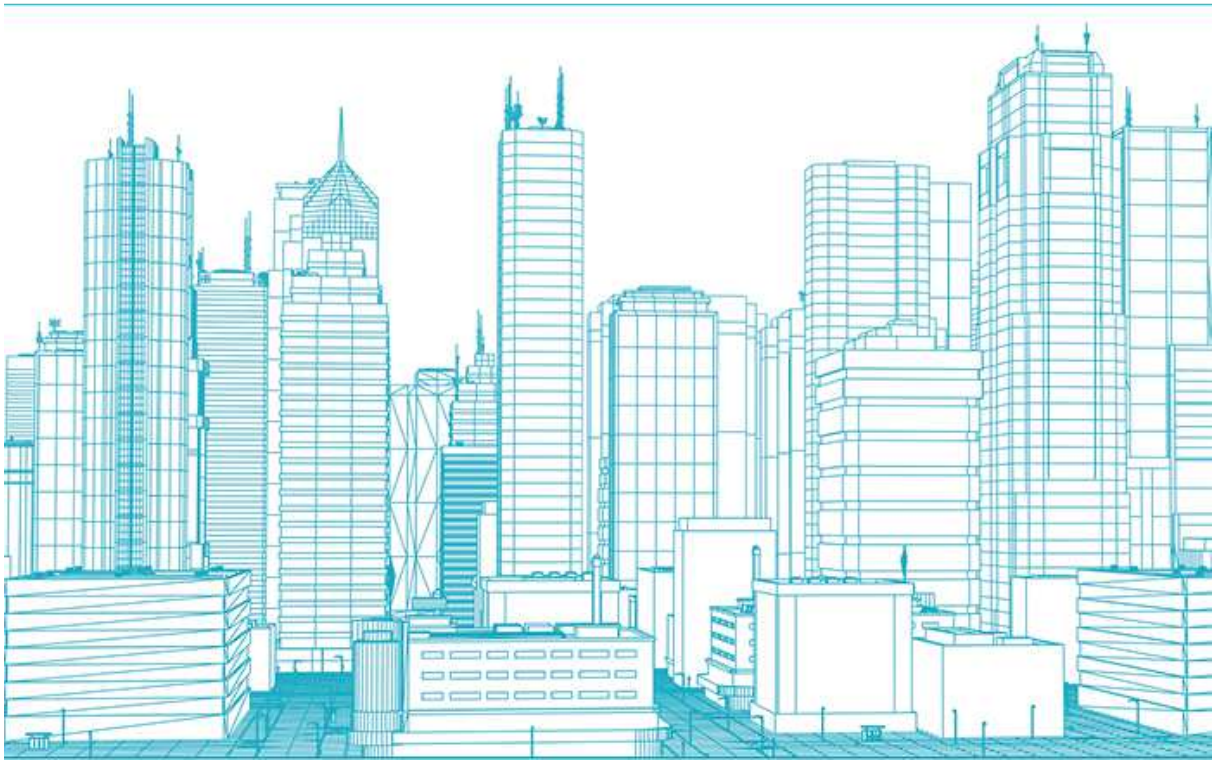
**VISA 2017/110130-1526-0-PC**
L'apposition du visa ne peut en aucun cas servir d'argument de publicité
Luxembourg, le 2017-12-01
Commission de Surveillance du Secteur Financier

ROBECO
The Investment Engineers



# ROBECO QI GLOBAL DYNAMIC DURATION

Société d'Investissement à Capital Variable – SICAV
Undertaking for Collective Investment in Transferable Securities incorporated under Luxembourg law

# PROSPECTUS

**November 2017**

THE DIRECTORS OF THE FUND, WHOSE NAMES APPEAR ON PAGE 10 ARE THE PERSONS RESPONSIBLE FOR THE INFORMATION CONTAINED IN THIS PROSPECTUS. TO THE BEST OF THE KNOWLEDGE AND BELIEF OF THE DIRECTORS (WHO HAVE TAKEN ALL REASONABLE CARE TO ENSURE THAT SUCH IS THE CASE), THE INFORMATION CONTAINED IN THIS PROSPECTUS IS IN ACCORDANCE WITH THE FACTS AND DOES NOT OMIT ANYTHING LIKELY TO AFFECT THE IMPORT OF SUCH INFORMATION. THE DIRECTORS ACCEPT RESPONSIBILITY ACCORDINGLY

SUBSCRIPTIONS CAN ONLY BE ACCEPTED IF MADE ON THE BASIS OF THIS PROSPECTUS AND THE KEY INVESTOR INFORMATION DOCUMENT. THE LATEST AVAILABLE ANNUAL REPORT AND THE LATEST SEMI-ANNUAL REPORT, IF PUBLISHED THEREAFTER SHALL BE DEEMED TO FORM PART OF THE PROSPECTUS.

