the 2010 Law.

- (e) Money market instruments which are not traded on a regulated market and fall under the definition of Article 1 of the 2010 Law, provided the issue or issuer of these instruments is itself subject to regulations concerning the protection of savings and investors, and provided:
- they are issued or guaranteed by a central governmental, regional or local authority or the central bank of an EU member state, the European Central Bank, the EU or the European Investment Bank, a non-EU state or, in the case of a federal state, one of the members making up the federation, or by a public international institution to which at least one EU member state belongs; or
  - they are issued by an undertaking whose securities are traded on the regulated markets designated in 1. (a); or

- they are issued or guaranteed by an establishment subject to supervision in accordance with the criteria defined by EU Community law, or by an institution which is subject to and complies with prudential rules which in the opinion of the CSSF are at least as stringent as those under EU Community law; or
  - they are issued by other issuers belonging to a category approved by the CSSF provided such instruments are subject to investor protection regulations which are equivalent to those of the first, second or third indent and provided the issuer is either a company with own funds of at least ten (10) million Euro which presents and publishes its annual accounts in accordance with the provisions of the 4th Directive 78/660/EEC, or an entity within a group comprising one or more companies listed on an official stock exchange which is dedicated to the financing of that group, or is an entity which is dedicated to the financing of the securitisation vehicles which benefit from a banking liquidity line.
- (f) However:
- the Company may invest no more than 10% of the net asset value per Subfund in transferable securities and money market instruments other than those referred to in (a) to (e);
  - the Company may not acquire precious metals or certificates representing them.
- (g) The Company may hold ancillary liquid assets.

## 2. INVESTMENT RESTRICTIONS

- (a) The Company may invest no more than 10% of the net asset value per Subfund in transferable securities or money market instruments of one and the same issuer. The Company may invest no more than 20% of the net asset value per Subfund in deposits made with one and the same institution.

The risk exposure to counterparty in OTC-derivatives transactions by the Company must not exceed the following percentages:

- 10% of the net asset value of each Subfund when the counterparty is a qualified credit institution;
- and otherwise 5% of the net asset value of each Subfund.

In the case of UCITS, the aggregate risk exposure is determined either by using the Commitment Approach or by means of a model approach (Value-at-risk model), which takes into account all general and specific market risks that may lead to a significant change in the value of the portfolio. If the Commitment Approach is used, the aggregate risk associated with derivatives (market risk) of each Subfund must not exceed the net asset value of the Subfund concerned. If a Subfund uses a value-at-risk (VaR) method to calculate its aggregate risk, the calculation of the VaR is based on a 99% confidence interval. The holding period corresponds to one month (20 days) for the purpose of calculating the aggregate risk.

The calculation of the aggregate risk is done for the respective Subfund, either using the Commitment Approach or according to the VaR model (absolute or relative VaR with the corresponding benchmark) as listed in the table below.

SUBFUNDS	RELATIVE VAR / ABSOLUTE VAR/ COMMITMENT APPROACH	BENCHMARK USED TO CALCULATE THE RISK EXPOSURE (ONLY IN THE CASE OF RELATIVE VAR)
ABSOLUTE RETURN EUROPE EQUITY	Absolute VaR	/
ASIA FOCUS EQUITY	Commitment Approach	/
CHINA EVOLUTION EQUITY	Commitment Approach	/
EMERGING MARKETS EQUITY	Commitment Approach	/
HEALTH INNOVATION EQUITY	Commitment Approach	/
JAPAN EQUITY	Commitment Approach	/
LUXURY BRANDS Equity	Commitment Approach	/
SWISS SMALL & MID CAP Equity	Commitment Approach	/
SWISS EQUITY	Commitment Approach	/

The aggregate risk of the underlying instruments must not exceed the investment limits set out in (a) to (f). The underlying instruments of index-based derivatives do not have to observe these investment limits. However, if a derivative is embedded in a transferable security or money market instrument, it must be taken into account for the purpose of the provisions of this section.

- (b) The total value of the issuers' securities and money market instruments in which a Subfund invests more than 5% of its net asset value must not exceed 40% of its net asset value. This limitation does not apply to deposits or OTC derivative transactions made with financial institutions subject to prudential supervision.
- (c) Irrespective of the individual maximum limits under (a), a Subfund may invest not more than 20% of its net asset value with a single institution in a combination of:
- transferable securities or money market instruments issued by this institution and/or
  - deposits made with this institution and/or
  - OTC derivatives transactions undertaken with this institution.
- (d) The limit stated in (a), first sentence, is raised to 35% if the transferable securities or money market instruments are issued or guaranteed by an EU member state or by its public local authorities, by a non-EU state or by public international institutions of which at least one EU member state is a member.
- (e) The limit stated in (a), first sentence, is raised to 25% for certain debt securities when they are issued by a credit institution with its registered office in an EU member state which is subject, by law, to special prudential supervision designed to protect investors in debt securities. In particular sums deriving from the issue of these debt securities must be invested in conformity with the law in assets which, during the whole period of validity of the debt securities, are capable of covering claims attaching to the debt securities and which, in case of failure of the issuer, would be used on a priority basis for the repayment of principal and of the accrued interest.

If a Subfund invests more than 5% of its net asset value in the debt securities referred to in the above paragraph and which are issued by a single issuer, the total value of such investments may not exceed 80% of the net asset value of the Subfund concerned.

- (f) The transferable securities and money market instruments mentioned in (d) and (e) are not taken into account in the calculation of the limit of 40% referred to in (b).

The limits stated in (a) to (e) may not be combined, and thus investments in accordance with (a) to (e) in transferable securities or money market instruments of one and the same issuer or in deposits with the said issuer or in derivatives made with that issuer may not exceed a total of 35% of the net asset value of a Subfund.

Companies which are included in the same group for the purpose of consolidated accounts as defined in the Directive 83/349/EEC or in accordance with recognised international accounting rules are regarded as a single issuer for the purpose of calculating the aforementioned limits.

The investments by a Subfund in transferable securities and money market instruments within the same group may cumulatively not exceed 20% of its net asset value, without prejudice to paragraph (e) above.

- (g) **Notwithstanding points (a) to (f), the Company is authorised in accordance with the principle of risk diversification to invest up to 100% of the net asset value of a Subfund in securities and money market instruments from different issues, which are issued or guaranteed by an EU member state or by its local authorities, by a member state of the OECD or by public international organisations of which at least one EU member state is a member, provided, however, that the Subfund must hold securities and money market instruments of at least six different issues, whereby the securities and money market instruments of each single issue may not account for more than 30% of the net asset value of the Subfund concerned.**

(h) Without prejudice to the limits laid down in (j), the limits laid down in (a) for investments in shares and/or debt securities issued by the same issuer may be raised to a maximum of 20% if the investment strategy of the Subfund is to replicate the composition of a certain stock or debt securities index recognised by CSSF. This depends on the following conditions:

- that the composition of the index is sufficiently diversified;
- that the index represents an adequate benchmark for the market to which it refers;
- that the index is published in an appropriate manner.

The limit laid down in the previous paragraph 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.

(i) A Subfund may acquire units of target funds as defined in 5.1. (d) above, for a maximum of 10% of its net asset value if no investments in target funds beyond this limit are permitted in the section "Investment objectives and policy". However, if the section "Investment objectives and policy" permits investments in target funds in an amount greater than 10 % of the net asset value of a Subfund, the Subfund may not

- invest more than 20% of its net asset value in one and the same target fund; and
- invest more than 30% of its net asset value in units of target funds that are not UCITS.

When applying these investment limits, each Subfund of a target fund is to be regarded as an independent issuer.

(j)

(A) The Company or the Management Company acting in connection with all of the investment funds which it manages and which qualify as a UCITS, may not acquire any shares carrying voting rights which would enable it to exercise significant influence over the management of an issuer.

(B) Moreover, for the respective Subfund the Company may acquire no more than:

- 10% of the non-voting shares from the same issuer;
- 10% of debt securities from the same issuer;
- 25% of the units of the same target fund;
- 10% of the money market instruments of any single issuer.

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

Paragraphs (A) and (B) shall not apply:

- to transferable securities and money market instruments issued or guaranteed by a EU member state or its local authorities;
- to transferable securities and money market instruments issued or guaranteed by a non-EU state;
- to transferable securities and money market instruments issued by public international institutions of which one or more EU member states are members;
- to shares held by the Company in the capital of a company incorporated in a non-EU state which invests its assets mainly in the securities of issuers having their registered office in that state, where under the legislation of that state, such a holding represents the only way in which the Company can invest in the securities of issuers of that state. This derogation, however, shall only apply if in its investment policy the company from the non-EU state complies with the limits laid down in (a) to (f) and (i) and (j) (A) and (B). Where the limits set in (a) to (f) and (i) are exceeded, (k) shall mutatis mutandis apply;



- to shares held by the Company alone or together with other UCIs in the capital of subsidiary companies which, exclusively on its own or their behalf 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.

(k)

- (A) The Company need not comply with the limits laid down herein when exercising subscription rights attaching to transferable securities and money market instruments which form part of its assets. While ensuring observance of the principle of risk diversification, each Subfund may derogate from the rules set out in (a) to (h) for a period of six months following the date of its launch.
- (B) If the Company exceeds the limits referred to in (A) for reasons beyond its control or as a result of the exercise of subscription rights, it must adopt as a priority objective for its sales transactions the remedying of that situation, taking due account of the interests of its shareholders.

(l)

- (A) The Company may not borrow. However, the Company may acquire foreign currencies by means of a "back-to-back" loan.
- (B) By way of derogation from paragraph (A), the Company may (i) borrow up to 10% of its net asset value per Subfund provided that the borrowing is on a temporary basis, and (ii) borrow up to 10% of its net asset value provided that the borrowing is to make possible the acquisition of immovable property essential for the direct pursuit of its business; in no case may such borrowings and those referred to in (i) together exceed 15% of the net asset value concerned.

- (m) The Company or the custodian bank may not grant loans or act as guarantor for third parties for the account of the Subfund, without prejudice to points (a) to (e) under point 1. This shall not prevent the Company from acquiring transferable securities or money market instruments or shares in target funds or financial instruments referred to in (c) and (e) under point 1 which are not fully paid.
- (n) The Company or the custodian bank may not carry out uncovered sales of transferable securities, money market instruments, shares in target funds or financial instruments referred to in (c) and (e) under point 1.
- (o) The Company may hold liquid assets, which under certain circumstances can be increased to up to 49% of the assets of the relevant Subfund.

### 3. FURTHER INVESTMENT GUIDELINES / INVESTMENT CONDITIONS

- (a) The Company will not acquire securities which entail unlimited liability.
- (b) The fund's assets must not be invested in real estate, precious metals, precious metal contracts, commodities or commodity contracts.
- (c) The Company can implement further investment restrictions in order to comply with the requirements in countries in which Shares shall be offered for sale.
- (d) As a consequence of the registration of the Subfunds GAM Multistock – HEALTH INNOVATION EQUITY and GAM Multistock – LUXURY BRANDS EQUITY and the prospective registration of the Subfund GAM Multistock – EMERGING MARKETS EQUITY for public distribution in Taiwan, the use of derivatives for hedging purposes is only allowed up to a maximum of 100% of the value of the investment subject to hedging and the use of derivatives for efficient management is only allowed up to a maximum 40% of the assets of the Subfunds. Furthermore, at least 70% of the assets of the Subfund must be invested in shares
- (e) Notwithstanding contrary provisions in the Prospectus and the respective Subfund's investment policy described above, the Subfunds HEALTH INNOVATION EQUITY, JAPAN EQUITY, LUXURY BRANDS EQUITY, SWISS SMALL & MID CAP EQUITY as well as SWISS EQUITY invest continually, in agreement with its investment policy, for as long as required, at least 51% of its net assets, and respectively, the Subfunds ABSOLUTE RETURN EUROPE EQUITY, CHINA EVOLUTION EQUITY,

ASIA FOCUS EQUITY and EMERGING MARKETS EQUITY at least 25% invest continually, in agreement with its investment policy, for as long as required, of its net assets in qualifying shares, so as to qualify as equity funds or mixed funds within the meaning of the German Investment Tax Act 2018 ("GITA", as amended). In doing so, the actual capital participation rates (within the meaning of the GITA) of target investment funds can be taken into account.

## **6. SPECIAL INVESTMENT TECHNIQUES AND FINANCIAL INSTRUMENTS**

In the interests of efficient management or for hedging purposes, the Company may make use of the following investment techniques and financial instruments for each Subfund. It may also use derivative financial instruments for investment purposes if appropriate provision is made for this in the investment policy. It must at all times comply with the investment restrictions stated in Part I of the 2010 Law and in the section "Investment limits" in this prospectus, and must in particular be aware of the fact that the underlying of derivative financial instruments and structured products used by each Subfunds have to be taken into account in the calculation of the investment limits stated in the previous section. The Company will at all times observe the requirements of CSSF Order 10-04 and of the Luxembourg and European regulations issued periodically when using special investment techniques and financial instruments.

In respect of each Subfund, the Company will also take into account the requirement to maintain an appropriate level of liquidity when employing special investment techniques and financial instruments (particularly in the case of derivatives and structured products).

### **6.1. OPTIONS ON SECURITIES**

The Company may, for each Subfund and regarding the permitted investments, buy and sell call or put options as long as they are traded on a regulated market or freely traded options (OTC options), provided the counterparties of such transactions are first class financial institutions specialising in transactions of this kind.

### **6.2. FINANCIAL FUTURES, SWAPS AND OPTIONS ON FINANCIAL INSTRUMENTS**

Subject to the exceptions listed below, futures and options on financial instruments are, as a matter of principle, limited to contracts traded on regulated markets. OTC derivatives may only be concluded if the counterparties are first class financial institutions which specialise in transactions of this kind.

#### **a) HEDGES AGAINST MARKET RISKS AND RISKS ASSOCIATED WITH STOCK MARKET PERFORMANCE**

For the purpose of hedging against poor market performance, the Company may, for each Subfund sell forward transactions and call options on share price indexes, bond market indexes or other indexes or financial instruments or buy put options on share price indexes, bond market indexes or other indexes or buy financial instruments or enter into swaps in which the payments between the Company and the counterparty depend on the development of certain share price indexes, bond market indexes or other indexes or financial instruments.

As these call and put transactions are for hedging purposes, there must be a sufficient correlation between the structure of the securities portfolio to be hedged and the composition of the stock index employed.

#### **b) HEDGES AGAINST INTEREST RATE RISKS**

For the purpose of hedging against the risks associated with changes in interest rates the Company may sell interest rate futures and call options on interest rates, buy put options on interest rates and enter into interest rate swaps, forward rate agreements and options on interest rate swaps (swaptions) with first class financial institutions specialising in transactions of this kind as part of OTC transactions for each Subfund.

**c) HEDGES AGAINST INFLATION RISKS**

For the purpose of hedging against risks resulting from an unexpected acceleration of inflation, the Company may conclude so-called inflation swaps with first class financial institutions specialising in this type of transaction as part of OTC transactions or make use of other instruments to hedge against inflation for each Subfund.

**d) HEDGES AGAINST CREDIT DEFAULT RISK AND THE RISK OF A DETERIORATION IN A BORROWER'S CREDIT STANDING**

For the purpose of hedging against credit default risk and the risk of losses owing to a deterioration in the borrower's credit standing, the Company may engage in credit options, credit spread swaps ("CSS"), credit default swaps ("CDS"), CDS (index) baskets, credit-linked total return swaps and similar credit derivatives with first class financial institutions specialising in transactions of this kind as part of OTC transactions for each Subfund.

**e) NON-HEDGING TRANSACTIONS ("ACTIVE MANAGEMENT")**

The Company may use financial derivatives for the purposes of efficient portfolio management for each Subfund. For instance, the Company may buy and sell forward contracts and options on all types of financial instruments and use derivatives with a view to managing currency fluctuations.

The Company can also enter into interest and credit swaps (interest rate swaps, credit spread swaps ("CSS"), credit default swaps ("CDS"), CDS (index) baskets, etc.), inflation swaps, options on interest rate and credit swaps (swaptions), but also swaps, options or other transactions in financial derivatives in which the Company and the counterparty agree to swap performance and/or income (total return swaps, etc.) for each Subfund. This also comprises Contracts for difference – ("CFD"). A contract for difference is a contract between two parties - the buyer and the seller - which stipulates that the seller will pay the buyer the difference between the current value of an asset (a security, instrument, basket of securities or index) and its value at the time the contract is concluded. If the difference is negative, the buyer owes the seller the (corresponding) payment. Contracts for difference allow Subfunds to take synthetic long or short positions with a variable collateral provision, where - unlike with futures contracts - the maturity date and the size of the contract are not fixed. The counterparties must be first-class financial institutions which specialise in such transactions.

**f) SECURITIES FORWARD SETTLEMENT TRANSACTIONS**

In the interests of efficient management or for hedging purposes, the Company may conclude forward transactions with broker/dealers acting as market makers in such transactions, provided they are first class financial institutions specialising in this type of transaction and participate in the OTC markets. The transactions in question include the purchase or sale of securities at their current price; delivery and settlement then take place on a later date that is fixed in advance.

Within an appropriate period in advance of the transaction settlement date, the Company can arrange with the broker/dealer either for it to sell or buy back the securities or for it to extend the time limit, all realised profits or losses from the transaction being paid to the broker/dealer or paid by it to the Company. However, the Company concludes purchase transactions with the intention of acquiring the securities in question.

The Company can pay the normal charges contained in the price of the securities to the broker/dealer in order to finance the costs incurred by the broker/dealer because of the later settlement.

**6.3. EFFICIENT PORTFOLIO MANAGEMENT – OTHER INVESTMENT TECHNIQUES AND INSTRUMENTS**

In addition to investments in derivative financial instruments, the Company may also make use of other investment techniques and instruments based on securities and money market instruments such as repurchase agreements (repurchase or reverse repurchase transactions) and securities lending transactions pursuant to the terms of the CSSF Circular 08/356 (as last amended and any replacement circular) and the Guidelines of the European Securities and Markets Authority ESMA/2012/832 (as implemented in Luxembourg by the CSSF Circular 13/559 (as last amended by the CSSF Circular 14/592), as well as any other guidelines introduced in this regard. Investment techniques and instruments based on securities and money market instruments that are

used for the purposes of efficient portfolio management, including financial derivatives that are not used for direct investment purposes, shall fulfil the following criteria:

- (a) they are economically appropriate in that they are used cost-effectively;
- (b) they are used with one or more of the following specific aims:
  - i. To reduce risk;
  - ii. To cut costs;
  - iii. Generation of additional capital or revenue for the Company, associated with a risk that is compatible with the risk profile of the Company and the relevant Subfunds of the Company and with the applicable rules on risk diversification;
- (c) their risks are appropriately captured by the Company's risk management process; and
- (d) they may not result in any change to the Subfund's declared investment objective or be associated with any substantial supplementary risks compared with the general risk strategy as described in the prospectus or the key investor information.

Potential techniques and instruments for efficient portfolio management are detailed below and are subject to the conditions described below.

Moreover, such transactions may be entered into for 100% of the assets held by the Subfund concerned provided that (i) their scope remains appropriate or the Company is entitled to recall the securities that have been lent so that it is always in a position to meet its redemption obligations and (ii) such transactions do not jeopardise the management of the Company's assets in line with the investment policy of the Subfund concerned. Risk monitoring must be carried out in line with the Company's risk management process.

Efficient portfolio management may possibly have a negative impact on the return for shareholders.

Efficient portfolio management may lead to direct and indirect operational costs that are deducted from the revenue. These costs shall not include hidden charges.

Care shall also be taken to ensure that no conflicts of interest are created to the detriment of investors as a result of efficient portfolio management techniques being applied.

#### **6.4. SECURITIES LENDING**

##### **GENERAL INFORMATION**

For the purposes of generating additional capital or income or reducing costs and risks in the context of a standardised system and pursuant to the provisions of the CSSF Circular 08/356, (as last amended and any replacement circular) and the Guidelines of the European Securities and Markets Authority ESMA/2012/832 and other guidelines introduced in this regard, the Company is permitted to lend securities of a Subfund to third parties (up to a maximum of 100% of the estimated total value of the instruments of the Subfund, provided the Company has the right to terminate the contract at any time and recover the lent securities), although such transactions may only be carried out by recognised clearing houses such as Euroclear or Clearstream SA or other recognised national clearing houses or using highly rated financial institutions specialised in this type of transaction, and according to their terms of business. The counterparty to the securities lending agreement must be subject to prudential supervision rules considered by the CSSF to be equivalent to those prescribed by EU Community law. The rights to refund must in principle be protected by collateral security at a value which at the time the contract is entered into and throughout the lending term at least corresponds to the estimated total value of the relevant lent securities; this can be done through the provision of collateral security in the form of fixed-term deposits or securities which are issued or guaranteed by OECD member states, their local authorities or institutions of a supranational or regional character, or by other highly rated issuers, or else through the provision of collateral security in the form of shares in highly rated companies (on condition that hedging is provided against any fall in price between the time the collateral security is created and the time the lent security in question is returned), with such collateral security remaining blocked, on behalf of the Company, until expiry of the applicable securities lending transaction. The collateral received is not re-invested.