A LIST OF CLASSES OF SHARES IN ISSUE MAY BE OBTAINED AT THE REGISTERED OFFICE OF THE COMPANY ON REQUEST.

THE SHARES REFERRED TO IN THIS PROSPECTUS ARE OFFERED SOLELY ON THE BASIS OF THE INFORMATION CONTAINED HEREIN. IN CONNECTION WITH THE OFFER MADE HEREBY, NO PERSON IS AUTHORISED TO GIVE ANY INFORMATION OR TO MAKE ANY REPRESENTATIONS OTHER THAN THOSE CONTAINED IN THIS PROSPECTUS, THE KEY INVESTOR INFORMATION DOCUMENT AND THE DOCUMENTS MENTIONED HEREIN, AND ANY PURCHASE MADE BY ANY PERSON ON THE BASIS OF STATEMENTS OR REPRESENTATIONS NOT CONTAINED IN OR INCONSISTENT WITH THE INFORMATION CONTAINED IN THIS PROSPECTUS IS UNAUTHORISED AND SHALL BE SOLELY AT THE RISK OF THE PURCHASER.

THIS PROSPECTUS DOES NOT CONSTITUTE AN OFFER OR SOLICITATION TO ANY US-PERSON OR ANYONE IN ANY JURISDICTION IN WHICH SUCH OFFER OR SOLICITATION IS NOT LAWFUL OR IN WHICH THE PERSON MAKING SUCH OFFER OR SOLICITATION IS NOT QUALIFIED TO DO SO OR TO WHOM IT IS UNLAWFUL TO MAKE SUCH OFFER OR SOLICITATION..

SHAREHOLDERS, AND INTERMEDIARIES ACTING FOR PROSPECTIVE SHAREHOLDERS, SHOULD TAKE PARTICULAR NOTE THAT IT IS THE EXISTING POLICY OF THE COMPANY THAT US PERSONS (AS DEFINED ON PAGE 8) MAY NOT INVEST IN THE FUND, AND THAT INVESTORS WHO BECOME US PERSONS MAY BECOME SUBJECT TO COMPULSORY REDEMPTION OF THEIR HOLDINGS.

SHAREHOLDERS, AND INTERMEDIARIES ACTING FOR PROSPECTIVE SHAREHOLDERS, SHOULD ALSO TAKE PARTICULAR NOTE THAT THE COMPANY IS REQUIRED UNDER LUXEMBOURG LAW TO REPORT CERTAIN INFORMATION OF INVESTORS WHO ARE TAX RESIDENTS IN A JURISDICTION THAT JOINED THE OECD INITIATIVE UNDER THE COMMON REPORTING STANDARDS, WHO ARE "SPECIFIED US PERSONS" (AS DEFINED IN THE SECTION GLOSSARY OF DEFINED TERMS) UNDER THE FOREIGN ACCOUNT TAX COMPLIANCE ACT OR INVESTORS OR INTERMEDIARIES WHO ARE NOT COMPLYING WITH FATCA.

SHARES IN THE COMPANY MAY NEITHER BE OFFERED NOR SOLD TO ANY US AMERICAN BENEFIT PLAN INVESTOR. FOR THIS PURPOSE, A "BENEFIT PLAN INVESTOR" MEANS ANY (I) "EMPLOYEE BENEFIT PLAN" 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."

IF YOU ARE IN ANY DOUBT ABOUT THE CONTENTS OF THIS PROSPECTUS OR THE RISKS INVOLVED IN INVESTING IN THE COMPANY, YOU SHOULD CONSULT YOUR STOCKBROKER, BANK MANAGER, SOLICITOR, ACCOUNTANT OR OTHER INDEPENDENT FINANCIAL ADVISER.

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# GLOSSARY OF DEFINED TERMS

The following summary is qualified in its entirety by reference to the more detailed information included elsewhere in this Prospectus.

**Administration Agent**
RBC Investor Services Bank S.A. appointed by the Management Company to perform the administration functions.

**AUD**
Australian Dollar

**Auditor**
KPMG Luxembourg, *société coopérative*, appointed by the Company as approved statutory auditor of the Company.

**Bank Business Day**
A Bank Business Day is each bank business day in Luxembourg which does not fall within a period of suspension of calculation of the Net Asset Value of the Company and each Bank Business Day that the Board of Directors elects as a Bank Business Day taking into account that stock exchanges and regulated markets where the Company principally invests are open to permit sufficient trading and liquidity. A list of expected non-Bank Business Days shall be available at the registered office of the Company upon request and is also available on www.robeco.com/luxembourg.

**BRL**
Brazilian Real

**CAD**
Canadian Dollar

**CHF**
Swiss Franc

**Classes of Shares (or Share Classes or Classes)**
The Fund offers investors a choice of investment in one or more Classes of Shares. The assets of the Classes of Shares will be commonly invested, but between Classes of Shares a different sale or redemption charge structure, fee structure, minimum subscription amount, currency or dividend policy may be applied

**Company**
Robeco QI Global Dynamic Duration(also referred to as the "Fund") is a Luxembourg domiciled *"Société d'investissement à capital variable"* pursuant to the law of 10 August 1915 on commercial companies and to part I of the law of 17 December 2010 on undertakings for collective investment, as amended (the "Law"). The Company may have one or more Classes of Shares

**CRS**
Common Reporting Standard as set out in Section 2.8 "Taxation"

**Cut-off time**
A particular point in time specified in the Prospectus. Requests for Subscription, switch or Redemption of Shares received not later than the specified Cut-off time on the Bank Business Day before the Valuation Day will be dealt with at the appropriate Net Asset Value per Share calculated on the Valuation Day. Requests received after the Cut-off time shall be processed on the next following Bank Business Day

**Depositary**

The assets of the Fund are held under the custody control of the Depositary, RBC Investor Services Bank S.A.

**Directors**
The Board of Directors of the Fund (also the "Board", the "Directors" or the "Board of Directors")

**DKK**
Danish Krone

**EUR/Euro**
The official single European currency adopted by a number of EU Member States participating in the Economic and Monetary Union (as defined in European Union legislation). This definition also includes any possible future individual currencies of countries that currently adopt the Euro

**Financial Year**
The business year of the Fund. The Financial Year of the Fund ends on the last day of December of each year.

**Fund**
Robeco QI Global Dynamic Duration (also referred to as the "Company") is a Luxembourg domiciled "*Société d'investissement à capital variable*" pursuant to the law of 10 August 1915 on commercial companies and to part I of the Law. The Fund may have one or more Classes of Shares

**GBP**
United Kingdom Pound Sterling

**HKD**
Hong Kong Dollar

**Investment Adviser**
Robeco Institutional Asset Management B.V., appointed by the Management Company to handle the day-to-day management of part or all of the Fund's assets

**Investor**
A subscriber for Shares

**JPY**
Japanese Yen

**Key Investor Information Document(s) or KIID(s)**
The key investor information document(s) as defined by the Law and applicable regulations, as may be amended from time to time

**Management Company**
Robeco Luxembourg S.A. has been appointed by the Board of Directors as Management Company to be responsible on a day-to-day basis for providing administration, marketing, investment management and investment advisory services in respect of the Fund. The Management Company has the possibility to delegate part of such functions to third parties

**Minimum investment**
The minimum investment levels for initial and subsequent investments are specified in the Prospectus

**MXN**
Mexican Peso

**Net Asset Value per Share**
The Net Asset Value (or "NAV") of the Shares of each Class of Shares is determined as set out in Section 2.4 "Calculation of the Net Asset Value"

**NOK**
Norwegian Krone

**OECD**
Organisation for Economic Cooperation and Development

**Paying Agent**
RBC Investor Services Bank S.A., appointed by the Fund to perform the paying agent functions

**Prospectus**
This document, the Prospectus of Robeco QI Global Dynamic Duration

**Redemption of Shares**
Shares can at any time be redeemed and the redemption price per Share will be based upon the Net Asset Value per (Class of) Share. Redemptions of Shares are subject to the conditions and restrictions laid down in the Company's articles of incorporation (the "Articles of Incorporation") and in any applicable law