The Company must have the right to terminate at any time any securities lending agreement into which it has entered or to recall any security that has been lent.

All revenues arising from efficient portfolio management techniques, net of direct and indirect operational costs/fees, shall be returned to the respective Subfund.

From the gross revenues from securities lending, the services connected to it will be paid, such as particularly the depositary, lending agent, indemnification, consisting of a minimum amount and a pro-rate participation, as well as a remuneration for risk and collateral management, legal and IT support to the Management Company. The Management Company will ensure that only market-compliant costs will be applied. The remaining revenues will be fully credited to the respective Subfund.

The Company shall further ensure that the volume of securities lending is maintained at an appropriate level or that the Company is entitled to have the lent securities returned in a manner that ensures that it is always in a position to meet its redemption obligations and that such transactions do not jeopardise the management of the assets of the Subfunds in accordance with its investment policy.

The risk exposures to a counterparty resulting from securities lending and OTC financial derivatives should be combined in order to calculate the counterparty risk pursuant to the Section "Risks in conjunction with the use of derivatives and other special investment techniques and financial instruments".

Non-cash collateral received may not be sold, re-invested or pledged during the term of the transaction. Cash collateral received should only be:

- placed on deposit with credit institutions described in Article 50(f) of the UCITS Directive;
- invested in high-quality government bonds;
- used for the purpose of reverse repurchase transactions provided that the transactions are with credit institutions subject to supervision and the Company is able to recall at any time the full amount of cash on accrued basis;
- invested in short-term money market funds, as defined in the Regulation (EU) 2017/1131 of the European Parliament and of the Council of 14 June 2017 on Money Market Funds ("Money Market Fund Regulation").

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

The Section "Risks in conjunction with the use of derivatives and other special investment techniques and financial instruments" contains further risk information in this regard.

#### **REGULATION (EU) 2015 / 2365 ON TRANSPARENCY OF SECURITIES FINANCING TRANSACTIONS AND REUSE AND AMENDING REGULATION (EU) No 648 / 2012**

Unless otherwise stated, the maximum proportion of a Subfund's assets that can be subject to Securities Lending is maximum 60% of that Subfund's Net Asset Value. However, the Investment Manager does anticipate that between 0 % and a maximum of 60% of the Net Asset Value of a Subfund will be subject to Securities Lending.

The types of assets that can be subject to Securities Lending transactions are those where such use is consistent with the investment policy of the relevant Subfund.

The revenue received by the respective Subfund arising from Securities Lending transactions is specified in the company's semi-annual and annual reports.

#### **6.5. SECURITIES REPURCHASE AGREEMENTS**

In accordance with the provisions of the CSSF Circular 08/356 and the investment policy of the relevant Subfund the Company may engage in repurchase agreements ("Repurchase Agreements") and reverse repurchase agreements ("Reverse Repurchase Agreements") involving the purchase and sale of securities where the seller has the right or obligation to repurchase the securities sold from the buyer at a fixed price and within a certain period stipulated by both parties upon conclusion of the agreement.

The Company may effect repurchase transactions either as a buyer or a seller. However, any transactions of this kind are subject to the following guidelines:

- Securities may only be purchased or sold under a repurchase agreement if the counterparty is a first class financial institution specialising in this kind of transaction and which is subject to prudential supervision rules considered by the CSSF to be equivalent to those prescribed by EU Community law.
- As long as the repurchase agreement is valid, the securities bought cannot be sold before the right to repurchase the securities has been exercised or the repurchase period has expired.
- In addition, it must be ensured that the volume of repurchase agreements of each Subfund is structured in such a way that the Subfund can meet its redemption obligations towards its shareholders at any time.

If the Company agrees repurchase transactions for a Subfund, it must be able to either recall the underlying securities or terminate the transaction at any time. Repurchase Agreements that do not exceed seven days should be considered as transactions that allow the assets to be recalled at any time by the Company.

If the Company enters into a Reverse Repurchase Agreement it should ensure that it is able at any time to recall the full amount of cash or to terminate the Reverse Repurchase Agreement on either an accrued basis or a mark-to-market basis. When the cash is recallable at any time on a mark-to-market basis, the mark-to-market value of the reverse repurchase agreement should be used for the calculation of the net asset value. Reverse repurchase agreements that do not exceed seven days should be considered as arrangements on terms that allow the assets to be recalled at any time by the Company. The Company must publish the total amount of outstanding repurchase transactions as at the reference date in its yearly and half-yearly reports.

At the time of preparation of this Prospectus, none of the Company's Subfunds were invested in repurchase agreements, in accordance with Regulation (EU) 2015/2365 on the transparency of securities financing transactions and with Regulation (EU) No 648/2012 in its original and subsequent amended versions. Should this change in future, the Prospectus will be amended accordingly at the time of the next submission.

#### **6.6. MANAGEMENT OF COLLATERAL FOR OTC DERIVATIVES AND EFFICIENT PORTFOLIO MANAGEMENT TECHNIQUES**

The following provisions are in line with the requirements of the Guidelines of the European Securities and Markets Authority ESMA/2012/832, which may be amended in future.

1. Collateral received ("collateral") in connection with OTC derivative transactions and efficient portfolio management techniques, such as e.g. in the context of repurchase transactions or securities lending, must at all times fulfil all of the following criteria:
  - (a) **LIQUIDITY:** Any collateral received other than cash should be highly liquid and traded on a regulated market or multilateral trading facility with transparent pricing in order that it can be sold quickly at a price that is close to pre-sale valuation. Collateral received should also comply with the provisions of Article 48 of the 2010 Law.
  - (b) **VALUATION:** Collateral received should be able to be valued on a daily basis, and assets that exhibit high price volatility should not be accepted as collateral unless suitably conservative haircuts are in place.
  - (c) **ISSUER CREDIT QUALITY:** Collateral received should have a high credit rating.
  - (d) **CORRELATION:** The collateral must be issued by an entity that is independent from the counterparty and is expected not to display a high correlation with the performance of the counterparty.
  - (e) **DIVERSIFICATION:** Collateral should be sufficiently diversified in terms of countries, markets and issuers. The criteria of sufficient diversification in terms of the concentration of the issuers is deemed to be fulfilled when a Subfund receives from the counterparty a collateral basket, in which the maximum exposure towards a particular issuer does not exceed 20%. When a Subfund is exposed to different counterparties, the different baskets of collateral should be aggregated to calculate the 20% limit of exposure to a single issuer.

By way of derogation from this sub-paragraph, a Subfund may be fully collateralised in different transferable securities and money market instruments issued or guaranteed by a Member State, one or more of its local authorities, a third country, or a public international body to which one or more Member States belong. Such a Subfund should receive securities from at least six different issues, but securities from any single issue should not account for more than 30% of the Subfund's net asset value. Subfunds that intend to be fully collateralised in securities issued or guaranteed by a Member State should disclose this fact in the Special Part of the Prospectus. Subfunds should also identify the Member States, local authorities, or public international bodies issuing or guaranteeing securities which they are able to accept as collateral for more than 20% of their net asset value.

- (f) IMMEDIATE AVAILABILITY: The Company must be able to realise the collateral at any time without reference to the counterparty or requiring the counterparty's approval.
2. Subject to the above criteria, collateral admissible for any Subfund must meet the following requirements:
    - (a) Liquid assets such as cash or short-term bank deposits, money market instruments as defined in Directive 2007/16/EC of 19 March 2007, letters of credit or "pay upon first request" suretyships issued by a first-class credit institution that is not linked to the counterparty;
    - (b) Bonds issued or guaranteed by a member state of the OECD.
  3. Where there is a title transfer, the collateral received should be held by the depositary or its representative. For other types of collateral arrangement, the collateral can be held by a third party custodian that is subject to prudential supervision and unrelated to the provider of the collateral.
  4. The Company has introduced a haircut strategy for each class of assets received as collateral. A haircut is a deduction from the value of collateral to take account of a deterioration in the valuation or in the liquidity profile of the collateral over time. The haircut strategy takes into account the characteristics of the respective assets, including the credit standing of the issuer, price volatility and the outcome of stress tests performed as part of collateral management. Subject to existing transactions with the counterparty concerned, which may include minimum amounts for the transfer of collateral, the Company intends applying a haircut of 2% to collateral received (as defined in No. 2b), at least corresponding to the counterparty risk.
  5. Risks and potential conflicts of interest in conjunction with OTC derivatives and efficient portfolio management
    - (a) Specific risks are associated with OTC derivative transactions, efficient portfolio management and the management of collateral. Further information in this regard is provided in this prospectus in the Section "Risks in conjunction with the use of derivatives and other special investment techniques and financial instruments" and also in the comments on the risks associated with derivatives, counterparty risk and depositary counterparty risk. These risks may expose shareholders to an elevated risk of loss.
    - (b) The combined counterparty risk arising from a transaction with OTC derivatives or techniques for efficient portfolio management may not exceed 10% of the assets of a Subfund if the counterparty is a credit institution based in the EU or in a country in which, according to the Luxembourg supervisory authority, the supervisory system is equivalent to that applicable in the EU. In all other cases this limit is 5%.

#### 6.7. TECHNIQUES AND INSTRUMENTS FOR HEDGING CURRENCY RISKS

For the purpose of hedging against currency risks the Company may at a stock exchange or on another regulated market, or in the context of OTC transactions, conclude currency futures contracts, sell currency call options or buy currency put options in order to reduce *exposure* to the currency that is deemed to present a risk or to completely eliminate such risk and to shift into the reference currency or into another of the permissible currencies that is deemed to present less risk for each Subfund.

Currency futures and swaps may be executed by the Company in the open market with first class financial institutions specialising in this kind of transaction.

#### **6.8. STRUCTURED PRODUCTS**

The Company may use structured products in the interests of efficient management or for hedging purposes for any Subfund. The range of structured products includes in particular credit-linked notes, equity-linked notes, performance-linked notes, index-linked notes and other notes whose performance is linked to basic instruments which are permitted in accordance with Part I of the 2010 Law and the associated implementing regulations. For this, the counterparty must be a first class financial institution specialising in this type of transaction. Structured products are combinations of other products. Derivatives and/or other investment techniques and instruments may be embedded in structured products. In addition to the risk features of securities, those of derivatives and other investment techniques and instruments therefore also have to be noted. In general, they are exposed to the risks of the markets or basic instruments underlying them. Depending on the structure, they may be more volatile and thus entail greater risks than direct investments, and there may be a risk of a loss of earnings or even the total loss of the invested capital as a result of price movements on the underlying market or in the basic instrument.

#### **6.9. SWAPS AND OTHER FINANCIAL DERIVATIVES WITH COMPARABLE PROPERTIES**

##### **GENERAL INFORMATION**

The Subfunds may invest in total return swaps or other derivatives with comparable properties, which can be defined as follows:

- The underlyings of the total return swaps or other derivatives with comparable properties include in particular individual equities or bonds, baskets of equities or bonds, or financial indices that are permitted in accordance with paragraphs 48-61 of ESMA Guidelines 2012/832. The components of the financial indices include, among others, equities, bonds, derivatives on commodities. The investment policy of the various Subfunds includes further details on the deployment of total return swaps or other derivatives with comparable properties, which may have different underlyings and strategies compared with those described above.
- The counterparties of such transactions are regulated financial institutions with a good credit rating and that specialise in such transactions.
- The failure of counterparty may have a negative impact on the return for shareholders. The asset manager intends to minimise counterparty performance risk by only selecting counterparties with a good credit rating and by monitoring any changes in those counterparties' ratings. Additionally, these transactions are only concluded on the basis of standardised framework agreements (ISDA with Credit Support Annex; Deutscher Rahmenvertrag with Besicherungsanhang, or similar). The Credit Support Annex or Besicherungsanhang defines the conditions under which collateral is transferred to or received from the counterparty in order to reduce the default risk associated with derivative positions and thus the negative impact on the return for shareholders should a counterparty fail.
- The counterparties in the case of total return swaps or other derivatives with comparable properties have no discretionary power with regard to how the portfolio of a Subfund is composed or managed or with regard to the underlyings of these financial derivatives. Similarly, the counterparty's consent is not required for the execution of such transaction. Any deviation from this principle is detailed further in the Subfund's investment policy.
- Total return swaps or derivatives with comparable properties will be included in the calculation of the investment restrictions.

##### **REGULATION (EU) 2015 / 2365 ON TRANSPARENCY OF SECURITIES FINANCING TRANSACTIONS AND REUSE AND AMENDING REGULATION (EU) No 648 / 2012**

At the time of the preparation of this prospectus the following Subfunds employed total return swaps (included equity swaps and contracts for difference). The following table sets out the maximum and the expected



proportion of the Subfunds' assets under management that could be subject to these instruments. Should this change in future, the Prospectus will be amended accordingly at the time of the next submission.

SUBFUNDS	TOTAL RETURN SWAPS(INCLUDING EQUITY SWAPS AND CFD)	
	MAXIMUM VALUE	EXPECTED VALUE
ABSOLUTE RETURN EUROPE EQUITY	300%	100%
ASIA FOCUS EQUITY	10%	0%
CHINA EVOLUTION EQUITY	10%	0%
EMERGING MARKETS EQUITY	100%	20%

The types of assets that can be subject to total return swaps are those where such use is consistent with the investment policy of the relevant Subfund.

All revenues from total return swaps entered into by a Subfund, net of direct and indirect operational costs, will be returned to the relevant Subfund. The identities of the entities to which any direct and indirect costs and fees are paid shall be disclosed in the annual financial statements of the Company and such entities may include the Management Company, the Depositary or entities related to the Depositary. In selecting counterparties to these arrangements, the Investment Manager may take into account whether such costs and fees will be at normal commercial rates. Further information regarding transactions with related parties are available in Chapter 27 "General conflicts associated with the Company".

#### **6.10. INVESTMENTS IN FINANCIAL INDICES PURSUANT TO ARTICLE 9 OF THE GRAND DUCAL ORDINANCE OF 8 FEBRUARY 2008**

The Company may invest in Derivatives with indices as their underlying, and may increase the diversification limits for an index component pursuant to Article 44 of the 2010 Law.

Diversification limits may be increased in exceptional market circumstances if one or more components of an index occupy a dominant position within a given market, sector or segment. A domination position may be created as a result of special economic or market developments or as a result of market, sector or segment-specific restrictions. Further details in this regard are provided where applicable in the relevant Subfund's investment policy.

The Company shall invest in derivative financial instruments with indices as their underlying that generally include a half-yearly or yearly adjustment of the index composition ("rebalancing frequency"). A distinction should be made between the following cases:

- In the case of derivatives that are traded on a stock market, the rebalancing merely changes the calculation but has no direct or indirect impact on the costs of the corresponding Subfund.
- In the case of OTC derivatives, the counterparty will generally not physically hold the index components but will secure its position primarily using derivative instruments. If transactions take place as a consequence of rebalancing, these should be carried out on very liquid derivative markets so that the impact on the costs of the relevant Subfund is kept low.

In the case of investments in commodity indices, the following rules also apply:

Commodity indices contain a representative balance of commodities taken from the entire commodities universe and represented by futures. This representative and balanced selection of commodities reflects the existence of several commodities. The Company should not invest in commodity indices that do not consist of different commodities. Commodity indices are assessed on the basis of the correlation of various different index components.

#### **6.11. RISKS ASSOCIATED WITH THE USE OF DERIVATIVES AND OTHER SPECIAL INVESTMENT TECHNIQUES AND FINANCIAL INSTRUMENTS**

Prudent use of these derivative and other special investment techniques and financial instruments may bring advantages, but does also entail risks which differ from those of the more conventional forms of investment and

in some cases may be even greater. The following general outline covers important risk factors and other aspects relating to the use of derivative and other special investment techniques and financial instruments and on which the shareholders should be informed before investing in a Subfund.

- MARKET RISKS: These risks are of general nature and are present in all types of investments; the value of a particular financial instrument may change in a way that can be detrimental to the interests of a Subfund.
- MONITORING AND CONTROL: Derivatives and other special investment techniques and financial instruments are specialised products which require different investment techniques and risk analyses than equities or bonds. The use of derivatives requires not just knowledge of the underlying instrument, but also of the derivative itself, although the performance of the derivative cannot be monitored under all the possible market conditions. The complexity of such products and their use in particular require suitable control mechanisms to be set up for monitoring the transactions and the ability to assess the risks of such products for a Subfund and estimate the developments of prices, interest rates and exchange rates.
- LIQUIDITY RISKS: Liquidity risks arise when a certain stock is difficult to acquire or dispose of. In large-scale transactions or when markets are partially illiquid (e.g. where there are numerous individually agreed instruments) it may not be possible to execute a transaction or close out a position at an advantageous price.
- COUNTERPARTY RISKS: There is a risk that a counterparty will not be able to fulfil its obligations (performance risk) and/or that a contract will be cancelled, e.g. due to bankruptcy, subsequent illegality or a change in the tax or accounting regulations since the conclusion of the OTC derivative contract and/or that the counterparty will fail to meet one of its financial obligations or liabilities towards the Subfund (credit risk). This relates to all counterparties with which derivative, repurchase, reverse repurchase or securities lending transactions are entered into. A direct counterparty risk is associated with trading in non-collateralised derivatives. The respective Subfund can reduce a large proportion of the counterparty risk arising from derivative transactions by demanding that collateral at least in the amount of the commitment be provided by the respective counterparty. If, however, derivatives are not fully collateralised, the failure of the counterparty may cause the Subfund's value to fall. New counterparties are subject to a formal review and all of the approved counterparties are subsequently monitored and reviewed on an ongoing basis. The Company ensures that its counterparty risk and collateral management are actively managed.
- COUNTERPARTY RISK IN RELATION TO DEPOSITARY: The Company's assets are entrusted to the depositary for safekeeping. A note should be entered in the depositary's books highlighting that the assets belong to the Company. The securities held by the depositary should be kept separately from other securities/assets of the depositary, thereby reducing although not completely excluding the risk of non-return in the event of the depositary becoming bankrupt. The shareholders are therefore exposed to the risk of the depositary, should it become bankrupt, being unable to meet its obligation to return all of the Company's assets in full. Additionally, a Subfund's cash stocks held with the depositary may possibly not be kept separately from the depositary's own cash or that of other customers, with the result that the Subfund may not be classed as a privileged creditor in the event of the depositary becoming bankrupt. The depositary may not hold all of the Company's assets itself but may make use of a network of sub-depositaries, which may not belong to the same corporate group as the depositary. In cases in which the depositary is not liable, shareholders may possibly be exposed to the risk of a sub-depositary becoming bankrupt.

A Subfund may invest in markets in which the deposit and/or settlement systems are not yet fully developed. The assets of the Subfunds traded on these markets and entrusted to these sub-depositaries may possibly be exposed to risk in cases in which the depositary is not liable.

- RISKS ASSOCIATED WITH CREDIT DEFAULT ("CDS") TRANSACTIONS: The purchase of CDS protection allows the Company, on payment of a premium, to protect itself against the risk of default by an issuer. In the event of default by an issuer, settlement can be effected in cash or in kind. In the case of a cash settlement, the purchaser of the CDS protection receives from the seller of the CDS protection the difference between the nominal value and the attainable redemption amount. Where settlement is made in kind, the purchaser of the CDS protection receives the full nominal value from the seller of the CDS protection and in exchange delivers to him the security which is the subject of the default, or an exchange shall be made from a basket of securities. The detailed composition of the basket of securities shall be determined at the time the CDS contract is concluded. The events which constitute a default and the terms of delivery of bonds and debt

certificates shall be defined in the CDS contract. The Company can if necessary sell the CDS protection or restore the credit risk by purchasing call options.

Upon the sale of CDS protection, the Subfund incurs a credit risk comparable to the purchase of a bond issued by the same issuer at the same nominal value. In either case, the risk in the event of issuer default is in the amount of the difference between the nominal value and the attainable redemption amount.

Aside from the general counterparty risk (see "Counterparty risks", above), upon the conclusion of credit default swap transactions there is also in particular a risk of the counterparty being unable to establish one of the payment obligations which it must fulfil. The different Subfunds which use credit default swaps will ensure that the counterparties involved in these transactions are selected carefully and that the risk associated with the counterparty is limited and closely monitored.

- RISKS ASSOCIATED WITH CREDIT SPREAD SWAP ("CSS") TRANSACTIONS: Concluding a CSS allows the Company, on payment of a premium, to share the risk of default by an issuer with the counterparty of the transaction concerned. A CSS is based on two different securities with differently rated default risks and normally a different interest rate structure. At maturity, the payment obligations of one or another party to the transaction depend on the differing interest rate structures of the underlying securities.

Aside from the general counterparty risk (see "Counterparty risks", above), upon the conclusion of CSS transactions there is also in particular a risk of the counterparty being unable to establish one of the payment obligations which it must fulfil.

- RISKS ASSOCIATED WITH INFLATION SWAP TRANSACTIONS: The purchase of inflation swap protection helps the Company to hedge a portfolio either entirely or partially from an unexpectedly sharp rise in inflation or to draw a relative performance advantage therefrom. For this purpose, a nominal, non-inflation-indexed debt is exchanged for a real claim that is linked to an inflation index. When the transaction is arranged, the inflation expected at this point is accounted for in the price of the contract. If actual inflation is higher than that expected at the time the transaction was entered into and accounted for in the price of the contract, the purchase of the inflation swap protection results in higher performance; in the opposite instance it results in lower performance than if the protection had not been purchased. The functioning of the inflation swap protection thus corresponds to that of inflation-indexed bonds in relation to normal nominal bonds. It follows that by combining a normal nominal bond with inflation swap protection it is possible to synthetically construct an inflation-indexed bond.

On the sale of an inflation swap protection the Subfund enters into an inflation risk which is comparable to the purchase of a normal nominal bond in relation to an inflation-indexed bond: If actual inflation is lower than that expected at the time the transaction was entered into and accounted for in the price of the contract, the sale of the inflation swap protection results in higher performance; in the opposite instance it results in lower performance than if the protection had not been sold.

Aside from the general counterparty risk (see "Counterparty risks", above), upon the conclusion of inflation swap transactions there is also in particular a risk of the counterparty being unable to establish one of the payment obligations which it must fulfil.

- RISKS INVOLVED IN CONTRACTS FOR DIFFERENCE ("CFD"): Unlike with direct investments, in the case of CFDs the buyer may be liable for a considerably higher amount than the amount paid as collateral. The Company will therefore use risk management techniques to ensure that the respective Subfund can sell the necessary assets at any time, so that the resulting payments in connection with redemption applications can be made from redemption proceeds and the Subfund can meet its obligations arising from contracts for difference and other techniques and instruments.
- OTHER RISKS/DERIVATIVES: The use of derivative and other special investment techniques and financial instruments also entails the risk that the valuations of financial products will differ as a result of different approved valuation methods (model risks) and the fact that there is no absolute correlation between derivative products and the underlying securities, interest rates, exchange rates and indexes. Numerous derivatives, particularly the OTC derivatives, are complex and are frequently open to subjective valuation. Inaccurate valuations can result in higher cash payment obligations to the counterparty or a loss in value for a Subfund. Derivatives do not always fully reproduce the performance of the securities, interest rates, exchange rates or indexes which they are designed to reflect. The use of derivative and other special

investment techniques and financial instruments by a Subfund may therefore in certain circumstances not always be an effective means of achieving the Subfund's investment objective and may even prove counterproductive. Under certain circumstances, the use of derivatives exposes the Subfunds to higher risks. These risks may take the form of credit risk in relation to counterparties with which a Subfund enters into transactions, performance risk, the risk that the derivatives will not be sufficiently liquid, the risk of a mismatch between the change in value of the derivative and that of the underlying that the corresponding Subfund is looking to replicate, or the risk of higher transaction costs than would have been incurred from a direct investment in the underlying.

## 6.12. LEVERAGE

For the Subfund(s) listed below, the market risk which is taken by using derivative financial instruments is monitored and limited by means of the absolute Value at Risk method ("VaR method") (see section 5 "Investment limits", under point 2. (a)), as provided for in CSSF circular 11/512.

The CSSF permits two methods of calculating leverage: a) the sum of notional approach with no consideration of any netting and hedging arrangements, and b) the Commitment Approach, as outlined in more detail below.

With regard to a) the sum of notional approach

Under normal market conditions, it is expected that the level of leverage, in terms of fund volume, shall range between the following values. These values are to be understood as providing a rough indication and the higher values should not be taken as maximum limits:

<b>GAM Multistock</b>	<b>Target value</b>
ABSOLUTE RETURN EUROPE EQUITY	0% - 300%

The leverage refers to the ratio between (i) the market exposure – generated by the use of derivative financial instruments – that exceeds the assets of the Subfund and (ii) the Subfund's assets.

With regard to b) Commitment-Approach

With this approach, which is permitted by the CSSF as an additional method of calculation in which netting and hedging may be taken into account, it is expected that the level of leverage shall range between the following values:

<b>GAM Multistock</b>	<b>Target value</b>
ABSOLUTE RETURN EUROPE EQUITY	0% - 300%

The leverage refers to the ratio between (i) the market exposure – generated by the use of derivative financial instruments – that exceeds the assets of the Subfund and (ii) the Subfund's assets.

In addition, the Subfund(s) listed above may not borrow for investment purposes – an exception to this rule is temporary borrowing of up to 10% of the Subfund's net asset value, as described in section 5 "Investment limits" (under 2. (I) (B)).

## 6.13. RISKS ASSOCIATED WITH INVESTMENTS IN THE PEOPLE'S REPUBLIC OF CHINA (PRC)

Where indicated in the relevant investment policy, the respective Subfund may invest directly in so-called "China-A" shares. "China-A" shares are quoted in Renminbi on the stock exchanges of Shanghai and Shenzhen, of companies founded on mainland China and can be purchased within the possibilities described below:

### **RENMINBI QUALIFIED FOREIGN INSTITUTIONAL INVESTOR ("RQFII")**

In the PRC's markets for domestic securities, foreign investors may invest via an approved foreign institutional investor or an investment manager which has been granted the status of qualified foreign institutional investor ("QFII") or Renminbi qualified foreign institutional investor ("RQFII") by the China Securities Regulatory Commission (CSRC) and which has been allocated a quota or quota's by the State Administration of Foreign Exchange ("SAFE") of the PRC.

Subject to the requirement that GAM International Management Limited (the "Investment Manager") obtains the necessary RQFII license, it is intended that the Subfunds, where indicated in the relevant investment policy, may

invest in securities issued in the PRC as part of the RQFII quotas of the investment manager. According to the guidelines of the RQFII quota management of SAFE, the Investment Manager may allocate its RQFII quotas flexibly to various open-ended fund products or, subject to the approval of SAFE, to products and/or accounts that are not open-ended Subfunds. The Investment Manager may therefore allocate additional RQFII quotas to each relevant Subfund or allocate RQFII quotas which would otherwise have been accorded to the Subfund to other products and/or accounts. The Investment Manager may also request additional RQFII quotas from SAFE, which it can use for the relevant Subfund, other clients or other products it manages. However, no assurance can be given that the Investment Manager will provide RQFII quotas to the relevant fund at all times that are sufficient for its investments.

The current RQFII regulations impose strict restrictions on investments (including rules on investment restrictions, the minimum holding period for assets and for the repatriation of capital and profits). These apply to the Investment Manager and not only to the investments made by the Subfund. Investors should thus be aware that violations of the RQFII regulations for investments that result from actions of the Investment Manager could lead to the withdrawal of the quota or other supervisory measures in relation to the quota, including of another portion that is used by the Subfund for investments in RQFII-eligible securities.

#### **SPECIAL RISKS**

- Investments in the PRC are subject to the risks of investments in emerging markets (please see the comments in the respective investment policy of the relevant Subfund) and, in addition, to risks specific to the market in the PRC. The economy in the PRC is in transition from a planned economy to a more market-oriented economy. Investments could react sensitively to changes in laws and regulations, as well as in political, social or economic conditions, including possible government intervention. In exceptional circumstances, due to limited investment opportunities a Subfund may suffer losses or not be able to fully implement or pursue its investment objectives or strategy due to local investment restrictions, the illiquidity of the Chinese market for domestic securities and/or delays or interruptions in the execution and settlement of transactions.
- The yuan renminbi ("CNY") is currently not a freely convertible currency, as it is subject to exchange control regulations and repatriation restrictions imposed by the PRC. Future changes to these regulations could have a negative impact on the situation of the Subfund. There is no guarantee that there will not be a devaluation of the CNY, which may negatively impact the value of investments.
- Although the onshore and offshore Renminbi (CNY and CNH) are the same currency, they are traded on several separate markets. CNY and CNH are traded at different prices and sometimes move in different directions. Although more and more Renminbi are held abroad (i.e. outside of China), the CNH cannot be used freely in the local market and is subject to certain restrictions (the same applies conversely). Investors should note that subscriptions and redemptions of the Subfund are made in EUR and/or the alternative unit class currency and are converted into CNH for investment in local securities. Investors shall bear for the resulting conversion charges and the risk of potential differences in the exchange rate between the CNY and the CNH. The price and liquidity of and the trading in shares of the relevant Subfund may also be influenced by the exchange rate and the liquidity of the Renminbi in the global market.
- Investors should note that the RQFII status could be suspended, reduced or withdrawn, which may adversely affect the performance of the Subfund, as debt instruments denominated in CNY would have to be liquidated in this case.

#### **SHANGHAI OR SHENZHEN HONG KONG STOCK CONNECT PROGRAMME**

The respective Subfund may invest directly in certain permissible China A shares through the Shanghai or Shenzhen Hong Kong Stock Connect Programme (the "**Stock Connect Programme**"). The Stock Connect Programme is a securities trading and clearing programme developed by Hong Kong Exchanges and Clearing Limited ("HKEx"), the Shanghai Stock Exchange ("SSE") or the Shenzhen Stock Exchange ("SZSE") and China Securities Depository and Clearing Corporation Limited ("ChinaClear"), whose objective is to provide mutual access to the stock markets of Hong Kong and the PRC.

Under the Stock Connect Programme, foreign investors (including the Subfunds) can trade certain China A shares listed on the SSE and SZSE (the “SSE securities” or “SZSE securities”, collectively the “SSE/SZSE securities”) (known as Northbound Trading), subject to the currently applicable regulations governing the Northbound Trading Link. Conversely, investors in Mainland China have an opportunity to participate through the SSE or SZSE and clearing houses in Shanghai or Shenzhen (Southbound Trading) in trading in selected securities listed on the HKEx.

The SSE securities comprise the scope of all shares contained at the relevant time in the SSE 180 Index and in the SSE 380 Index, as well as all China A shares listed on the SSE. The SZSE securities contain all shares included in the SZSE Component index and the SZSE Small/Mid Cap Innovation Index at the respective time, which show a market capitalization of at least RMB 6 billion and all A shares traded on the SZSE that have a respective H-Share, and are listed on the Stock Exchange of Hong Kong Limited (“SEHK”) except for (i) SZSE shares that are not traded in RMB and (ii) SZSE shares that are under risk monitoring.

Furthermore, shareholders’ attention is drawn to the fact that under the applicable ordinances, a security may be removed from the scope of the Stock Connect Programme. This may impair the ability of the Subfund concerned to achieve its investment objective, for example, if the investment manager would like to buy a security that has been removed from the scope of the Stock Connect Programme.

Further information as well as the types of shares traded on the Stock Connect Programme can be obtained and reviewed on the HKEx website.

Apart from risks connected with investments in international markets and emerging countries, and other general investment risks, which are described above and also apply to investments in China, investors should also consider the additional specific risks related to Shanghai-Hong-Kong Stock Connect, which are set out below:

#### QUOTA RISK

Trading is also subject to a cross-border maximum quota (“Aggregate Quota”) and to a daily quota (“Daily Quota”). The Aggregate Quota relates to the restriction on the absolute funds flows to Mainland China through the Northbound trading link. The Daily Quota restricts the maximum net buying trades that may be conducted in cross-border trading on a daily basis under the Stock Connect Programme. As soon as the remaining balance of the Northbound Daily Quota reaches zero or is exceeded at the beginning of a session, new buying orders may be rejected.

In addition, there are restrictions on the aggregate holdings of foreign investments that apply to all investors from Hong Kong and abroad, as well as restrictions on the holdings of individual investors from abroad. On account of this quota restriction, impairments may occur if a pending investment in China A shares is not possible through the Stock Connect Programme and, as a result, the investment strategy cannot be efficiently implemented.

#### RESTRICTION OF FOREIGN SHARE OWNERSHIP

The PRC requires that the existing buying restrictions for foreign investors also be applied in conjunction with the Stock Connect Programme. Hong Kong and foreign investors come within the scope of this restrictions on share ownership. The limits may be altered at any time and are currently as follows:

- Shareholdings of foreign individual investors (including the Subfund), of each Hong Kong or foreign investor in China A shares, may not exceed 10% of the shares issued.
- Shareholdings of all foreign investors, of all Hong Kong and foreign investors in China A shares may not exceed 30% of the shares issued.

#### SSE PRICE LIMIT

SSE securities are subject to a general price limit, which is calculated on the basis of the closing price of the previous day. The price limit for shares and investment funds is currently between +/-10% and for shares under special treatment +/-5%. All orders must be within this price limit, which may change from time to time.

#### EXPOSURE RISK

Both the SEHK and the SSE or SZSE reserve the right to suspend trading if it is necessary to ensure an orderly and fair market, and to control the risks prudentially. This may have a negative influence on the ability of the Subfund concerned to gain access to the market of the PRC.

### DIFFERENT TRADING DAYS

The Stock Connect Programme is only available when both the markets in the PRC and those in Hong Kong are open for trading, and when the banks in both markets are also open on the settlement days concerned.

It may therefore happen that it is a usual trading day for the market in the PRC, whereas the market in Hong Kong is closed and investors from Hong Kong (such as, for example, the Subfunds) cannot trade China A shares. During this period, the Subfund concerned may be exposed to the risk of price fluctuations on China A shares owing to the fact that the Stock Connect Programme is not available for trading.

### SHORT SELLING

The legal regulations of the PRC provide that sufficient shares must be available on the account before an investor may sell shares. If this is not the case, the SSE or SZSE rejects the sales orders concerned. Before trading, the SEHK checks the sales orders of its exchange participants (i.e. share brokers) in relation to China A shares in order to make sure that no short selling is taking place.

### PROCESSING MODELS

Various Stock Connect Models have been developed for order processing. One of these is the "integrated model" in which the Subfund's local sub-custodian bank and broker belong to the same group. This allows the broker to confirm the availability, without transfer, of the securities, and the local sub-custodian bank to settle the account with a guarantee that the securities will not be transferred until the payment of the trade has been carried out (hence the name "synthetic DvP"). In another model, however, the respective shares are transferred to a broker one day before the planned purchase.

Another model is the "multi-broker model" or "SPSA model", in which up to 20 brokers can be appointed in addition to a local sub-custodian bank. This model only became possible in March 2015, when the authorities introduced the Special Segregated Accounts (SPSA) which enables local sub-custodian banks to open a SPSA directly with Hong Kong Securities Clearing Company Limited ("HKSCC"). Each investor is identified by a specific ID number. Thereby, the availability of securities can be confirmed, without them having to be transferred to a particular broker in advance. Thus, the SPSA model also takes into account all concerns regarding the beneficial ownership of shares. Once a separate account is opened, the Investment Manager and the name of the Subfund in question will appear on the account belonging to the beneficial owner of the respective shares held in the account, according to the Hong Kong Stock Exchange ("HKEx"). However, under the classic SPSA "multi-broker model", the settlement process can give rise to the risk that the cash settlement of securities sold by a broker for one of his customers takes place only a few hours after the securities are transferred and credited to the customer.

### CLEARING AND SETTLEMENT RISKS

The Hong Kong Securities Clearing Company Limited ("HKSCC") and ChinaClear provide the clearing connection by entering into mutual shareholdings in order to facilitate the clearing and settlement of cross-border transactions. As the national central counterparty for the PRC's securities market, ChinaClear operates a comprehensive network with clearing, settlement and share depository infrastructure. ChinaClear has established a risk management concept and measures that are approved and monitored by the China Securities Regulatory Commission ("CSRC").

In the unlikely event of a payment default by ChinaClear and the latter being unable to meet its payment obligations, HKSCC shall only be liable in its clearing contracts with the market participants of the Northbound trading link to the extent that these market participants will receive support in enforcing their claims against ChinaClear. The HKSCC will attempt in good faith to settle and obtain the outstanding securities and funds through the available legal channels or apply for liquidation of ChinaClear. In this case, the Subfunds may only be able to call in their losses resulting from transactions with ChinaClear late or not in their entirety. On the other hand, an omission or a delay on the part of HKSCC in fulfilling its obligations may lead to a settlement failure or the loss of Stock Connect securities or related funds, which may subsequently cause losses to the Subfunds and their shareholders.

NOMINEE ARRANGEMENTS FOR THE HOLDING OF CHINA A SHARES

If the Subfund concerned acquires SSE/SZSE securities through the Stock Connect programme, HKSCC is the “nominee holder”. HKSCC for its part holds the Stock Connect shares of all participants as a single nominee through a collective securities account (single nominee omnibus Securities account), which is held in its name with ChinaClear. HKSCC acts only as the nominee holder, whereas the Subfunds remain the beneficial owners of the Stock Connect shares.

The Stock Connect rules laid down by the CSRC expressly provide that investors who acquire SSE / SZSE securities through the Stock Connect Programme can enforce their rights, which are in accordance with currently applicable Chinese law. However, it is uncertain whether the Chinese courts would recognize the ownership rights of Stock Connect investors and would give them the opportunity to take legal action against Chinese companies, if this were necessary.

Therefore the Subfund concerned and the Custodian Bank cannot ensure that the ownership of these securities by the Subfund concerned is guaranteed under all circumstances.

Furthermore, according to the HKSCC Clearing rules for securities listed or traded on the SEHK, HKSCC as the nominee holder is not under any obligation to take legal action or to conduct judicial proceedings to enforce rights for investors in relation to SSE / SZSE securities in the PRC or elsewhere. Therefore problems or delays may occur for the Subfund concerned in enforcing its rights in relation to China A shares, even if the ownership of the corresponding Subfund is ultimately recognized.

If it is assumed that HKSCC performs custodial functions in relation to assets held through it, it should be noted that the Custodian Bank and the Subfunds concerned have no legal relationship with HKSCC and have no direct recourse against HKSCC if the Subfund concerned should sustain losses due to the performance or insolvency of HKSCC.

TRADING COSTS

In connection with Northbound trades of China A shares through the Stock Connect Programme, in addition to payment of trading taxes and stamp duty, further costs are also incurred such as new portfolio fees, dividend taxes and income taxes from share transfers, which taxes are determined by the competent authorities.

REGULATORY RISK

The Stock Connect Programme is a new programme that is subject to the various regulations of the PRC and Hong Kong. Furthermore the implementing directives of the securities exchanges participating in the Stock Connect Programme are applicable. Since this programme is new, the regulations have not yet been tried and tested, so that there is not yet any certainty about the way in which they will be applied. The current regulations may be altered at any time. Moreover, there are no commitments with regard to the continued existence of the Stock Connect Programme in the future.

The attention of the shareholders of the Subfund concerned who may invest in the markets of Mainland China through the Stock Connect Programme is therefore drawn to the fact that they have to expect change, which may have a detrimental effect.

**TAXATION OF INVESTMENTS IN THE PRC**

The tax regulations in the PRC are subject to change, possibly with retroactive effect. Changes in tax regulations may reduce the relevant Subfund's after-tax profits and/or the capital invested in the PRC.

The Subfunds investing in securities and deposits in the PRC may be subject to a withholding tax and other taxes levied in the PRC, including the following:

- Dividends and interest paid by companies in the PRC are subject to a withholding tax. The company in the PRC paying these dividends and this interest is currently responsible for withholding the tax when the payment is made.
- Gains from the trading of securities in the PRC may be subject to a tax, although there are currently no clear guidelines for the way in which it will be imposed. Gains from the sale of China A shares via the Stock Connect Programme by foreign investors on or after 17 November 2014 are provisionally exempt from taxation, although no termination date for this exemption is currently



known. There is no guarantee that this provisional exemption will remain in place in future or that it will not be cancelled, possibly with retroactive effect.

The Management Company and/or the Company reserve(s) the right at any time to make provisions for taxes or gains of the relevant Subfund which invests in assets in the PRC; this may affect the valuation of the relevant Subfund.