**QI**
Quant Investing. QI in the name of a Class of Shares illustrates that it is part of the quantitatively managed fund range of Robeco

**Registrar**
RBC Investor Services Bank S.A., appointed by the Management Company to maintain the register of Shareholders and to process the issue, switch and Redemption of Shares

**Regulated Market**
A market within the meaning of Article 4.1.14 of Directive 2004/39/EC or any directive updating or replacing Directive 2004/39/EC and any other market which is regulated, operates regularly and is recognised and open to the public in an Eligible State

**Regulations**
A regulation of the Securities Act, as defined below, that provides an exclusion from the registration obligations imposed under Section 5 of the Securities Act for securities offerings made outside the United States by both U.S. and foreign issuers. A securities offering, whether private or public, made by an issuer outside of the United States in reliance on this Regulation S need not be registered under the Securities Act

**Securities Act**
Refers to the US Securities Act of 1933, as may be amended from time to time

**SEK**
Swedish Krona

**Settlement Day**
A day on which the relevant settlement system is open for settlement

**SFTR Regulation**
Regulation (EU) 2015/2365 on transparency of securities financing transactions and of reuse and amending Regulation (EU)

No 648/2012

**Shares**
Shares of the Fund will be offered in registered form. Shares may be issued in fractions

**Shareholder**
A holder (person or entity) of Shares

**SGD**
Singapore Dollar

**Specified US Person**
The term "Specified US Person" shall have the same meaning as defined under the Foreign Account Tax Compliance provisions of the U.S. Hiring Incentives to Restore Employment Act enacted in March 2010 (FATCA).

**Subscription for Shares**
Shares will be issued on any Valuation Day at the offer price per Share, which will be based on the Net Asset Value per (Class of) Share calculated in accordance with the Articles of Incorporation of the Company, plus any applicable sales charge

**Switch of Shares**
Any Shareholder may request the switch of all or part of his Shares to Shares of another Class of Shares of the Company

**UCI**
An Undertaking for Collective Investment

**UCITS**
An Undertaking for Collective Investment in Transferable Securities

**USD**
United States Dollar

**US Person**
The term "US Person" shall have the same meaning as in Regulation S as defined above which is the following:

i) any natural person resident in the United States;
ii) any partnership or corporation organised or incorporated under the laws of the United States;
iii) any estate of which any executor or administrator is a US Person;
iv) any agency or branch of a foreign entity located in the United States;
v) any non-discretionary account or similar account (other than an estate or trust) held by a dealer or other fiduciary for the benefit or account of a US Person;
vi) any discretionary account or similar account (other than an estate or trust) held by a dealer or other fiduciary organised, incorporated, or (if an individual) resident in the United States;
vii) any partnership or corporation if:
    A) organised or incorporated under the laws of any foreign jurisdiction; and
    B) formed by a US Person principally for the purpose of investing in securities not registered under the Act, unless it is organised or incorporated, and owned, by accredited investors who are not natural persons, estates or trusts.

**Valuation Day**
The day on which the Net Asset Value per Share of a Class of Shares of each Class of Shares and the issue, switch or redemption price of the Shares is determined. Each Bank Business Day (as defined above) will be a Valuation Day

**ZAR**
South African Rand

# DIRECTORS AND ADMINISTRATION

| | |
|---|---|
| **Directors:** | Dirk R. van Bommel<br>Managing Director<br>Robeco<br>Rotterdam, The Netherlands<br><br>J.H. van den Akker<br>Director<br>Robeco<br>Rotterdam, The Netherlands<br><br>H.P. de Knijff<br>Director<br>Robeco<br>Rotterdam, The Netherlands |
| **Registered Office:** | 11/13, Boulevard de la Foire<br>L-1528 Luxembourg |
| **Management Company:** | Robeco Luxembourg S.A.<br>5, Rue Heienhaff<br>L-1736 Senningerberg |
| **Auditor:** | KPMG Luxembourg *société coopérative*<br>39, avenue J.F. Kennedy<br>L-1855 Luxembourg |
| **Depositary, Paying Agent, Listing Agent and Domiciliary Agent:** | RBC Investor Services Bank S.A.<br>14, Porte de France<br>L-4360 Esch-sur-Alzette |
| **Administration Agent and Registrar:** | RBC Investor Services Bank S.A.<br>14, Porte de France<br>L-4360 Esch-sur-Alzette |
| **Investment Adviser:** | Robeco Institutional Asset Management B.V.<br>Weena 850<br>NL-3014 DA Rotterdam |