Given the uncertainty as to whether and how certain income from investments will be taxed in the PRC, and the possibility that the laws and practices in the PRC will change and that taxes may possibly also be levied retroactively, the tax provisions formed for the relevant Subfund may turn out to be excessive or insufficient to settle the final tax liabilities in the PRC. Consequently, this may work to the advantage or disadvantage of investors, depending on the final taxation of this income, the actual amount of the provision and the time of the purchase and/or sale of their units in the relevant Subfund. In particular, if the actual provisions are less than the final tax liabilities, and this gap has to be covered by the assets of the relevant Subfund, this would have a negative impact on the value of the assets of the relevant Subfund and, consequently, on the current investors; in any case, the net asset value of the Subfund concerned is not recalculated during the period of the missing, insufficient or excessive provisions.

## **7. THE COMPANY**

### **GENERAL INFORMATION**

The Company is established as a “société d'investissement à capital variable” (SICAV) in the Grand Duchy of Luxembourg under the current version of the 2010 Law. In accordance with Part I of the 2010 Law, the Company is authorised to perform collective investments in securities.

The Company was established on December 1, 1989 for an indefinite period.

The Company is registered under number B-32.188 in the Luxembourg commercial and companies' register. The articles of association may be consulted and sent out on request. The articles of association were published in Luxembourg in the “Mémorial” on January 19, 1990. The articles of association were last amended on 30 June 2017, as published in the Recueil Electronique des Sociétés et Associations (“RESA”) in Luxembourg on 20 July 2017.

The registered office of the Company is 25, Grand-Rue, L- 1661 Luxembourg.

### **MINIMUM CAPITAL**

The Company's minimum capital in Swiss Francs is the equivalent to EUR 1,250,000. If one or more Subfunds are invested in units of other Subfunds of the Company, the value of the relevant units is not to be taken into account for the purpose of verifying the statutory minimum capital. In the event that the capital of the Company falls below two-thirds of the minimum capital laid down by law, the Board of Directors of the Company is required to submit the question of liquidation of the Company to a general meeting of shareholders within forty (40) days. The general meeting may resolve the question of liquidation with a simple majority of the shareholders present/represented (no quorum is required).

In the event that the capital of the Company falls below one-quarter of the minimum capital laid down by law, the Board of Directors of the Company is required to submit the question of liquidation of the Company to a general meeting of shareholders within forty (40) days. In this case, a liquidation may be resolved by one-quarter of the votes of the shareholders present/represented at the general meeting (no quorum is required).

### **LIQUIDATION / MERGER**

Under the terms of Articles 67-1 and 142 of the 1915 Law, the Company may be liquidated with the approval of the shareholders. The liquidator is authorised to transfer all assets and liabilities of the Company to a Luxembourg UCITS against the issue of shares in the absorbing UCITS (in proportion to the Shares in the Company in liquidation). Otherwise, any liquidation of the Company is carried out in accordance with Luxembourg law. Any liquidation proceeds remaining to be distributed to shareholders but which could not be paid out to them at the end of liquidation will be deposited with the Caisse de Consignation in Luxembourg in accordance with Article 146 of the 2010 Law in favour of the entitled person.

In addition, the Company may decide on or propose the liquidation of one or more Subfunds or the merger of one or more Subfunds with another Subfund of the Company or another UCITS in accordance with Directive 2009/65/EC, or with a Subfund within such other UCITS, as described in more detail in the section "Redemption of Shares".

#### **INDEPENDENCE OF THE SUBFUNDS**

The Company assumes liability in respect of third parties for the obligations of each Subfund only with the respective assets of the Subfund in question. In dealings among the shareholders each Subfund is treated as an independent unit and the obligations of each Subfund are assigned to that Subfund in the list of assets and liabilities.

#### **THE BOARD OF DIRECTORS**

The articles of association contain no provisions with regard to the remuneration (including pensions and other benefits) of the Board of Directors. The expenses of the Board of Directors are paid. Remuneration must be approved by the shareholders at the general meeting.

## **8. CUSTODIAN**

The Company has appointed State Street Bank International GmbH, Luxembourg Branch ("SSB-LUX") as Custodian Bank (the "Custodian Bank") of the Company with responsibility for:

- a) Custody of the assets,
- b) Monitoring duties,
- c) Cash flow monitoring

in accordance with applicable Luxembourg law, the relevant CSSF circular and other applicable mandatory provisions of the Regulation (hereinafter referred to as the "Luxembourg Regulation" in the respective current version) and the Custodian Agreement, which was entered into between the Company and SSB-LUX ("Custodian Agreement").

SSB-Lux is subject to supervision by the European Central Bank (ECB), the Federal Financial Supervisory Authority (BaFin) and the Deutsche Bundesbank and has been approved by the Commission de Surveillance du Secteur Financier (CSSF) in Luxembourg as a custodian and central administrative office.

#### **ON A) CUSTODY OF THE ASSETS**

In accordance with the Luxembourg Regulation and the Custodian Agreement, the Custodian Bank is responsible for the safekeeping of the financial instruments that can be held in safekeeping and for the accounting and verification of ownership of the other assets.

#### **DELEGATION**

Furthermore, the Custodian Bank is authorized to delegate its custodian obligations under the Luxembourg Regulation to sub-custodians and to open accounts with sub-custodians, provided that (i) such delegation complies with the conditions laid down by the Luxembourg Regulation - and provided such conditions are observed; and (ii) the Custodian Bank will exercise all customary and appropriate care and expertise with regard to the selection, appointment, regular monitoring and control of its sub-custodians.

#### **TO B) MONITORING DUTIES**

In accordance with the Luxembourg Regulation and the articles of association of the Company, as well as with the Custodian Agreement, the Custodian Bank will:

- (i) ensure that the sale, issue, redemption, switching and cancellation of the Company's shares are conducted in accordance with the Luxembourg Regulation and the articles of association of the Company;
- (ii) ensure that the value of the Company's shares is calculated in accordance with the Luxembourg Regulation;

- (iii) execute the Management Company's instructions, provided they do not conflict with the Luxembourg Regulation and the articles of association of the Company;
- (iv) ensure that in transactions concerning the Company's assets, any remuneration is remitted/forwarded to the Company within the customary time limits;
- (v) ensure that the Company's income is recorded in the accounts in accordance with the Luxembourg Regulation and the articles of association of the Company.

To c) CASH FLOW MONITORING

The Custodian Bank is obligated to perform certain monitoring duties with regard to cash flows as follows:

- (i) reconciling all cash flows and conducting such reconciliation on a daily basis;
- (ii) identifying cash flows which in its professional judgment are significant and in particular those which may possibly not be in keeping with the Company's transactions. The Custodian Bank will conduct its verification on the basis of the previous day's transaction statements;
- (iii) ensuring that all bank accounts within the Company's structure have been opened in the name of the Company;
- (iv) ensuring that the relevant banks are EU or comparable banking institutions;
- (v) ensuring that the monies that have been paid by the shareholders have been received and recorded on bank accounts of the Company.

Current information on the Custodian, its duties, potential conflicts, a description of all depositary functions delegated by the Custodian, a list of delegates and sub-delegates and the disclosure of all conflicts of interest that may arise in connection with the delegation of duties are made available to the shareholders, upon request, by the Custodian. Furthermore, a list of delegates and sub-delegates is available at [www.statestreet.com/about/office-locations/luxembourg/subcustodians.html](http://www.statestreet.com/about/office-locations/luxembourg/subcustodians.html).

**CONFLICTS OF INTEREST**

The Custodian Bank is part of an international group of companies and businesses that, in the ordinary course of their business, act simultaneously for a large number of clients, as well as for their own account, which may result in actual or potential conflicts. Conflicts of interest arise where the Custodian Bank or its affiliates engage in activities under the Custodian agreement or under separate contractual or other arrangements. Such activities may include:

- (i) providing nominee, administration, registrar and transfer agency, research, securities lending agent, investment management, financial advice and/or other advisory services to the Company;
- (ii) engaging in banking, sales and trading transactions including foreign exchange, derivative, principal lending, broking, market making or other financial transactions with the Company, either as principal and in the interests of itself, or for other clients.

In connection with the above activities, the Custodian Bank or its affiliates:

- (i) will seek to profit from such activities and are entitled to receive and retain any profits or compensation in any form and are not bound to disclose to, the Company, the nature or amount of any such profits or compensation including any fee, charge, commission, revenue share, spread, mark-up, mark-down, interest, rebate, discount, or other benefit received in connection with any such activities;
- (ii) may buy, sell, issue, deal with or hold, securities or other financial products or instruments as principal acting in its own interests, the interests of its affiliates or for its other clients;
- (iii) may trade in the same or opposite direction to the transactions undertaken, including based upon information in its possession that is not available to the Company;
- (iv) may provide the same or similar services to other clients including competitors of the Fund;
- (v) may be granted creditors' rights by the Company which it may exercise.

The Company may use an affiliate of the Custodian Bank to execute foreign exchange, spot or swap transactions for the account of the Company. In such instances the affiliate shall be acting in a principal capacity and not as a broker, agent or fiduciary of the Company. The affiliate will seek to profit from these transactions and is entitled to retain and not disclose any profit to the Company. The affiliate shall enter into such transactions on the terms and conditions agreed with the Company.

Where cash belonging to the Company is deposited with an affiliate being a bank, a potential conflict arises in relation to the interest (if any) which the affiliate may pay or charge to such account and the fees or other benefits which it may derive from holding such cash as banker and not as trustee.

The Investment Manager or the Management Company may also be a client or counterparty of the Custodian Bank or its affiliates.

For its services, the Company pays to the custodian a remuneration based on the net asset value of the respective Subfund at the end of each month and is payable monthly in arrears. In addition, the custodian is entitled to payment by the Company to recover expenses and the fees charged, in turn, by other correspondent banks.

SSB-LUX is part of a company operating globally. In connection with the settlement of subscriptions and redemptions and the fostering of business relations, data and information about customers, their business relationship with SSB-LUX (including information about the beneficial owner) as well as, to the extent legally permissible, information about business transactions may be transmitted to affiliated entities or groups of companies of SSB-LUX abroad, to its representatives abroad or to the management company or the company. These service providers and the management company or society are required to keep the information confidential and use it only for the purposes for which they have been made available to them. The data protection laws in foreign countries may differ from the Privacy Policy in Luxembourg and provide a lower standard of protection.

## **9. MANAGEMENT COMPANY AND DOMICILIARY AGENT**

The Company is managed by GAM (Luxembourg) S.A. (the "Management Company"), which is subject to the provisions of Chapter 15 of the 2010 Law.

In addition, the Company is domiciled at the Management Company.

The Management Company was established on 08 January, 2002 for an unlimited period. The corporate capital amounts to EUR 5,000,000. It is registered under number B-85.427 in the Luxembourg commercial and companies' register, where copies of the articles of association are available for inspection and can be received on request. The articles of association were last amended on 31 December 2015, as published in the Mémorial in Luxembourg on 16 January 2016.

The Management Company's registered office is at 25, Grand-Rue, L-1661 Luxembourg, Grand Duchy of Luxembourg.

Aside from managing the Company, the Management Company currently administers additional undertakings for collective investments of the Group.

## **10. PRINCIPAL ADMINISTRATIVE AND PAYING AGENT, AGENT, REGISTRAR AND TRANSFER AGENT**

SSB-LUX has been appointed to provide services as the principal administrative and paying agent and as registrar and transfer agent. In consideration of the services rendered, SSB-LUX receives a fee which is based on the net asset value of the respective Subfund for each month, payable monthly in arrears.

## 11. GENERAL INFORMATION ON INVESTMENT MANAGEMENT AND INVESTMENT ADVICE

The Company and/or the Management Company have authorised various specialist financial service providers to act as investment managers (“Investment Managers”), investment advisers (“Investment Advisers”) and/or advisers (“Advisers”) for one or more Subfunds of the Company.

The Investment Managers, Investment Advisers or Advisers shall receive a fee for their work from the net asset value of the Subfund concerned; said fee is detailed in the section “Fees and Costs”.

The Investment Managers and Investment Advisers may, as a matter of principle, call on the assistance of related companies in the performance of their duties, at their own expense and under their own responsibility and supervision; subject to the same proviso, they may appoint sub-investment advisers or, with the consent of the Management Company, sub-investment managers.

The Management Company and the Investment Managers are not obliged to do business with any broker. Transactions can also be conducted through related companies provided their conditions are comparable to those of other brokers or traders and regardless of whether they make a profit out of these transactions. Although in general the Company seeks to pay favourable and competitive commissions, the cheapest brokerage or the most favourable margin is not paid in every case.

### 11.1. INVESTMENT MANAGERS / INVESTMENT ADVISERS

#### GENERAL

The Investment Managers are authorised by right to make investments directly for the corresponding Subfund, taking into account the relevant investment objectives, policy and limits of the Company, and under the ultimate supervision of the Management Company or the Board of Directors or the auditor(s) appointed by the Management Company. The Investment Advisers can submit recommendations to the Management Company for investing the assets of the corresponding Subfunds, taking into account their investment objectives, policy and limits.

#### INVESTMENT MANAGER

The Management Company and the Company may, subject to the prior approval of the CSSF, transfer the portfolio management of some or all Subfunds under their supervision and ultimate responsibility, to one or more Investment Managers. The Investment Managers are currently as follows:

- **GAM INVESTMENT MANAGEMENT (SWITZERLAND) LTD**

Hardstrasse 201, 8005 Zurich, Switzerland

GAM Investment Management (Switzerland) Ltd is the Investment Manager of the following Subfunds:

- ASIA FOCUS EQUITY
- CHINA EVOLUTION EQUITY
- JAPAN EQUITY (The Subfund is managed by GAM Investment Management (Switzerland) Ltd and GAM Systematic LLP. Both Investment Managers will thereby take all investment decisions in a joint and coordinated manner to the benefit of the Subfund).
- HEALTH INNOVATION EQUITY
- SWISS SMALL & MID CAP EQUITY
- SWISS EQUITY

- **GAM INVESTMENT MANAGEMENT (SWITZERLAND) LTD, LUGANO BRANCH**

Via F. Pelli, 6900 Lugano, Switzerland

GAM Investment Management (Switzerland) Ltd, acting through its branch in Lugano, is the Investment Manager of the following Subfund:

- ABSOLUTE RETURN EUROPE EQUITY

GAM Investment Management (Switzerland) Ltd. has been established as a joint stock company under Swiss law in 1990. Today it is a wholly owned subsidiary of the GAM Holding Ltd., Zurich. GAM Investment Management (Switzerland) Ltd is a fund management company in the sense of the Swiss Collective Investment Scheme Act and as such supervised by the Swiss Financial Market Supervisory Authority ("FINMA"). The authorisation of FINMA includes in particular the activities as fund management company of Swiss UCI(T), as representative of foreign UCI in Switzerland and as portfolio manager.

- **GAM INTERNATIONAL MANAGEMENT LIMITED**

8 Finsbury Circus, London EC2M 7GB, United Kingdom

GAM International Management Limited is the Investment Manager of the following Subfunds:

- EMERGING MARKETS EQUITY
- LUXURY BRANDS EQUITY

GAM International Management Ltd. is a company established under the law of the United Kingdom on 26 March 1984 and registered in England and in Wales. The Company is supervised by the British Financial Conduct Authority (FCA) and is authorised to provide investment management services. GAM International Management Ltd. is a 100% indirect group company of the GAM Holding AG, Zurich, Switzerland.

- **GAM SYSTEMATIC LLP**

City House, 126-130 Hills Road, Cambridge CB2 1RE, United Kingdom

GAM Systematic LLP is the Investment Manager of the following Subfund:

- JAPAN EQUITY (The Subfund is managed by GAM Investment Management (Switzerland) Ltd and GAM Systematic LLP. Both Investment Managers will take all investment decisions in a joint and coordinated manner to the benefit of the Subfund).

GAM Systematic LLP (previously Cantab Capital Partners LLP) is a limited liability company incorporated in accordance with British law and registered in England and Wales under company number OC317557. It is regulated and authorised to provide investment services by the Financial Conduct Authority (FCA). GAM Systematic LLP is a 100% subsidiary of GAM Holding AG, Zurich.

In the context of the present Prospectus, the companies GAM Investment Management (Switzerland) Ltd, GAM Investment Management (Switzerland) Ltd, Lugano Branch, GAM International Management Ltd. and GAM Systematic LLP shall be denominated GAM Investment Manager ("GAM Investment Manager").

## 12. PAYING AGENTS AND REPRESENTATIVES

The Company / Management Company has concluded agreements with various paying agents and/or representatives concerning the provision of certain administrative services, the distribution of Shares or the representation of the Company in different distribution countries. The fees charged by the paying agents and representatives may be borne by the Company as agreed in each case. Furthermore, the paying agents and representatives may be entitled to the reimbursement of all reasonable costs that have been duly incurred in connection with the performance of their respective duties.

The paying agents or (processing) establishments necessitated by the local regulations on distribution specified in the various distribution countries, for example correspondent banks, may charge the shareholder additional costs and expenses, in particular the transaction costs entailed by customer orders, in accordance with the particular institution's scale of charges.

## 13. DISTRIBUTORS

The Company/Management Company may, in accordance with the applicable laws, appoint distributors ("Distributors") responsible for the offering and selling of Shares of various Subfunds in all countries in which the

offering and selling of such Shares is permitted. The Distributors are authorised to retain a selling fee (up to a maximum of 5%) for the Shares it markets, or else to waive all or part of the selling fee.

Distributors have been appointed, and further Distributors may be appointed.

A Distributor is authorised, taking into account the applicable national laws and rules and regulations in the country of distribution, to offer "A", "B", "E", "I", "Ia", "M", "Ma", "N" and "Na" Shares (as applicable, also hedged with the addition of the letter "h" (as defined in the section "Description of Shares") in connection with savings plans.

In this respect, the Distributor is authorised in particular:

- (a) to offer savings plans of several years' duration, giving details of the conditions and features and of the initial subscription amount and the recurrent subscriptions;
- (b) to offer, in respect of selling, switching and redemption fees, more favourable terms and conditions for savings plans than the maximum rates for the issue, switching and redemption of Shares otherwise quoted in this prospectus.

The terms and conditions of such savings plans, especially with regard to fees, are based on the law of the country of distribution, and may be obtained from the local Distributors, which offer such savings plans.

A Distributor is also authorised, taking into account the applicable national laws and rules and regulations in the country of distribution, to include Shares in a fund-linked life assurance as an investment component, and to offer Shares in such indirect form to the public. The legal relationship between the Company or Management Company, the Distributor/insurance company and the investors/policyholders is governed by the life assurance policy and the applicable laws.

The Distributors and SSB-LUX must at all times comply with the provisions of the Luxembourg law on the prevention of money laundering, and in particular the law of 7 July 1989, which amends the law of 19 February 1973 on the sale of drugs and the combating of drug dependency, the law of November 12, 2004, on the combat against money laundering and terrorist financing and of the law of April 5, 1993, on the financial sector, as amended, as well as other relevant laws passed by the government of Luxembourg or by supervisory authorities.

Subscribers of Shares must inter alia prove their identity to the Distributor and/or SSB-LUX or the Company whichever accepts their subscription request. The Distributor and/or SSB-LUX or the Company must request the following identity papers from the subscribers: in the case of natural persons a certified copy of the passport/identity card (certified by the Distributor or the local government administration); in the case of companies or other legal entities a certified copy of the certificate of incorporation, a certified copy of the extract from the commercial register, a copy of the latest published annual accounts, the full name of the beneficial owner.

The Distributor must ensure that the aforementioned identification procedure is strictly applied. The Company and the Management Company may at any time require confirmation of compliance from the Distributor or SSB-LUX. SSB-LUX checks compliance with the aforementioned rules in all subscription/redemption requests which it receives from Distributors in countries with non-equivalent money-laundering regulations. In case of doubt as to the identity of the party applying for subscription or redemption because of inadequate, inaccurate or lack of identification, SSB-LUX is authorised, without involving costs, to suspend or reject subscription/redemption requests for the reasons cited above. Distributors must additionally comply with all provisions for the prevention of money laundering which are in force in their own countries.

## 14. CO-MANAGEMENT

In order to reduce current administration costs and achieve broader asset diversification, the Company may decide to manage all or part of a Subfund's assets together with the assets of other Luxembourg UCIs managed by the same Management Company or the same investment manager and established by the same promoter, or have some or all Subfunds co-managed. In the following paragraphs, the words "co-managed units" generally refer to all Subfunds and units with or between which a given co-management arrangement exists, and the

words “co-managed assets” refer to the total assets of those co-managed units managed under the same arrangement

Under the co-management arrangement, investment and realisation decisions can be made on a consolidated basis for the co-managed units concerned. Each co-managed unit holds a part of the co-managed assets corresponding to its net asset value as a proportion of the total value of the co-managed assets. This proportional holding is applicable to each category of investments held or acquired under co-management, and its existence as such is not affected by investment and/or realisation decisions. Additional investments will be allocated to the co-managed units in the same proportion, and sold assets deducted pro rata from the co-managed assets, held by each co-managed unit.

When new Shares are subscribed in a co-managed unit, the subscription proceeds will be allocated to the co-managed units in the new proportion resulting from the increase in the net asset value of the co-managed units to which the subscriptions have been credited, and all categories of investments will be changed by transferring assets from one co-managed unit to the other and thus adapted to the changed situation. Similarly, when Shares in a co-managed unit are redeemed, the required cash may be deducted from the cash held by the co-managed units accordingly, to reflect the changed proportions resulting from the reduced net asset value of the co-managed unit to which the redemptions were charged, and in such cases all categories of investments will be adapted to the changed situation. Shareholders should therefore be aware that a co-management arrangement may cause the composition of the Subfund’s portfolio to be influenced by events caused by other co-managed units, such as subscriptions and redemptions. Provided there are no other changes, subscriptions of shares in a unit with which a Subfund is co-managed will lead to an increase in that Subfund’s cash. Conversely, redemptions of shares in a unit with which a Subfund is co-managed will lead to a reduction in that Subfund’s cash. However, subscriptions and redemptions may be held in the specific account opened for each co-managed unit outside the co-management arrangement and through which subscriptions and redemptions must pass. The possibility of large payments and redemptions being allocated to such specific accounts, and of a Subfund ceasing to participate in the co-management arrangement at any time, prevent changes in a Subfund’s portfolio caused by other co-managed units if these changes are likely to adversely affect the interests of the Subfund and the shareholders.

If a change in the composition of a Subfund’s assets as a result of redemptions or payments of charges and costs relating to another co-managed unit (i.e. not attributable to the Subfund) would cause a breach of the investment restrictions applying to that Subfund, the assets concerned will be excluded from the co-management arrangement before the changes are carried out, so that they are not affected by the changes.

Co-managed assets of a Subfund may be co-managed only with assets which are to be invested in accordance with investment objectives and investment policies compatible with those of the Subfund’s co-managed assets, to ensure that investment decisions are fully compatible with the Subfund’s investment policy. Co-managed assets of a Subfund may be managed jointly only with assets for which the custodian bank also acts as custodian, to ensure that the custodian bank can fully comply with its functions and responsibilities under the 2010 Law on undertakings for collective investment. The custodian bank must always keep the Company’s assets separate from those of other co-managed units, and must therefore always be able to identify the Company’s assets. As co-managed units may be following an investment policy which is not completely the same as that of a Subfund, the joint policy applied may be more restrictive than that of the Subfund.

The Company may end the co-management arrangement at any time and without prior notice.

Shareholders may contact the Company at any time for information on the percentage of assets which is co-managed, and the units with which such co-management exists at the time of their inquiry. Annual and semi-annual reports are also required to specify the composition and percentage proportions of co-managed assets.

## **15. DESCRIPTION OF SHARES**

### **GENERAL**

Shares in the Company have no par value. The Company only issues Shares for each Subfund in registered form. To the extent that bearer shares were issued previously, ownership of these bearer shares can be proved



by possession of the bearer Shares having the corresponding coupons. Ownership of registered shares can be proved by the entry in the register of shareholders. In principle, no physical Share certificates will be issued. A Share acknowledgement is issued and sent to the shareholder. Registered Shares are also issued in fractions, which are rounded up or down to three decimal places. In addition, within each Subfund it is possible to issue distributing and accumulating Shares. Distributing Shares entitle the shareholder to a dividend as determined at the general meeting of shareholders. Accumulating Shares do not entitle the shareholder to a dividend. When dividend payments are made, the dividend amounts are deducted from the net asset value of the distributing Shares. The net asset value of the accumulating Shares, on the other hand, remains unchanged.

Each Share grants a right to part of the profits and result of the Subfund in question. Unless provided otherwise in the articles of association or by law, each Share entitles the shareholder to one vote, which he may exercise at the general meeting of shareholders or at other meetings of the Subfund in question either in person or through a proxy. The Shares do not include rights of priority or subscription rights. Nor are they now or will they in the future be associated with any outstanding options or special rights. The Shares are transferable without restriction unless the Company, in accordance with the articles of association of the Company, has restricted ownership of the Shares to specific persons or organisations (“restricted category of purchasers”).

Thus the Company’s shares are not registered in the USA under the United States Securities Act of 1933 and therefore may be neither offered nor sold in the USA, including the dependent territories, unless such offer or such sale is permitted by way of an exemption from registration under the United States Securities Act of 1933.

Furthermore the shares of the Subfund ASIA FOCUS EQUITY may not be offered, sold or delivered, directly or indirectly, either in India, or to or for the account of “Indian Residents” or to NRIs.

“Indian Residents” within the meaning of this provision refers to persons domiciled in India; partnerships or corporations under Indian law; trusts in which a trustee is domiciled in India; India-domiciled agencies or branches of foreign entities; non-discretionary or similar accounts held in favour of or for the account of a person domiciled in India, and discretionary or similar accounts held by a broker under Indian law or who is domiciled in India. NRI within the meaning of this provision refers to Indian nationals who do not live on Indian territory.

#### **IMMOBILISATION OF BEARER SHARES**

The Luxembourg Law of 28 July 2014 on the mandatory deposit and immobilisation of bearer shares (Immobilisation Law) provides for a new regulation that will apply to physical securities (bearer shares) issued by the management company.

Within the scope of implementing the Immobilisation Law, BIL Banque Internationale à Luxembourg, société anonyme, whose registered office is at 69, route d'Esch, L-2953 Luxembourg, was appointed depository for the safekeeping and registration of bearer shares. The holders of physical securities must deposit these with the depository by 17 February 2016 at the latest and register them under the name and address of the current owner at the time of deposit. Any claims to distributions and associated voting rights attached to bearer shares will be suspended in accordance with the Immobilisation Law and shall only be restored once the bearer shares in question are delivered to a securities deposit account managed by the bank or deposited with the depository stated above.

In accordance with the Immobilisation Law, units not deposited or registered when the prescribed legal deadline has passed shall be valued at the rate valid for 18 February 2016 and the corresponding amount shall be transferred to the Luxembourg Caisse de Consignation. Every shareholder affected can request payment of the amount apportioned to them until expiry of the statutory period of limitation. At the same time, the collected units are deleted.

As of 18 February 2016, the management company will therefore no longer act as a contact for the affected shareholders. Claims for payment of the deposited net asset values can only be made to the Luxembourg Caisse de Consignation.

#### **SHARE CATEGORIES**

The Company’s Board of Directors has approved the issue of Share Categories with different minimum subscriptions, dividend policies, currencies and fee structures. The following Share Categories may be issued:

PROSPECTUS

SHARE CATEGORY	DESCRIPTION
Share category "A"	distributing
Share category "B"	accumulating
Share category "C"	accumulating for "institutional investors"
Share category "Ca"	distributing for "institutional investors"
Share category "E"	accumulating for specified Distributors*
Share category "F"	accumulating for specified Distributors*
Share category "I (**)	accumulating for specified distribution companies and institutional investors*)
Share category "Ia (**)	distributing for specified distribution companies and institutional investors*)
Share category "J (**)	accumulating for certain "institutional investors"
Share category "Ja (**)	distributing for certain "institutional investors"
Share category "M"	accumulating for specified distribution companies and institutional investors*)
Share category "Ma"	distributing for specified distribution companies and institutional investors*)
Share category "N"	accumulating for specified distribution companies*)
Share category "Na"	distributing for specified distribution companies*)
Share category "R"	accumulating for specified intermediaries*
Share category "Ra"	distributing for specified intermediaries*
Share category "S (**)	accumulating for specified intermediaries*
Share category "Sa (**)	distributing for specified intermediaries*
Share categories "A", "B", "C", "Ca", "E", "I", "Ia", "J", "Ja", "M", "Ma", "N", "Na", "R", "Ra", "S", "Sa" and "Z" with the addition of the letter "h"	hedged share categories*
Share category "Z"	accumulating for certain "institutional investors"

\*) as defined below

\*\*) The share categories I, Ih, Ia, Iah, S, Sh, Sa and Sah of a Subfund may be numbered as 1, 2, 3... and labelled as I1, I2, I3 (...), Ih1, Ih2, Ih3 (...), Ia1, Ia2, Ia3 (...), Iah1, Iah2, Iah3 (...), S1, S2, S3 (...), Sh1, Sh2, Sh3 (...), Sa1, Sa2, Sa3 (...), Sah1, Sah2, Sah3 (...) and J1, J2, J3 (...), Jh1, Jh2, Jh3 (...), Ja1, Ja2, Ja3 (...) and Jah1, Jah2, Jah3 (...) (further information about the different share categories issued for each Subfund is available in section "Fees and costs").

"C", "CH", "CA", "CAH", "I", "IH", "IA", "IAH", "J", "JH", "JA" and "JAH" Shares, within the meaning of Article 174 et seq. of the 2010 Law, these shares may be acquired only by "institutional investors", subject to a successful application procedure (re. minimum subscriptions, see the section "Issue and sale of Shares / Application procedure" and "Fees and costs").

For entities incorporated in the EU, the definition of "institutional investors" includes all eligible counterparties and all clients considered per se to be professionals pursuant to Directive 2014/65/EU on markets in financial instruments ("MIFID- Directive") who have not requested non-professional treatment.

"E" and "EH" SHARES are issued exclusively to Distributors domiciled in Spain, Italy and Taiwan and to other specific Distributors in other distribution markets, provided the Board of Directors of the Company has decided for the latter on a special authorisation for the distribution of the "E" and "Eh" Shares. All other Distributors are not allowed to acquire "E" and "Eh" Shares.

**"F" SHARES** are issued exclusively to "Qualified Domestic Institutional Investors" (QDII) from the People's Republic of China as well as to specific investors in other countries, provided the Board of Directors of the Company has decided for the latter on a special authorisation. All other investors are not allowed to acquire "F" Shares.

**"M", "MH", "MA" and "MAH" SHARES** are available at the sole discretion of the Management Company exclusively for specified distribution companies that comply with the prerequisites as institutional investor according to Article 174 et seq. of the 2010 Law. For entities incorporated in the EU, the definition of "institutional investors" includes i. a. all eligible counterparties and all clients considered per se to be professionals pursuant to Directive 2014/65/EU on markets in financial instruments ("MIFID- Directive") who have not requested non-professional treatment.

**"N", "NH", "NA" and "NAH" SHARES** are available at the sole discretion of the Management Company exclusively for specified distribution companies.

**"R", "RH", "RA", "RAH", "S", "SH", "SA" and "SAH" SHARES** are available for specified intermediaries only, who are not allowed to accept and retain fees, commissions or any monetary or non-monetary benefits (except for minor non-monetary benefits) paid or provided by any third party or a person acting on behalf of a third party, be this (i) due to legal requirements or (ii) due to the fact that they have concluded contractual agreement (e.g. individual discretionary portfolio management or advisory agreements with separate fee arrangements or other agreements) with their customers which exclude such payments.

**"Z" and "ZH" SHARES** may be acquired exclusively by "institutional investors", within the meaning of Article 174 et seq. of the 2010 Law, who have signed an asset management or investment advisory agreement with GAM Investment Management (Switzerland) Ltd., Hardstrasse 201, CH-8037 Zurich, Switzerland and who observe the minimum subscription amount (cf. minimum subscription amount in section "Issue of Shares / Application procedure" and "Fees and costs"). In case the contractual basis for holding Z and Zh Shares is no longer given, the Company will automatically switch Z and Zh Shares into Shares of another category which are eligible for the shareholder in question, and all provisions regarding the Shares of such other category (including fees and taxes) shall apply to such Shares. For entities incorporated in the EU, the definition of "institutional investors" includes i. a. all eligible counterparties and all clients considered per se to be professionals pursuant to Directive 2014/65/EU on markets in financial instruments ("MIFID-Directive") who have not requested non-professional treatment.

Where a Share Category is offered in a currency other than in the accounting currency of the Subfund concerned, the currency will be indicated as such. For these additional Share Categories the Company may, in relation to the Subfund concerned, hedge the Shares in these Share Categories against the currency of the Subfund or against other currencies, so as to reduce the risk of exchange rate fluctuations. Where such currency hedging is applied, the Company may, in relation to the Subfund concerned and exclusively for this Share Category, perform foreign exchange forward transactions, currency futures transactions, currency options transactions and currency swaps in order to preserve the value of the currency of the Share Category against the accounting currency or against other currencies. Where such transactions are performed, the results of this hedging shall be reflected in the net asset value and hence in the performance of the Share Category. Similarly, any costs arising from such hedging transactions shall be borne by the Share Category for which they were incurred. Such hedging transactions may be performed regardless of whether the currency of the Share Category or other currencies against which there is hedging rise or fall in relation to the currency of the Subfund. Therefore, where such hedging is carried out, it may protect the shareholder in the corresponding Share Category against a fall in the value of the currency of the Subfund relative to the currency of the Category, though it may also prevent the shareholder from taking advantage of an increase in the value of the currency of the Subfund.

Shareholders' attention is drawn to the fact that complete protection cannot be guaranteed. Furthermore no guarantee can be given that shareholders of the hedged categories will not be exposed to influences of currencies other than the currency of the Share Category concerned.

Notwithstanding the aforementioned provision relating to the exclusive allocation of the transactions to a specific Share Category, hedging transactions for a Share Category of a Subfund may still impair the net asset value of the other Share Categories in the same Subfund. This is due to the fact that there is no legal segregation of liabilities between the assets of different Share Categories.

With regard to all Subfunds, it is planned to offer Share Categories both in their accounting currency and – if it is different from the following – in AUD, CHF, DKK, EUR, GBP, JPY, NOK, SEK, SGD and USD.

The Board of Directors of the Company may decide at any time to issue new or further Share Categories for all Subfunds in a currency other than the accounting currency. The period for the initial subscription (and, if applicable, the initial issue price) of such additional Share Categories can be consulted in each case on [www.funds.gam.com](http://www.funds.gam.com).

## 16. ISSUE OF SHARES / APPLICATION PROCEDURE

### GENERAL INFORMATION ON THE ISSUE

The Shares are offered for sale on each valuation day following the initial issue.

Subscription requests can either be sent to one of the Distributors, which will forward them to SSB-LUX or directly to the Company in Luxembourg (attn. SSB-LUX, registrar and transfer agent, 49, Avenue J.F. Kennedy, L-1855 Luxembourg). The subscriber should instruct his/her bank to transfer the amount due to the applicable SSB-LUX foreign exchange account shown below to the beneficiary, GAM Multistock, giving precise details of the identity of the subscriber(s), the Subfund(s) to which the subscription for Shares relates and, within a Subfund, the Share Categories being subscribed to.

All subscriptions for Shares in Subfunds received by SSB-LUX no later than 15:00 Luxembourg local time on a valuation day (as defined in section "Calculation of net asset value") will be treated at the Issue Price determined on the following valuation day. Subscriptions received by SSB-LUX after this time are covered by the Issue Price of the valuation day after the following valuation day. To ensure punctual transmission to SSB-LUX applications placed with Distributors in Luxembourg or abroad may be subject to earlier cut-off times for the delivery of subscription applications. These times can be obtained from the Distributor concerned.

The Company or the Management Company may set different cut-off times for certain groups of investors, for example, for investors in distribution countries in which this is justified by a different time zone. If such times are set, the valid cut-off time must as a matter of principle be earlier than the time at which the net asset value in question is calculated. Different cut-off times may be agreed separately either with the distribution countries concerned or published in an appendix to the prospectus or another marketing document used in the distribution countries concerned.

Hence, Shares are subscribed for an unknown net asset value (forward pricing).

Notwithstanding that, the Company or the Management Company may instruct the Transfer Agent not to consider subscription requests as received until the total subscription amount has been received by the custodian bank ("**Cleared Funds Settlement**"). Comparable applications received on the same valuation day shall be treated equally. Subscriptions effected according to this procedure will be based on the Issue Price of the valuation day after receipt of the subscription amount by the custodian bank.

### ISSUE PRICE / SELLING FEE

The Issue Price is based on the net asset value per share on the relevant valuation day, rounded to two decimal places (regarding "N" Share categories denominated in JPY: rounded to two decimal places; and regarding all other Share categories denominated in JPY: without decimal position), plus any applicable selling fee charged by the Distributor or the Company. Further details of the Issue Price may be requested from the registered office of the Company. The selling fees payable to a Distributor and expressed as a percentage of the net asset value or of the Issue Price may be up to 5%.

In the case of larger transactions, the Distributor may waive all or part of the selling fee to which he is entitled.

### MINIMUM SUBSCRIPTION AMOUNT

For the initial subscription the following minimal subscription amount per Subfund is provided:

<b>SHARE CATEGORIES</b>	<b>MINIMUM SUBSCRIPTION AMOUNT PER SUBFUND IN EUR OR THE EQUIVALENT VALUE IN THE CURRENCY OF THE SHARE CATEGORY IN QUESTION</b>
C, Ch, Ca and Cah Shares (Shares for “institutional investors”)	500.000.-
I, Ih, Ia and Iah Shares (Shares for specified distribution companies and “institutional investors”)	25.000.000,-
J, Jh, Ja and Jah Shares (Shares for “institutional investors”)	100.000.000,-
M and Ma Shares (Shares for specified distribution companies and institutional investors)	500.000,-
S, Sh, Sa, Sah Shares (Shares for certain intermediaries)	25.000.000.-
Z and Zh Shares (Shares for certain “institutional investors”)	25.000.000.-

The Company’s Board of Directors may at its own discretion accept initial subscription applications for an amount lower than the stated minimum subscription amount. Subsequent subscriptions of the above mentioned Share Categories are not subject to a minimum subscription amount.

**PAYMENTS**

The value of the total amount of the subscription must be credited to one of the accounts below in the currency of the relevant Subfund or, as applicable, the relevant Share Category, no later than four (4) Luxembourg business days after the end of the initial subscription period during the period of the initial issue, or after this period, no later than four (4) Luxembourg business days after the applicable valuation day, or in accordance with any particular national regulations. Payments in the respective currencies must be made to the accounts below. The Company and the Management Company are entitled without further ado to re-process or retroactively refuse subscriptions for which the amount subscribed is not credited within the specified term.

However, if the Company or the Management Company has instructed the Transfer Agent to only consider subscriptions as received once the total amount subscribed has been credited to the Custodian (“Cleared funds settlement”), then the shareholders will be recorded in the register on such day on which the receipt of the amount subscribed is booked.

The subscriber should instruct his bank to transfer the amount due to the SSB-LUX currency account indicated below for the beneficiary, GAM MULTISTOCK, together with the exact identity of the subscriber(s), the Subfund(s) of which Shares are to be subscribed, and (if applicable) the currency and Share Category within the Subfund to be subscribed.

Payments in the respective currencies must have been credited to the following accounts on the day indicated above for this purpose. In case payments are credited late, the subscriber may be charged debit interest, if applicable:

## PROSPECTUS

Currency	Correspondence bank	Account no.	In favor of/ final beneficiary
AUD	BOFAAUSX (Bank of America, Sydney)	16830018	GAM (Luxembourg) S.A.
CHF	BOFACH2X (Bank of America Zürich)	CH45 0872 6000 0401 0701 6	GAM (Luxembourg) S.A.
DKK	DABADKKK (Danske Bank Copenhagen) in favour of: BOFAGB22 (Bank of America London)	GB77 BOFA 1650 5056 6840 30	GAM (Luxembourg) S.A.
EUR	BOFADEFX (Bank of America Frankfurt)	DE40 5001 0900 0020 0400 17	GAM (Luxembourg) S.A.
GBP	BOFAGB22 (Bank of America London)	GB24 BOFA 1650 5056 6840 14	GAM (Luxembourg) S.A.
JPY	BOFAJPJX (Bank of America Tokyo)	6064 22747-012	GAM (Luxembourg) S.A.
NOK	DNBANOKK (DNB Bank Oslo) in favour of: BOFAGB22 (Bank of America London)	GB76 BOFA 1650 5056 6840 48	GAM (Luxembourg) S.A.
SEK	HANDSESS (Svenska Handelsbanken Stockholm) in favour of: BOFAGB22 (Bank of America London)	GB02 BOFA 1650 5056 6840 22	GAM (Luxembourg) S.A.
SGD	BOFASG2X (Bank of America Singapore)	6212 59535-018	GAM (Luxembourg) S.A.
USD	BOFAUS3N (Bank of America New York)	6550068052	GAM (Luxembourg) S.A.

After settlement of the subscription request, an order confirmation will be issued which will be sent to the shareholder on the day after settlement of the order, at the latest.