# SECTION 1 – THE FUND

## 1.1. Summary

Robeco QI Global Dynamic Duration is established for an unlimited period of time as an open-ended investment company, a société d'investissement à capital variable, based in Luxembourg, issuing and redeeming its Shares on demand at prices based on the respective Net Asset Values. Shares will be issued in registered form. The name Robeco Lux-O-rente was changed into Robeco QI Global Dynamic Duration with effect from 31 March 2017.

The Directors of the Company may at any time decide upon the issue of the following Classes of Shares:

| Regular Classes of Shares | Accumulating Classes of Shares | | Distributing Classes of Shares | | |
|---|---|---|---|---|---|
| ***Additional attributes*** | ***Normal*** | ***Variant*** | ***Quarterly*** | ***Monthly*** | ***Annually*** |
| **Hedged Currency** | DH | AH/MH/D2H/M2H | BH/A1H/D3H/M3H | BxH | EH |

| Privileged Classes of Shares | Accumulating Classes of Shares | | Distributing Classes of Shares | | |
|---|---|---|---|---|---|
| ***Additional attributes*** | ***Normal*** | ***Variant*** | ***Quarterly*** | ***Monthly*** | ***Annually*** |
| **Hedged Currency** | FH | | CH | CxH | GH |

| Institutional Classes of Shares | Accumulating Classes of Shares | | Distributing Classes of Shares | | |
|---|---|---|---|---|---|
| ***Additional attributes*** | ***Normal*** | ***Variant*** | ***Quarterly*** | ***Monthly*** | ***Annually*** |
| **Hedged Currency** | IH | ZH/IMH | IBH/ZBH | IBxH/IExH | IEH/ZEH |

The aforementioned Classes of Shares in this Prospectus may be denominated in one or more of the following currencies: EUR, USD, GBP, CHF, JPY, CAD, MXN, HKD, SGD, SEK, NOK, DKK, AUD, ZAR and BRL. The fees of aforementioned Classes of Shares will be set independently of the denomination of the Class of Shares. For example, a D EUR Class of Shares will have the same fee structure as a D USD Class of Shares. In appendix I a complete overview of the available Classes of Shares as at the date of the Prospectus is provided. The Directors of the Company may at any time decide to issue additional Classes of Shares as above described and denominated in one of these currencies. A complete list of all available Classes of Shares may be obtained, free of charge and upon request, from the registered office of the Company in Luxembourg.

The Directors of the Company will determine the investment policy of the Fund. The Directors of the Company have delegated to the Management Company the implementation of the policy as further detailed hereinafter.

Shares will be issued at a price based on the Net Asset Value per Class of Shares plus a sales charge as determined in the chapter "Issue of Shares". Shares, upon request, will be redeemed at a price based upon the Net Asset Value per Class of Shares. Shares will be issued in registered form only. The latest offer and redemption prices are available at the registered office of the Company.

Certain Classes of Shares are or will be listed on the Luxembourg Stock Exchange.

# SECTION 2 - THE SHARES

## 2.1. Classes of Shares

The Board of Directors of the Company has the authority to issue different Classes of Shares in the Company. Details of the characteristics of such Classes of Shares offered by the Company will be determined by the Board of Directors. In case of the creation of additional Classes of Shares, this Prospectus will be updated.

All Shares of the same Class of Shares have equal rights and privileges. Each Share is, upon issue, entitled to participate equally in assets of the relevant Class of Shares to which it relates on liquidation and in dividends and other distributions as declared for the Company. The Shares will carry no preferential or pre-emptive rights and each whole Share will be entitled to one vote at all meetings of Shareholders.

Details on the Classes of Shares issued by the Company are disclosed in Appendix I.