### **IN-KIND CONTRIBUTION**

In exceptional cases, a subscription can take the form of an in-kind contribution, in whole or in part, whereby the composition of the in-kind contribution must be consistent with the investment objectives and policy as well as the investment limits of the respective Subfund. Furthermore, the valuation of the in-kind contribution must be confirmed independently by the Company's auditor. The costs incurred in connection with in-kind contributions (mainly for the independent audit report) will be borne by the investors contributing in kind.

### **SEVERAL JOINT APPLICANTS**

In case of more joint applicants, the application must include the signatures of all applicants. The registrar is authorised to accept instructions from the first-named applicant in the application until receipt of a corresponding confirmation. In the case of savings plans, the Distributor/Company is required to treat all joint applicants equally with regard to their rights relating to the Shares.

### **NOMINEE SERVICE**

Investors can subscribe Shares directly from the Company. Investors may also purchase Shares in a Subfund by using the nominee service offered by the relevant Distributor or its correspondent bank. A Distributor or its correspondent bank having its registered office in a country with equivalent money-laundering regulations then subscribes and holds the Shares as a nominee in its own name but for the account of the investor. The Distributor or correspondent bank then confirms the subscription of the Shares to the investor by means of a letter of confirmation. Distributors that offer a nominee service either have their registered office in a country with equivalent money-laundering regulations or execute their transactions through a correspondent bank based in a country with equivalent money-laundering regulations.

Investors who use a nominee service may issue instructions to the nominee regarding the exercise of votes conferred by their Shares as well as request direct ownership by submitting an appropriate request in writing to the relevant Distributor or custodian bank.

The Company draws investors' attention to the fact that each investor can only assert his/her investor's rights (in particular the right to take part in shareholders' meetings) in their entirety directly against the Company if the investor him-/herself is enrolled in his/her own name in the Company's register of shareholders. In cases where an investor makes his/her investment in the Company via an intermediary, which makes the investment in its own name but for the investor's account, not all investor's rights can necessarily be asserted by the investor directly against the Company. Investors are advised to obtain information on their rights.

**16.1. APPLICATION AND CONFIRMATION**

- (a) In the case of joint applicants, the Company is authorised to accept instructions relating to voting rights, transfers and redemptions from the first-named applicant in the application and, where the Shares are distributing Shares, to make payment to the first-named applicant in the application unless it receives instructions to the contrary.
- (b) A legal entity must submit its application under its own name or through an authorised member of the Company, whose authority must be demonstrated.
- (c) If an application or confirmation is signed by a person with power of attorney, the power of attorney must be included with the application.
- (d) Notwithstanding (a), (b) and (c), an application may be accepted if it is signed by a bank or on behalf of or apparently on behalf of another natural person or legal entity.
- (e) If an application is received in which it is not clear whether the application is for distributing or accumulating Shares, the Company will automatically issue accumulating Shares.
- (f) Additional information for Investors in Italy: If not excluded by local provisions, subscription of shares may also be validated by means other than by a signed subscription form. This may be done by an intermediary providing investment services under a written contract, in the name and on behalf of the investor, or in his own name and for the account of the investor.

**16.2. GENERAL**

After completion of the subscription application form, an order confirmation is issued, which is sent to the shareholder no later than one day after execution of the order at the address indicated by the applicant(s) on the application form (or to the first-named applicant in the case of joint applicants).

The Company retains the right to reject applications or to accept them only in part.

If an application is rejected in full or in part, the subscription amount or the corresponding balance is transferred to the first-named applicant at the risk of the authorised person(s)/organisation(s) within thirty (30) days of the decision of non-acceptance. The Company reserves the right to withhold any overpaid subscription amounts until the final account is issued.

In addition, the Company or the Management Company may refuse to accept new applications from new investors for a specific period if this is in the interests of the Company and/or shareholders, including situations where the Company or a Subfund have reached a size such that they can no longer make suitable investments.

Subscriptions and redemptions are made for investment purposes only. Neither the Company nor Management Company nor SSB-LUX will permit arbitrage techniques, such as market timing, late trading or any other excessive trading practices. Such practices may be detrimental to the performance of the Company or its Subfunds, thereby interfering with the management of the portfolio. To minimise these negative consequences, the Company, the Management Company and SSB-LUX reserve the right to refuse subscription and switching applications from investors whom they believe to be carrying out, or to have carried out, such practices or whose practices adversely affect the other investors.

Market timing is the arbitrage method whereby the investor systematically subscribes, exchanges or redeems shares of a Subfund within a short period of time, taking advantage of time shifts and/or shortcomings or deficiencies in the calculation system of the net asset value of the Subfund.

Late trading means the purchase or sale of shares after the close of trading at a fixed or foreseeable closing price. In any event, the Management Company will ensure that the issue of shares is settled on the basis of a share value previously unknown to the investor. If, however, there is a suspicion that an investor is engaged in late trading, the Management Company may refuse to accept the subscription application until the applicant has dispelled any doubts regarding his subscription application.

The Company or the Management Company may also compulsorily redeem the Shares of a shareholder engaging in or having engaged in such practices. It shall not be liable for any gain or loss resulting from such rejected applications or compulsory redemptions.

## 17. REDEMPTION OF SHARES

### GENERAL INFORMATION ON REDEMPTIONS

Applications for redemption received by the Company (attn. SSB-LUX), registrar and transfer agent, 49, Avenue J.F. Kennedy, L-1855 Luxembourg) or directly by SSB-LUX no later than 15:00 Luxembourg local time are treated at the Redemption Price of the following valuation day. To ensure punctual forwarding to SSB-LUX, applications placed with Distributors in Luxembourg or abroad may be subject to earlier cut-off times for the delivery of redemption applications. These times can be obtained from the Distributor concerned.

The Company or the Management Company may set different cut-off times for certain groups of investors, for example, for investors in distribution countries in which this is justified by a different time zone. If such times are set, the valid cut-off time, as a matter of principle, must be earlier than the time at which the net asset value in question is calculated. Different cut-off times may be agreed separately either with the distribution countries concerned or be published in an appendix to the prospectus or another marketing document used in the distribution countries concerned. Hence, Shares are redeemed for an unknown net asset value (forward pricing).

A correctly submitted application for redemption is irrevocable, except in the case of and during the period of a suspension or postponement of redemptions. Applications for redemption received after the time specified above are processed one valuation day later unless the Company, in receipt of applications for redemption corresponding to more than 10% of the net asset value of the relevant Subfund, decides to postpone all redemptions for a period not exceeding seven (7) successive valuation days.

After completion of the redemption application form, an order confirmation is issued, which is sent to the shareholder no later than one day after execution of the order.

Payments are normally made in the currency of the relevant Subfund or in the reference currency of the relevant Share Category, within five (5) bank business days in Luxembourg after the valuation day concerned.

The value of Shares at the time of redemption may be higher or lower than their purchase price depending on the market value of the assets of the Company or of the particular Subfund at the time of purchase/redemption. All redeemed Shares are cancelled. The Redemption Price may be obtained from the registered office of the Company or from one of the Distributors and can be consulted at [www.funds.gam.com](http://www.funds.gam.com).

### REDEMPTION PRICE

The price of each Share submitted for redemption ("Redemption Price") is based on the net asset value per share valid on the valuation day of the Subfund concerned; the Redemption Price is rounded to two decimal places (regarding "N" Share categories denominated in JPY: rounded to two decimal places; and regarding all other Share categories denominated in JPY: without decimal position). For the Redemption Price to be calculated on the valuation day, the Company must have received the redemption application form.

In the event that under extraordinary conditions the redemption application leads to one or more assets of the Subfund concerned having to be sold at below its/their value, the Board of Directors of the Company may decide that the differential amount (known as the "spread") between the actual value and the selling value be charged proportionally to the investor filing the redemption application concerned, in favour of the Subfund. The amount debited may be determined by the Board of Directors at its due discretion and taking account of the interests of all shareholders. Shareholders shall be informed appropriately of any such measure that is taken.

### REDEMPTION FEE

If no selling fee has been charged ("no-load"), the Distributor is entitled to charge a redemption fee of up to 3% of the relevant net asset value per Share.

### REDEMPTION IN KIND

In special cases, the Company's Board of Directors may decide to pay the redemption proceeds to a shareholder upon request or with approval of a shareholder in the form of a full or partial payment in kind. It must be ensured that all shareholders are treated equally and the auditor of the Company's annual report must independently confirm the valuation of the payment in kind.



**REDEMPTION DEFERRAL**

The Company is not obliged to redeem more than 10% of the currently issued Shares in a Subfund on one valuation day or within a period of seven (7) successive valuation days. For the purposes of this provision, the switching of Shares in a Subfund is deemed to constitute the redemption of the Shares. If, on any valuation day, the number of Shares for which redemption is requested is greater than indicated above, the Company may postpone the redemptions until the seventh valuation day thereafter. Such applications for redemption will take precedence over applications received subsequently.

If the calculation of the net asset value is suspended or redemption is postponed, Shares offered for redemption will be redeemed on the next valuation day after the suspension of valuation or the postponement of redemption has ended at the net asset value applying on that day, unless the redemption request has previously been revoked in writing.

**LIQUIDATION OF SUBFUNDS**

If, during a period of sixty (60) consecutive days, the total net asset value of all outstanding Shares in the Company is less than twenty-five million Swiss francs (CHF 25 million) or the equivalent in another currency, the Company may, within three (3) months of such circumstances, inform all shareholders by written notification that upon such notification all Shares will be redeemed using the net asset value applicable on the valuation day appointed for this purpose.

If, during a period of sixty (60) consecutive days, the net asset value of a Subfund, for whatever reason, falls below ten (10) million Swiss francs (CHF million) or the equivalent in another Subfund currency, or if the Board of Directors deems it necessary because of changes in the economic or political circumstances that affect the Subfund, or if it is in the interest of the shareholders, the Board of Directors may redeem all, but not some, of the Shares in the Subfund concerned on the valuation day appointed for this purpose at a Redemption Price which reflects the estimated realisation and liquidation costs for closure of the Subfund concerned, without applying any other redemption fee.

The liquidation of a Subfund associated with the compulsory redemption of all Shares concerned for reasons not related to the minimum volume of its net asset value, or as a result of changes in economic or political circumstances which have a bearing on the Subfund in question, may only be carried out with the prior agreement of the shareholders in the Subfund to be liquidated at a meeting of shareholders of the Subfund in question, convened in accordance with the regulations. Such resolution may be passed with no quorum requirement and with a majority of 50% of Shares present/represented.

Any liquidation proceeds which could not be paid out to the shareholders after a Subfund has been liquidated will be deposited with the *Caisse des Consignations* in Luxembourg in accordance with Article 146 of the 2010 Law in favour of the entitled person or persons and are subject to a thirty (30) year expiration period.

**MERGING OF SUBFUNDS**

Furthermore, the Board of Directors may, once it has informed the shareholders concerned in advance in the manner required by law, merge a Subfund with another of the Company's Subfunds or with another UCITS according to Directive 2009/65/EC or with a Subfund thereof.

A merger determined by the Board of Directors, which is to be carried out according to the provisions of chapter 8 of the 2010 Law, is binding on the shareholders of the Subfund concerned after expiry of a 30-day period from the corresponding notification of the shareholders concerned. During the notification period the shareholders may return their shares to the Company without paying a redemption fee, with the exception of the amounts retained by the Company to cover expenses connected with disinvestments. The above-mentioned period shall end five (5) banking days before the valuation day that is determining for the merger.

A merger of one or more Subfunds as a result of which the SICAV ceases to exist must be decided on by the general meeting and be ascertained by the notary public. No quorum is necessary for such resolutions and a simple majority of the shareholders present or represented is sufficient.

**MERGING OR LIQUIDATION OF SHARE CATEGORIES**

In addition, the Board of Directors may, once it has informed the shareholders concerned in advance, merge a Share Category with another Share Category of the Company, or liquidate it. A merger of Share Categories is conducted on the basis of the net asset value on the valuation day that is determining for the merger and is confirmed independently by the Company's auditor.

**18. SWITCHING OF SHARES**

Shareholders in each Subfund are entitled to switch some or all of their Shares for Shares in another Subfund on a valuation day which is applicable for both Subfunds, as well as within one Subfund to switch Shares of one Share Category into Shares of another Share Category. All the qualification prerequisites and minimum subscription amounts ("Minimum Switching Value") and the other conditions applicable to the original Share Category or the new Share Category shall apply for the Distributors and/or shareholders effecting a switch. The Company's Board of Directors may at its discretion accept initial switching applications for an amount lower than the stated minimum switching amount.

To do this, a written application must be submitted directly to the Company, SSB-LUX, registrar and transfer agent, 49, Avenue J.F. Kennedy, L-1855 Luxembourg, or to a Distributor. The application must contain the following information: the number of shares of the Subfund to be switched resp. the Share Category to be switched and the new Subfund resp. Share Category, as well as the value ratio, according to which the Shares in one or more Subfunds resp. in each Share Category are to be divided if more than one new Subfund resp. Share Category is supposed to be replaced. In addition, the provisions relating to the cut-off time and forward pricing (see the sections "Issue and sale of Shares / Application procedure" and "Redemption of Shares") must be observed.

The switching is based on the applicable net asset value per Share of the Subfund in question. The Company applies the following formula to calculate the number of Shares into which the shareholder would like to convert

$$A = \frac{[(B \times C) - E] \times F}{D}$$

his holding:

where:

- A = Number of Shares to be issued in the new Subfund;
- B = Number of Shares in the Subfund originally held;
- C = Redemption Price per Share of the Subfund originally held, less any selling costs;
- D = Issue Price per Share of the new Subfund, plus reinvestment costs;
- E = Switching fee, if any (max. 1% of net asset value) – whereby comparable switching requests on the same day are charged the same switching fee;
- F = exchange rate; if the old and new Subfunds have the same currency, the exchange rate is 1.

The Company will inform the shareholders concerned of details relating to the switch and will issue new acknowledgements.

## 19. DIVIDENDS

### GENERAL INFORMATION

The Board of Directors proposes to the general meeting of shareholders a reasonable annual dividend payment for the distributing Shares in the Subfund, ensuring that the net asset value does not fall below the minimum of EUR 1,250,000. Subject to the same limitation regarding the minimum net asset value, the Board of Directors may also fix interim dividends. In the case of accumulating Shares, no dividend payments are made, but the values allocated to the accumulating Shares remain reinvested for the benefit of the shareholders holding them.

The fixed dividends are published on [www.funds.gam.com](http://www.funds.gam.com) and in further publications to be determined by the Company from time to time.

Distributions take place, in principle, within one month from the fixing of the dividend in the currency of the Subfund concerned. At the request of the shareholders holding distributing Shares, the dividends may also be paid in another currency established by the Management Company using the exchange rates applicable at the time and at the expense of these shareholders.

Dividends for distributing registered Shares are paid to the shareholders entered in the Company's book of registered shareholders. Further details with regards to dividends for distributing bearer Shares are outlined in the section 15 "Description of Shares".

Claims for dividends which have not been asserted within five (5) years from distribution, shall be forfeited and revert to the Subfund in question.

### DISTRIBUTION FROM CAPITAL

For the distributing share categories dividends may be paid out of capital, when the income / capital gains realized by the Subfund are not sufficient. This may, under certain circumstances and to a reasonable extent, implicate the payment of an unchanged dividend per share. The Subfunds are managed in the interest of all shareholders in accordance with the specified investment objectives. Shareholders should note in this regard that dividends, when paid out of capital, represent a return or withdrawal of a portion of the amount originally invested, or are generated out of the capital gains deriving from the initial investment. Such distributions may lead to an immediate decrease in the net asset value per share of the Subfund.

## 20. CALCULATION OF NET ASSET VALUE

The net asset value of a Subfund and the net asset value of the Shares (as defined in the section "Description of Shares") issued in the Subfund and any Share Categories with a reference currency other than the accounting currency, are determined in the applicable currency on every valuation day – as defined below – apart from the cases of suspension as described in the section "Suspension of calculation of net asset value, and of the issue, redemption and switching of Shares". The valuation day for each Subfund will be each bank business day in Luxembourg which is not a normal public holiday for the stock exchanges or other markets which represent the basis for valuation of a major part of the net assets of the corresponding Subfund, as determined by the Company ("Valuation Day"). The total net asset value of a Subfund represents the market value of its assets less its liabilities (the "assets of the Subfunds"). The net asset value of a Share of a Share class is determined by dividing the total amount of all assets of the Subfund that are allocated to this Share class, minus all liabilities allocated to this Share class, by the number of outstanding Shares of the same Share class. The net asset values of the Subfunds are calculated in accordance with the valuation regulations and guidelines ("valuation regulations") laid down in the articles of association and issued by the Board of Directors.

The valuation of securities held by a Subfund and listed on a stock exchange or on another regulated market is based on the last known listing price on the principal market on which the securities are traded, using a procedure for determining prices accepted by the Board of Directors.

The valuation of securities whose listing price is not representative and all other eligible assets (including securities not listed on a stock exchange or traded on a regulated market) is based on their probable realisation price determined with care and in good faith by or, if applicable, under the supervision of the Board of Directors.

All assets and liabilities in a currency other than that of the Subfund in question are converted using the exchange rate determined at the time of valuation.

The net asset value determined per Share in a Subfund is considered final and binding once it is confirmed by the Board of Directors or an authorised member of the Board of Directors/authorised representative of the Board of Directors, except in the case of a manifest error.

In its annual reports, the Company must include audited consolidated annual reports for all Subfunds in Swiss Francs.

If, in the opinion of the Board of Directors, and as a result of particular circumstances, the calculation of the net asset value of a Subfund in the applicable currency is either not reasonably possible or is disadvantageous for the shareholders in the Company, the calculation of the net asset value, the Issue Price and the Redemption Price may temporarily be carried out in another currency.

Valuation of the derivatives and structured products used in any of the Subfunds is performed on a regular basis by use of the *mark-to-market* principle, in other words at the last available price.

## **21. SUSPENSION OF CALCULATION OF NET ASSET VALUE, AND OF THE ISSUE, REDEMPTION AND SWITCHING OF SHARES**

The Company may temporarily suspend the calculation of the net asset value of each Subfund and the issue, redemption and switching of Shares in a Subfund in the following circumstances:

- (a) where one or more stock exchanges or other markets which are the basis for valuation of a significant part of the net asset value are closed (apart from normal public holidays), or where trading is suspended;
- (b) where in the opinion of the Board of Directors of the Company it is impossible to sell or to value assets as a result of particular circumstances;
- (c) where the communication technology normally used in determining the price of a security of the Subfund fails or provides only partial functionality;
- (d) where the transfer of moneys for the purchase or sale of investments of the Company is impossible;
- (e) in the event of a merger of a Subfund with another Subfund or with another UCI (or a Subfund thereof), if this appears justified for the purpose of protecting the shareholders; or
- (f) if, owing to unforeseeable circumstances, a large volume of redemption applications has been received and, as a result, the interests of the shareholders remaining in the Subfund are endangered in the opinion of the Board of Directors; or
- (g) in the case of a resolution to liquidate the Company: on or after the date of publication of the first calling of a general meeting of shareholders for the purpose of such resolution.

The Company's articles of association provide that the Company must immediately suspend the issue and switching of Shares when an event resulting in liquidation occurs or such is required by the CSSF. Shareholders having offered their Shares for redemption will be notified of any suspension in writing within seven (7) days, and of the ending of suspension immediately.

## **22. FEES AND COSTS**

### **FEE STRUCTURE**

For the activity of the Management Company, the custodian, the central administration agent, the paying agent, the registrar and transfer agent, the Investment Manager or Investment Adviser, the paying agents, the representatives and distributors (if applicable), as well as for additional advisory services and support activities,

fees and, where applicable, additional costs will be charged to the respective Subfunds. Details regarding the applicable fee amount and fee structure can be found in the Special Part under the Section “Fees and costs”.

The fees are calculated on each valuation day and are payable monthly in arrears.

**MANAGEMENT FEE**

The Management Fee (“Management Fee”) serves as remuneration (a) for the Investment Managers and/or investment advisors and (b) for distributors, together in each case with associated support services. All or part of the Management Fee may be paid to distributors, placement agents and similar financial intermediaries as commission, retrocession or rebate.

The Management Fee may be charged by the Management Company at different rates for individual Subfunds and/or share categories within a given Subfund or may be waived in full. The annual maximum Management Fee is shown in the table below.

**SERVICING FEE**

In addition, a servicing fee (“**Servicing Fee**”) will be debited by the Management Company to each Subfund and/or share category. The Servicing Fee constitutes remuneration for the following services rendered by the Management Company or its appointees and delegates:

- **CUSTODY AND ADMINISTRATION SERVICES:** business activities in accordance with custody and sub-custody services, registrar and transfer agency, central administration (fund administration, fund accounting), principal paying agency;
- **OPERATIONAL MANAGEMENT:** Remuneration of the Management Company for the operational management and supervision of the business activities of the Company; Risk Management; remuneration and expenses of the Board of Directors of the Company; expenses in relation to the convening of general meetings of shareholders; notary fees;
- **SALES AND MARKETING:** Sales and marketing expenses, further distribution support, licence fees;
- **REGULATORY:** Public charges: taxes (particularly the *taxe d’abonnement*); mandatory fund documents (prospectus, KIID, annual and semi-annual reports); auditing fees; costs associated with registration and reporting to supervisory authorities in different distribution countries; listing fees; publication costs for NAVs and corporate actions;
- **OTHER SERVICES:** Legal and tax services; paying agents and representatives; insurance premiums; and any other costs incurred by the Management Company on behalf of the Company.

The Servicing Fee may be charged by the Management Company at different rates for individual Subfunds and/or share categories within a given Subfund or may be waived in full. The annual maximum Servicing Fee is shown in the table below.

Both, Management Fee and the Servicing Fee, will be calculated on the basis of the net asset value of the respective Subfund and/or share category and debited to such Subfund and/or such share category on each Valuation Day (as defined in the section “Calculation of net asset value”), and will be payable monthly in arrears.

The Management Fee and the Servicing Fee together constitute the Total Expense Ratio (TER) of the respective Subfund and/or share category.

As shown in the table below, the Management Fee and the Servicing are both capped. Any costs exceeding this cap are borne by the Management Company.

SUBFUNDS	MAXIMUM FEE****) P.A. IN % OF THE NET ASSET VALUE (NAV)			
	SHARE CATEGORY	MANAGEMENT FEE	SERVICING FEE	TOTAL EXPENSE RATIO (TER)
ABSOLUTE RETURN EUROPE EQUITY	A/Ah/B/Bh	1.40%	0.30%	1.50%
	E/Eh*)	2.15%	0.30%	2.25%

PROSPECTUS

SUBFUNDS	MAXIMUM FEE****) P.A. IN % OF THE NET ASSET VALUE (NAV)			
	SHARE CATEGORY	MANAGEMENT FEE	SERVICING FEE	TOTAL EXPENSE RATIO (TER)
	R/Rh/Ra/Rah**)	0.90%	0.30%	0.90%
	C/Ch/Ca/Cah**)	0.80%	0.30%	0.90%
	I/Ih/Ia/Iah**)	tbd*****)	0.30%	tbd*****)
	J/Jh/Ja/Jah**)	tbd*****)	0.30%	tbd*****)
	M/Mh/Ma/Mah**)	tbd*****)	0.30%	tbd*****)
	N/Nh/Na/Nah**)	tbd*****)	0.30%	tbd*****)
	S/Sh/Sa/Sah**)	0.80%	0.30%	0.90%
	ASIA FOCUS EQUITY	A/Ah/B/Bh	1.60%	0.75%
E/Eh*)		2.35%	0.75%	2.90%
R/Rh/Ra/Rah**)		0.85%	0.60%	1.25%
C/Ch/Ca/Cah**)		0.85%	0.60%	1.25%
I/Ih/Ia/Iah**)		tbd*****)	0.60%	tbd*****)
J/Jh/Ja/Jah**)		tbd*****)	0.60%	tbd*****)
S/Sh/Sa/Sah**)		0.85%	0.60%	1.25%
CHINA EVOLUTION EQUITY	A/Ah/B/Bh	1.60%	0.45%	1.95%
	E/Eh*)	2.35%	0.45%	2.70%
	R/Rh/Ra/Rah**)	0.85%	0.35%	1.10%
	C/Ch/Ca/Cah**)	0.85%	0.35%	1.10%
	I/Ih/Ia/Iah**)	tbd*****)	0.35%	tbd*****)
	J/Jh/Ja/Jah**)	tbd*****)	0.35%	tbd*****)
	S/Sh/Sa/Sah**)	0.85%	0.35%	1.10%
EMERGING MARKETS EQUITY	A/Ah/B/Bh	1.50%	0.45%	1.95%
	E/Eh*)	2.25%	0.45%	2.70%
	R/Rh/Ra/Rah**)	0.85%	0.40%	1.15%
	C/Ch/Ca/Cah**)	0.75%	0.40%	1.15%
	I/Ih/Ia/Iah**)	tbd*****)	0.40%	tbd*****)
	J/Jh/Ja/Jah**)	tbd*****)	0.40%	tbd*****)
	S/Sh/Sa/Sah**)	0.75%	0.40%	1.15%
HEALTH INNOVATION EQUITY	A/Ah/B/Bh	1.60%	0.35%	1.95%
	E/Eh*)	2.35%	0.35%	2.70%
	R/Rh/Ra/Rah**)	0.85%	0.50%	1.35%
	C/Ch/Ca/Cah**)	0.85%	0.50%	1.35%
	I/Ih/Ia/Iah**)	tbd*****)	0.50%	tbd*****)
	J/Jh/Ja/Jah**)	tbd*****)	0.50%	tbd*****)

GAM MULTISTOCK

SUBFUNDS	MAXIMUM FEE****) P.A. IN % OF THE NET ASSET VALUE (NAV)			
	SHARE CATEGORY	MANAGEMENT FEE	SERVICING FEE	TOTAL EXPENSE RATIO (TER)
	S/Sh/Sa/Sah**)	0.85%	0.50%	1.35%
JAPAN EQUITY	A/Ah/B/Bh	1.20%	0.75%	1.95%
	E/Eh*)	1.95%	0.75%	2.70%
	R/Rh/Ra/Rah**)	0.65%	0.55%	1.20%
	C/Ch/Ca/Cah**)	0.65%	0.55%	1.20%
	I/Ih/Ia/Iah**)	tbd*****)	0.55%	tbd*****)
	J/Jh/Ja/Jah**)	tbd*****)	0.55%	tbd*****)
	S/Sh/Sa/Sah**)	0.65%	0.55%	1.20%
LUXURY BRANDS EQUITY	A/Ah/B/Bh	1.60%	0.50%	2.10%
	E/Eh*)	2.35%	0.50%	2.85%
	R/Rh/Ra/Rah**)	0.95%	0.50%	1.35%
	C/Ch/Ca/Cah**)	0.85%	0.50%	1.35%
	I/Ih/Ia/Iah**)	tbd*****)	0.50%	tbd*****)
	J/Jh/Ja/Jah**)	tbd*****)	0.50%	tbd*****)
	S/Sh/Sa/Sah**)	0.85%	0.50%	1.35%
SWISS SMALL & MID CAP EQUITY	A/Ah/B/Bh	1.60%	0.55%	1.95%
	E/Eh*)	2.35%	0.55%	2.70%
	R/Rh/Ra/Rah**)	0.65%	0.35%	1.00%
	C/Ch/Ca/Cah**)	0.65%	0.35%	1.00%
	I/Ih/Ia/Iah**)	tbd*****)	0.35%	tbd*****)
	J/Jh/Ja/Jah**)	tbd*****)	0.35%	tbd*****)
	S/Sh/Sa/Sah**)	0.65%	0.35%	1.00%
SWISS EQUITY	A/Ah/B/Bh	1.20%	0.55%	1.55%
	E/Eh*)	1.95%	0.55%	2.30%
	R/Rh/Ra/Rah**)	0.50%	0.40%	0.80%
	C/Ch/Ca/Cah**)	0.50%	0.40%	0.80%
	I/Ih/Ia/Iah**)	tbd*****)	0.40%	tbd*****)
	J/Jh/Ja/Jah**)	tbd*****)	0.40%	tbd*****)
	S/Sh/Sa/Sah**)	0.50%	0.40%	0.80%

\*) The Management Fee contains an additional distribution fee capped at 0.75% p.a.

\*\*) Regarding the distribution, offering or holding of C, Ch, Ca, Cah, I, Ih, Ia, Iah, J, Jh, Ja, Jah, M, Mh, Ma, Mah, N, Nh, Na or Nah Shares, the Company will not pay any commission for public distribution services. In addition, regarding the distribution, offering or holding of R, Rh, Ra, Rah, S, Sh, Sa and Sah Shares, the Company will not pay any fees, commissions or any monetary or non-monetary benefits (except for minor non-monetary benefits) for distribution and/or intermediary services.

- \*\*\*) Regarding the distribution, offering or holding of Z and Zh Shares, the Company will not pay any commission for distribution services. The remuneration of the Investment Manager shall be made in the context of the asset management or investment advisory agreement, which must be concluded for the subscription of Z and Zh Shares (as described above in the section "Description of Shares").
- \*\*\*\*) This percentage rate represents a maximum rate. The effective rate applied will be stated in the annual and semi-annual reports of the Company.
- \*\*\*\*\*) Further information regarding the respective Fees and Costs applied to the "I", "Ih", "Ia", "Iah". J, Jh, Ja, Jah, M, Mh, Ma, Mah, N, Nh, Na and Nah share classes are available upon request at the Management Company.

#### **PERFORMANCE FEE**

In addition, the Investment Manager is entitled to receive a performance-related commission ("Performance Fee"<sup>2</sup>) with respect to the ABSOLUTE RETURN EUROPE EQUITY.

The entitlement to the Performance Fee for the ABSOLUTE RETURN EUROPE EQUITY arises when the percentage return since the start of the accounting year is above that of the reference index indicated below for each Subfund and Share currency, which is adjusted at the end of each quarter (last valuation day in March, June, September, December) to the current market conditions (outperformance of the reference index) and when simultaneously the net asset value per share is higher than the high water mark (outperformance of the high water mark).

Both conditions must be met cumulatively. The Performance Fee amounts in each case to a maximum of 10% p.a. of the outperformance of the high water mark or the outperformance of the respective reference index. The lower in percentage terms of the two outperformance values determined in this manner shall serve as a basis for calculating the Performance Fee.

High water mark: At the launch of the Subfund or Share Category in a currency other than the accounting currency, the high water mark is identical to the initial issue price. If the net asset value per share on the last valuation date of a subsequent accounting year is higher than the previous high water mark and the percentage return during the accounting year is higher than that of the reference index, the high water mark is set to the net asset value per Share calculated on the last valuation date of that accounting year before deduction of the deferred performance fee. In all other cases, the high water mark remains unchanged.

The amount for the Performance Fee is recalculated on each valuation date subject to the aforementioned conditions on the basis of the outperformance since the start of the accounting year and a reserve is formed for the respective Subfund or the respective Share Category, as applicable. The recalculated amount of the Performance Fee is compared on each valuation date with the amount set aside on the previous valuation date. The amount set aside on the previous date is adjusted up or down accordingly on the basis of the difference found between the newly calculated amount and the amount previously set aside.

Only at the end of the Company's accounting year will any Performance Fee that is then owed after having been calculated according to the above conditions be paid out to the Investment Manager.

This ensures that the Performance Fee is only paid out if the percentage return on the ABSOLUTE RETURN EUROPE EQUITY measured over an entire accounting year is above that of the reference index (outperformance of the reference index) and simultaneously the net asset value per Share is higher than the high water mark (outperformance of the high water mark).

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<sup>2</sup> With regards to M, Ma, N and Na share categories (including hedged currencies, identified by the suffix "h" (as defined in the chapter "Description of Shares")), no Performance Fee will be calculated for the Subfund ABSOLUTE RETURN EUROPE EQUITY.



SUBFUND	SHARE CURRENCY	REFERENCE INDEX
ABSOLUTE RETURN EUROPE EQUITY	EUR	ICE LIBOR EUR 3-months*
	CHF	ICE LIBOR CHF 3-months*
	USD	ICE LIBOR USD 3-months*
	GBP	ICE LIBOR GBP 3-months*
	JPY	ICE LIBOR JPY 3-months*
	SEK	SEK 3-month STIBOR*
	SGD	SGD 3-month SIBOR*
	NOK	NOK 3-month NIBOR*
	DKK	DKK 3-month CIBOR*
	AUD	AUD ASX Australian Bank Bill Short Term Rates 3-month*

\*) The Reference index is a benchmark pursuant to the Regulation (EU) 2016/1011 (EU Benchmark Regulation). The benchmark is provided by an administrator who is located in the EU and is entered in the Register under article 36 of the EU Benchmark Regulation. The Company assumes that the registration of the benchmark and of the administrator who provides the benchmark in the ESMA-Register referred to in art. 36 of the EU Benchmark Regulation will take place until 31.12.2019 (e.g. EU significant and non-EU significant benchmarks) or until 31.12.2021 (e.g. EU critical benchmarks and third country benchmarks outside the EU, but within the EEA). The Company implemented a solid written plan setting out the measures it would take in case a benchmark materially changes or ceases to be provided. The pertinent policies of the GAM Group are available on [www.funds.gam.com](http://www.funds.gam.com).

#### INCENTIVES

The Management Company, individual employees of the latter or external service providers may under certain circumstances receive or grant pecuniary or other advantages which could, as the case may be, be regarded as incentives. The main provisions of the relevant agreements on fees, commissions, and/or gratifications offered or granted in non-pecuniary form are available for inspection in summary form at the registered office of the Company. Details are available on request from the Management Company.

#### INFORMATION ON THE COSTS WHEN BUYING TARGET FUNDS

If a Subfund acquires Shares of another UCI or UCITS ("target funds") that are managed directly or indirectly by the Management Company, or by a company to which the latter is linked by common management or control or by a significant direct or indirect holding ("related target fund"), for the scope of such investments, the Company may not debit the investing Subfund for any sales or redemption fees charged by the related target funds.

In connection with the acquisition of target funds it also should be noted that in addition to the costs, which are imposed on the assets of the Subfund in accordance with the provisions of this prospectus and the articles of association, costs for the administration, the custodial bank fee, expenses of the auditors, taxes and other costs, commissions and fees may incur for the Subfunds, and therefore it is possible that the Subfunds are charged several times for similar costs.

## 23. TAXATION

The following summary is based on the law and the rules and regulations currently valid and applied in the Grand Duchy of Luxembourg, and which are subject to changes in the course of time.

## 23.1 COMPANY

### LUXEMBOURG

The Company is subject to Luxembourg tax jurisdiction. Under Luxembourg law and the current practice, the Company is neither subject to income tax nor to any tax on capital gains in respect of realised or unrealised valuation profits, neither are distributions carried out by the Company currently subject to Luxembourg withholding tax. No taxes are payable in Luxembourg for the issue of Shares.

The Company is subject to an annual tax of 0.05% of the net asset value as valued at the end of each quarter, and which is payable quarterly. To the extent that parts of the Company's assets are invested in other Luxembourg UCITS and/or UCI which are subject to the tax, such parts are not taxed.

The net asset value corresponding to a Share Category for "institutional investors", as defined by Luxembourg tax legislation, is subject to a reduced tax rate of 0.01% per annum, on the basis that the Company classifies the shareholders in this Share Category as institutional investors within the meaning of the tax legislation. This classification is based on the Company's understanding of the current legal situation. This legal situation may change, even with retrospective effect, which may result in a duty of 0.05% p.a. being applied, even with retrospective effect.

The Company is subject to a net asset tax ("NAT") in Belgium for Subfunds that are registered for distribution with the local supervisory authority in that that country, the "Autorité des services et marchés financiers". The NAT is currently 0.0925% and is levied on the portion of the net asset value of the relevant Subfund which as at 31 December of each calendar year was actively being offered to Belgian residents by Belgian financial intermediaries.

### IN GENERAL

Capital gains and income from dividends, interest and interest payments which the Company generates from its investments in other countries may be subject to a non-recoverable withholding tax or capital gains tax of different amounts in such countries. It is often not possible for the Company to take advantage of tax breaks due to existing double taxation agreements between Luxembourg and these countries or because of local regulations. Should this situation change in future and a lower tax rate result in tax refunds to the Company, the net asset value of the Company as at the original time the tax was withheld will not be recalculated; instead the repayments will be made indirectly pro rata to the existing shareholders at the time the refund is made.

## 23.2 SHAREHOLDERS

### LUXEMBOURG

Under Luxembourg law and current practice, shareholders in Luxembourg are not subject to capital gains tax, income tax, gifts tax, inheritance tax or other taxes (with the exception of shareholders domiciled or resident or having their permanent establishment in Luxembourg, as well as former residents of Luxembourg, if they hold more than 10% of Company's shares).

### **AUTOMATIC EXCHANGE OF FINANCIAL INFORMATION IN THE FIELD OF TAXATION**

Many countries, including Luxembourg and Switzerland, have already concluded agreements on the automatic exchange of information (AEOI) with regard to taxation or are considering concluding such agreements. To this end, a reporting standard has been coordinated within the OECD. This so-called common reporting standard (CRS) forms the framework for the exchange of financial information in the field of taxation between countries.

CRS obliges financial institutions to gather and, as the case may be, report information on financial assets which are kept under custody or administered across the border for taxpayers from countries and territories which participate in the AEOI. This information will be exchanged between the participating countries' tax authorities. The member countries of the European Union have decided to implement the AEOI and CRS within the EU by means of Directive 2014/107/EU of the Council of 9 December 2014 amending Directive 2011/16/EU as regards mandatory automatic exchange of information in the field of taxation.

Luxembourg has implemented Directive 2014/107/EU by enacting the Law of 18<sup>th</sup> December 2015 on the automatic exchange of information regarding financial accounts (the "**Financial Accounts Information Exchange Law**") and substantiated by further regulations. Accordingly, from 2016 on, in-scope Luxembourg

financial institutions will collect certain investor information relating to the holders of financial accounts (as well as, as the case may be, relating to persons controlling account holders) and, from 2017, will begin reporting this information relating to the reportable accounts to Luxembourg tax authorities. These reports will be transferred by the Luxembourg tax authorities to certain foreign tax authorities, in particular within the EU.

According to the assessment of the Board of Directors, the Company is subject to the Financial Accounts Information Exchange Law in Luxembourg. The Company has been classified as "reporting financial institute" (investment entity) according to the Financial Accounts Information Exchange Law. Therefore, the Company gathers and, as the case may be, reports information relating to account holders pursuant to the principles laid down above.

The Company reserves the right to refuse applications for the subscription of Shares or compulsorily redeem Shares if the information provided by the applicant respectively investors does not meet the requirements of Directive 2014/107/EU and, respectively, of the Financial Accounts Information Exchange Law. Moreover, to fulfil their obligations in Luxembourg under the Financial Accounts Information Exchange Law, respectively, under Directive 2014/107/EU, the Company, the Management Company or the nominees may require, depending on the circumstances, additional information of the investors in order to comply or dispense with their fiscal identification and, as the case may be, reporting duties.

Applicants and investors are made aware of the Company's duty to transmit information on reportable accounts and their holders as well as, as the case may be, of controlling individuals to the Luxembourg tax authorities, which, depending on the circumstances, may forward this information to certain tax authorities in other countries with which a treaty on the automatic exchange of information has been concluded.

The scope and application of the AEOI or CRS may vary from country to country and the applicable rules may change. It is the responsibility of investors to seek advice on taxes and other consequences (including on the exchange of tax information) which may result from the subscription, ownership, return (redemption), switching and transfer of Shares, as well as distributions, including any regulations regarding the control on the movement of capital.

### **23.3 FOREIGN ACCOUNT TAX COMPLIANCE ACT ("FATCA") OF THE UNITED STATES OF AMERICA ("US")**

The US have introduced FATCA to obtain information with respect to foreign financial accounts and investments beneficially owned by certain US taxpayers.

In regards to the implementation of FATCA in Luxembourg, the Grand Duchy of Luxembourg has signed a Model 1 intergovernmental agreement with the US on 28 March 2014 (the "Lux IGA"), which has been transposed into Luxembourg legislation according to the terms of the Law of 24<sup>th</sup> July 2015 ("Lux IGA Legislation"). Under the terms of the Lux IGA, a Luxembourg resident financial institution ("Lux FI") will be obliged to comply with the provisions of the Lux IGA Legislation, rather than directly complying with the US Treasury Regulations implementing FATCA. A Lux FI that complies with the requirements of the Lux IGA Legislation will be treated as compliant with FATCA and, as a result, will not be subject to withholding tax under FATCA ("FATCA Withholding"), provided the Lux FI properly certifies its FATCA status towards withholding agents.

The Board of Directors considered the Company to be a Lux FI that will need to comply with the requirements of the Lux IGA Legislation and classified the Company and its Subfunds as Sponsored Investment Entities under the Lux IGA. Sponsored Investment Entities qualify for a deemed-compliant status and constitute a Non-Reporting Lux FI under the Lux IGA.

For Sponsorship purposes under the Lux IGA, the Company appointed the Management Company as Sponsoring Entity, which registered in this capacity on the FATCA online registration portal of the US Internal Revenue Service ("IRS") and agreed to perform the due diligence, withholding, and reporting obligations on behalf of the Company ("Sponsoring Entity Service").

As determined in the Lux IGA, the Company retains the ultimately responsibility for ensuring that it complies with its obligations under the Lux IGA Legislation, notwithstanding the appointment of the Management Company to act as Sponsoring Entity to the Company.

In the performance of the Sponsoring Entity Service, the Management Company may use the assistance and contribution of sub-contractors, including the Company's Registrar and Transfer Agent.

Under the Lux IGA Legislation, the Management Company will be required to report to the Luxembourg Tax Authority certain holdings by and payments made to certain direct and indirect US investors in the Company, as well as investors that do not comply with the terms of FATCA or with an applicable Intergovernmental Agreement, on or after 1 July 2014 and under the terms of the Lux IGA, such information will be onward reported by the Luxembourg Tax Authority to the IRS.

Investors not holding investments in the Company directly as shareholders (i.e. legal holder of records) but via one or several nominees, including but not limited to distributors, platforms, depositaries and other financial intermediaries ("Nominees"), should inquire with such Nominees in regard to their FATCA compliance in order to avoid suffering from FATCA information reporting and/ or potentially withholding.

Additional information may be required by the Company, the Management Company or Nominees from investors in order to comply with their obligations under FATCA or under an applicable Intergovernmental Agreement with the US, e.g. to perform or refrain from information reporting and/ or potentially withholding, as applicable.

The Company reserves the right to refuse applications for the subscription of shares or to impose a compulsory redemption of shares if the information provided by the applicant or investor does not meet the requirements of the Company for the fulfilment of its obligations under the Lux IGA or the Lux IGA regulations.

The scope and application of FATCA Withholding and information reporting pursuant to the terms of FATCA and the applicable Intergovernmental Agreements may vary from country to country and is subject to review by the US, Luxembourg and other countries, and the applicable rules may change. Investors should contact their own tax or legal advisers regarding the application of FATCA to their particular circumstances.

## **24. GENERAL MEETING OF SHAREHOLDERS AND REPORTING**

The annual general meeting of shareholders of the Company takes place in Luxembourg every year at 11:00 on the 20th of October. If this day is not a bank business day in Luxembourg, the general meeting takes place on the following bank business day. Other extraordinary general meetings of shareholders of the Company or meetings of individual Subfunds or their Share Categories may be held in addition. Invitations to the general meeting of shareholders and other meetings are issued in accordance with Luxembourg law and the current Articles of Association. They contain information on the place and time of the general meeting of shareholders, the requirements for attending, the agenda and, if necessary, the quorum requirements and majority requirements for resolutions. Furthermore, the invitation to attend the meeting may provide that the quorum and majority requirements be established on the basis of the Shares which have been issued and are outstanding on the fifth day preceding the general meeting at 12.00 midnight (Luxembourg time). In this case, a shareholder's right to take part in and vote at a general meeting will be determined according to the number of shares he/she owns at that point in time.

The Company's financial year begins on 1 July and ends on 30 June of the following year. The annual financial report, which contains the Company's, respectively Subfund's, audited consolidated annual report, is available at the Company's registered office no later than fifteen (15) days before the annual general meeting. Un-audited semi-annual reports are available at the same place no later than two (2) months after the end of the half year in question. Copies of these reports may be obtained from the national representatives and from SSB-LUX.

## **25. APPLICABLE LAW, JURISDICTION**

Any legal disputes between the Company, the shareholders, the custodian bank, the Management Company, the principal paying and administrative agent, the registrar and transfer agent, the Investment Advisers, the Investment Managers, the national representatives and any distribution agents will be subject to the relevant jurisdiction of the Grand Duchy of Luxembourg. The applicable law is Luxembourg law. However, the above

entities may, in relation to claims from shareholders from other countries, accept the jurisdiction of those countries in which Shares are offered and sold.

## 26. REMUNERATION POLICY

In accordance with Directive 2009/65/EC, as amended by Directive 2014/91/EU (together the „UCITS Directive“), the Management Company has implemented a remuneration policy pursuant to the principles laid down in Article 14(b) of the UCITS Directive. This remuneration policy shall be consistent with and shall promote sound and effective risk management and shall focus on the control of risk-taking behaviour of senior management, risk takers, employees with control functions and employees receiving total remuneration that falls within the remuneration bracket of senior management and risk takers whose professional activities have a material impact on the risk profiles of the Company and the Subfunds.

In line with the provisions of the UCITS Directive and the guidelines issued by ESMA, each of which may be amended from time to time, the Management Company applies its remuneration policy and practices in a manner which is proportionate to its size and that of the Company, its internal organisation and the nature, scope and complexity of its activities.

Entities to which investment management activities have been delegated in accordance with Article 13 of the UCITS Directive are also subject to the requirements on remuneration under the relevant ESMA guidelines unless such entities and their relevant staff are subject to regulatory requirements on remuneration that are equally as effective as those imposed under the relevant ESMA guidelines.

This remuneration system is established in a remuneration policy, which fulfils following requirements:

- a) The remuneration policy is consistent with and promotes sound and effective risk management and discourages risk-taking behaviour.
- b) The remuneration policy is in line with the Company’s strategy, objectives, values and interests of the GAM Group (including the Management Company and the UCITS which it manages, as well as the UCITS’ investors) and it comprises measures to prevent conflicts of interest.
- c) The assessment of performance is set in a multi-year framework.
- d) Fixed and variable components of total remuneration are appropriately balanced and the fixed component represents a sufficiently high proportion of the total remuneration to allow the operation of a fully flexible policy on variable remuneration components, including the possibility to pay no variable remuneration component.

Further details relating to the current remuneration policy of the Management Company are available on [www.funds.gam.com](http://www.funds.gam.com). This includes a description of how remuneration and benefits are calculated and the identity of persons responsible for awarding the remuneration and benefits as well as the identification of the members of the remuneration committee. A paper copy will be made available upon request and free of charge by the Management Company.

## 27. GENERAL CONFLICTS ASSOCIATED WITH THE COMPANY

GAM (which, for purposes of this “Conflicts of Interest” section, shall mean, collectively, GAM Holding AG, the GAM Investment Managers within the GAM Group and its affiliates, directors, partners, trustees, managers, members, executives and employees) provides investment services to institutions, intermediaries, private clients and charities from financial centres around the world. As such, GAM provides a wide range of financial services to a substantial and diversified client base. In those and other capacities, GAM advises clients in a wide variety of markets and transactions and purchases, sells, holds and recommends a broad array of investments (and may do so for its own accounts) and for the accounts of clients, through client accounts and the relationships and products it sponsors, manages and advises (such GAM or other client accounts (including the Company), relationships and products collectively, the “Accounts”). GAM’s activities and dealings may affect the Company in ways that may disadvantage or restrict the Subfund and/or benefit GAM or other Accounts.

The following are descriptions of certain conflicts of interest and potential conflicts of interest that may be associated with the financial or other interests that a GAM Investment Manager and GAM may have in transactions effected by, with, and on behalf of the Company.

The sale of shares and the allocation of investment opportunities, financial and other interests may incentivise GAM to promote the sale of shares

GAM and its personnel have interests in promoting sales of Shares in the Company, and the compensation from such sales may be greater than the compensation relating to sales of interests in other Accounts. Therefore, GAM and its personnel may have a financial interest in promoting Shares in the Subfund over interests in other Accounts.

The relevant GAM Investment Manager may simultaneously manage Accounts for which the GAM Investment Manager receives greater fees or other compensation (including performance-based fees or allocations) than they receive in respect of the Company. The simultaneous management of Accounts that pay greater fees or other compensation and the Company may create a conflict of interest as the GAM Investment Manager may have an incentive to favour Accounts with the potential to receive greater fees. For instance, the GAM Investment Manager may be faced with a conflict of interest when allocating scarce investment opportunities given the possibly greater fees from Accounts that pay performance-based fees. To address these types of conflicts, the GAM Investment Manager has adopted policies and procedures under which they will allocate investment opportunities in a manner that they believe is consistent with their regulatory and fiduciary obligations as a GAM Investment Manager.

**CONFLICTS ARISING FROM GAM'S FINANCIAL AND OTHER RELATIONSHIPS WITH INTERMEDIARIES**

GAM and the Company may make payments to financial intermediaries and to salespersons to promote the Company. These payments may be made out of GAM assets or amounts payable to GAM. These payments may create an incentive for such persons to highlight, feature or recommend the Company.

**ALLOCATION OF INVESTMENT OPPORTUNITIES AMONG THE COMPANY AND OTHER ACCOUNTS**

The relevant GAM Investment Manager may manage or advise multiple Accounts (including Accounts in which GAM and its personnel may have an interest) that have investment objectives that are similar to the Company and that may seek to make investments or sell investments in the same securities or other instruments, sectors or strategies as the Company. This may create potential conflicts, particularly in circumstances where the availability of such investment opportunities is limited (e.g., in local and emerging markets, high yield securities, fixed income securities, regulated industries, real estate assets, primary and secondary interests in alternative investment funds and initial public offerings/new issues) or where the liquidity of such investment opportunities is limited.

To address these potential conflicts, GAM has developed allocation policies and procedures that provide that GAM personnel making portfolio decisions for Accounts will make purchase and sale decisions for, and allocate investment opportunities among, Accounts consistent with the relevant GAM Investment Manager's fiduciary obligations. These policies and procedures may result in the pro rata allocation (on a basis determined by the relevant GAM Investment Manager) of limited opportunities across eligible Accounts managed by a particular portfolio management team, but in other cases the allocations may reflect other factors as described below. Accounts managed by different portfolio management teams may be viewed separately for allocation purposes. There will be cases where certain Accounts receive an allocation of an investment opportunity when the Company does not.

Allocation-related decisions for the Company and other Accounts may be made by reference to one or more factors, including without limitation: the Account's investment strategy or style, risk profile, objectives, guidelines and restrictions (including legal and regulatory restrictions affecting certain Accounts or affecting holdings across Accounts) and cash and liquidity considerations. The application of these considerations may cause differences in the performance of Accounts that have strategies similar to those of the Company. In addition, in some cases the GAM Investment Manager may make investment recommendations to Accounts where the Accounts make investments independently of the GAM Investment Manager. In circumstances in which there is limited availability of an investment opportunity, if such Accounts invest in the investment opportunity prior to a Subfund, the availability of the investment opportunity for the relevant Subfund will be reduced irrespective of the GAM policies regarding allocation of investments.

The relevant GAM Investment Manager may, from time to time, develop and implement new trading strategies or seek to participate in new trading strategies and investment opportunities. These strategies and opportunities may not be employed in all Accounts or employed pro rata among Accounts where they are employed, even if the strategy or opportunity is consistent with the objectives of such Accounts.

**GAM AND THE GAM INVESTMENT MANAGER' ACTIVITIES ON BEHALF OF OTHER ACCOUNTS**

The GAM Investment Manager's decisions and actions on behalf of the relevant Subfund may differ from those on behalf of other Accounts. Advice given to, or investment or voting decisions made for, one or more Accounts may compete with, affect, differ from, conflict with, or involve timing different from, advice given to or investment decisions made for the Company.

Transactions by such Accounts may involve the same or related securities or other instruments as those in which the Company invests, and may negatively affect the Company or the prices or terms at which a Subfund's transactions may be effected. A Subfund and Accounts may also vote differently on or take or refrain from taking different actions with respect to the same security, which may be disadvantageous to the Subfund.

GAM, on behalf of one or more Accounts and in accordance with its management of such Accounts, may implement an investment decision or strategy ahead of, or contemporaneously with, or behind similar investment decisions or strategies made for the relevant Subfund. The relative timing for the implementation of investment decisions or strategies for Accounts, on the one hand, and the Company, on the other hand, may disadvantage the relevant Subfund. Certain factors, for example, market impact, liquidity constraints, or other circumstances, could result in the relevant Subfund receiving less favourable trading results or incurring increased costs associated with implementing such investment decisions or strategies, or being otherwise disadvantaged.

Subject to applicable law, the GAM Investment Manager may cause a Subfund to invest in securities or other obligations of companies affiliated with or advised by GAM or in which GAM or Accounts have an equity, debt or other interest, or to engage in investment transactions that may result in other Accounts being relieved of obligations or otherwise divested of investments, which may enhance the profitability of GAM's or other Accounts' investment in and activities with respect to such companies.

**GAM MAY ACT IN A CAPACITY OTHER THAN GAM INVESTMENT MANAGER TO THE SUBFUND PRINCIPAL AND CROSS TRANSACTIONS**

When permitted by applicable law and the GAM Investment Manager's policies, the GAM Investment Manager, acting on behalf of the relevant Subfund, may enter into transactions in securities and other instruments with or through GAM or in Accounts managed by the relevant GAM Investment Manager, and may cause the Subfund to engage in transactions in which GAM acts as principal on their own behalf (principal transactions) or advise both sides of a transaction (cross transactions). There may be potential conflicts of interest or regulatory issues relating to these transactions which could limit the GAM Investment Manager's decision to engage in these transactions for the Company. GAM may have a potentially conflicting division of loyalties and responsibilities to the parties in such transactions, and has developed policies and procedures in relation to such transactions and conflicts. Any principal, or cross transactions will be effected in accordance with fiduciary requirements and applicable law.

Subject to applicable law, GAM or Accounts may also invest in or alongside the Company. Unless provided otherwise by agreement to the contrary, GAM or Accounts may redeem interests in the Company at any time without notice to Shareholders or regard to the effect on the relevant Subfund's portfolio, which may be adverse.

**PROXY VOTING BY THE RELEVANT GAM INVESTMENT MANAGER**

The GAM Investment Manager has adopted policies and procedures designed to prevent conflicts of interest from influencing proxy voting decisions that it makes on behalf of advisory clients, including the Company, and to help ensure that such decisions are made in accordance with its fiduciary obligations to its clients. Notwithstanding such proxy voting policies and procedures, proxy voting decisions made by the relevant GAM Investment Manager with respect to securities held by the Subfund may benefit the interests of GAM and Accounts other than the Subfund.

**POTENTIAL LIMITATIONS AND RESTRICTIONS ON INVESTMENT OPPORTUNITIES AND ACTIVITIES OF GAM AND THE COMPANY**

The relevant GAM Investment Manager may restrict its investment decisions and activities on behalf of a Subfund in various circumstances, including as a result of applicable regulatory requirements, information held by GAM and GAM's internal policies. In addition, the GAM Investment Manager is not permitted to obtain or use material non-public information in effecting purchases and sales in public securities transactions for the relevant Subfund.

**AGGREGATION OF TRADES BY THE GAM INVESTMENT MANAGER**

The GAM Investment Manager follows policies and procedures pursuant to which they may combine or aggregate purchase or sale orders for the same security for multiple Accounts (including Accounts in which GAM has an interest) (sometimes called "bunching"), so that the orders can be executed at the same time. The GAM Investment Manager aggregates orders when it considers doing so appropriate and in the interests of its clients generally. In addition, under certain circumstances trades for the relevant Subfund may be aggregated with Accounts in which GAM has an interest.

When an aggregated order is completely filled, the GAM Investment Manager generally will allocate the securities purchased or proceeds of sale pro rata among the participating Accounts, based on the purchase or sale order. If the order at a particular broker is filled at several different prices, through multiple trades, generally all participating Accounts will receive the average price and pay the average commission, subject to odd lots, rounding, and market practice. There may be instances in which not all Accounts are charged the same commission or commission equivalent rates in a bunched or aggregated order.

Although it may do so in certain circumstances, the GAM Investment Manager generally does not bunch or aggregate orders for different Accounts (including the Company), or net buy and sell orders for the Company, if portfolio management decisions relating to the orders are made by separate portfolio management teams, if aggregating or netting is not appropriate or practicable from the relevant GAM Investment Manager's operational or other perspective, or if doing so would not be appropriate in light of applicable regulatory considerations.

The GAM Investment Manager may be able to negotiate a better price and lower commission rate on aggregated trades than on trades for Accounts that are not aggregated, and incur lower transaction costs on netted trades than trades that are not netted. Where transactions for the relevant Subfund are not aggregated with other orders, or not netted against orders for the Subfund, that Subfund may not benefit from a better price and lower commission rate or lower transaction cost.

**OTHER CONFLICTS OF INTERESTS**

Each of the Manager, any GAM Investment Manager and any Delegate Investment Manager may in the course of their business have conflicts of interest with the Company in circumstances other than those referred to above. The Manager, the relevant GAM Investment Manager and relevant Delegate Investment Manager will, however, have regard in such event to its obligations to act in the best interests of Shareholders when undertaking any investment where conflicts of interest may arise and will seek to resolve such conflicts fairly. In the event that a conflict arises in relation to the allocation of investment opportunities, the Manager, the relevant GAM Investment Manager or the relevant Delegate Investment Manager will ensure that it is resolved fairly.

**28. DOCUMENTS FOR INSPECTION**

Copies of the following documents may be inspected at the registered office of the Company in Luxembourg during normal business hours on business days in Luxembourg, and at the offices of the respective national representatives during their business days:

- 1a) the Investment Advisor's agreements, the Investment Manager's agreements, the fund administration agreement, the agreements with the custodian bank, the administrator and principal paying agent as well as the registrar and transfer agent. These agreements may be amended with the approval of both parties;
- 1b) the Information Sharing Agreement between the Master-Company and the Company;
- 1c) the articles of association of the Company.



The following documents may be obtained free of charge on request:

- 2a) the latest Key Investor Information Document and the prospectus;
- 2b) the most recent annual and semi-annual reports.

The articles of association, the Key Investor Information Document, the full prospectus, the Remuneration Policy of GAM Group ("Group Compensation Policy") and the full annual and semi-annual reports may also be obtained on the web site [www.funds.gam.com](http://www.funds.gam.com).

In the event of any contradictions between the documents mentioned in the German language and any translations, the German-language version shall apply. This shall be without prejudice to mandatory deviating regulations relating to distribution and marketing of jurisdictions in which Shares of the Company have been lawfully distributed.

## 29. DATA PROTECTION INFORMATION

Prospective investors should note that by completing the application form they are providing information to the Company, which may constitute personal data within the meaning of the Luxembourg Data Protection Act<sup>3</sup>. This data will be used for the purposes of client identification and the subscription process, administration, transfer agency, statistical analysis, market research and to comply with any applicable legal or regulatory requirements, disclosure to the Company (its delegates and agents) and, if an applicant's consent is given, for direct marketing purposes.

Data may be disclosed to third parties including:

- (a) regulatory bodies, tax authorities; and
- (b) delegates, advisers and service providers of the Company and their or the Company's duly authorised agents and any of their respective related, associated or affiliated companies wherever located (including outside the EEA which may not have the same data protection laws as in Luxembourg) for the purposes specified. For the avoidance of doubt, each service provider to the Company (including the Management Company, its delegates and its or their duly authorised agents and any of their respective related, associated or affiliated companies) may exchange the personal data, or information about the investors in the Company, which is held by it with another service provider to the Company.

Personal data will be obtained, held, used, disclosed and processed for any one of more of the purposes set out in the application form.

Investors have a right to obtain a copy of their personal data kept by the Company and the right to rectify any inaccuracies in personal data held by the Company. In accordance with the General Data Protection Regulation (EU 2016/679), investors will also have a right to be forgotten and a right to restrict or object to processing in a number of circumstances. In certain limited circumstances, a right to data portability may apply. Where investors give consent to the processing of personal data, this consent may be withdrawn at any time.

### **BENEFICIAL OWNERSHIP REGULATIONS**

The Company may also request such information (including by means of statutory notices) as may be required for the maintenance of the Company's beneficial ownership register in accordance with the Beneficial Ownership Regulations. It should be noted that a beneficial owner (as defined in the Beneficial Ownership Regulations) ("Beneficial Owner") has, in certain circumstances, obligations to notify the Company in writing of relevant information as to his/her status as a Beneficial Owner and any changes thereto (including where a Beneficial Owner has ceased to be a Beneficial Owner).

Applicants should note that it is an offence under the Beneficial Ownership Regulations for a Beneficial Owner to (i) fail to comply with the terms of a beneficial ownership notice received from or on behalf of the Company or (ii) provide materially false information in response to such a notice or (iii) fail to comply with his/her obligations to

<sup>3</sup> "Data Protection Acts" - the Data Protection Act of 2 August 2002 in its amended or revised version, including the statutory provisions and regulations, which are issued and amended from time to time, as well as the General Data Protection Regulation (EU) 2016/679.

provide relevant information to the Company as to his/her status as a Beneficial Owner or changes thereto in certain circumstances or in purporting to comply, provide materially false information.

Further details on the purpose of this processing, the various functions of the receivers of the investor's personal data, the categories of personal data concerned and the rights of the investor in relation to these personal data and any other information required under the Data Protection Act can be found in the Privacy Policy, which can be found at the following link: <https://www.gam.com/de/legal/privacy-policy>.