**Regular Classes of Shares**

Class of Shares 'DH' and 'EH' Shares are available to all Investors. All other Shares are available in certain countries, subject to the relevant regulatory approval, through specific distributors, selected by the Board of Directors.

| Regular Classes of Shares | Accumulating Classes of Shares | | Distributing Classes of Shares | | |
|---|---|---|---|---|---|
| ***Additional attributes*** | ***Normal*** | ***Variant*** | ***Quarterly*** | ***Monthly*** | ***Annually*** |
| **Hedged Currency** | DH | AH/MH/ D2H/M2H | BH/A1H/ D3H/M3H | BxH | EH |

**Privileged Classes of Shares**

All privileged Classes of Shares will be available, subject to the relevant regulatory approval, through specific distributors in the framework of the services they provide, where the acceptance of retrocession fees is not allowed according to regulatory requirements or based on contractual arrangements with their clients.

Privileged Classes of Shares will be share classes on which the Company will not pay distribution fees.

| Privileged Classes of Shares | Accumulating Classes of Shares | | Distributing Classes of Shares | | |
|---|---|---|---|---|---|
| ***Additional attributes*** | ***Normal*** | ***Variant*** | ***Quarterly*** | ***Monthly*** | ***Annually*** |
| **Hedged Currency** | FH | | CH | CxH | GH |

**Institutional Classes of Shares**

The possession, redemption and transfer of Institutional Classes of Shares is limited to institutional Investors as defined from time to time by the Luxembourg supervisory authority. Currently the following investors are classified as institutional investors: pension funds, insurance companies, credit institutions, Collective investment undertakings and other professional institutions of the financial sector; Credit institutions and other professionals of the financial sector investing in their own name but on behalf of another party on the basis of a discretionary management relationship are also considered as institutional investors, even if the third party on behalf of which the investment is undertaken is not itself an institutional investor. The Company will not issue Institutional Classes of Shares or contribute to the transfer of Institutional Classes of Shares to non-institutional Investors. If it appears that Institutional Classes of Shares are being held by non-institutional Investors the Company will redeem these Shares.

| Institutional Classes of Shares | Accumulating Classes of Shares | | Distributing Classes of Shares | | |
|---|---|---|---|---|---|
| ***Additional attributes*** | ***Normal*** | ***Variant*** | ***Quarterly*** | ***Monthly*** | ***Annually*** |
| **Hedged Currency** | IH | ZH | IBH/ZBH | IExH | IEH/ZEH |

Institutional Classes of Shares can only be placed through a direct account of the Shareholders with the Registrar.

All Institutional Classes of Shares, except 'ZH', 'ZEH' and 'ZBH' have a minimum subscription amount of EUR 500,000. The Board of Directors can waive this minimum subscription amount at its discretion.

Class of Shares 'ZH', 'ZEH' and 'ZBH' Shares are available to:

(i) Institutional Investors who are (in)directly wholly or partly owned by Robeco Groep N.V. ("Members of the Robeco Group");

(ii) Institutional Investors which consist of investment fund(s) and/or investment structure(s) which are (co-) managed and/or (sub)advised by Members of the Robeco Group;

(iii) Institutional Investors who are institutional clients of Members of the Robeco Group and are as such subject to separate (management, advisory or other) fees payable to such Members of the Robeco Group.

The ultimate decision whether an institutional Investor qualifies for Class of Shares 'ZH', 'ZEH' and 'ZBH' Shares is at the discretion of the Board of Directors of the Company.

Class of Shares 'ZH', 'ZEH' and 'ZBH' Shares are designed to accommodate an alternative charging structure whereby a management and/or service fee normally charged to the Company and then reflected in the Net Asset Value is instead administratively levied and collected by such Member of the Robeco Group directly from the Shareholder.

Additional information can be obtained at the registered office of the Company.

**Hedging Transactions for certain Classes of Shares**

Currency Hedged Classes of Shares:

| Currency Hedged Classes of Shares (H) | Classes of Shares | Accumulating Classes of Shares | | Distributing Classes of Shares | | |
|---|---|---|---|---|---|---|
| ***Additional attributes*** | | ***Normal*** | ***Variant*** | ***Quarterly*** | ***Monthly*** | ***Annually*** |
| **Hedged Currency** | Retail | DH | AH/MH/ D2H/M2H | BH/A1H/ D3H/M3H | BxH | EH |
| **Hedged Currency** | Privileged | FH | | CH | CxH | GH |
| **Hedged Currency** | Institutional | IH | ZH | IBH/ZBH | IBxH/IExH | IEH/ZEH |

All Currency Hedged Classes of Shares (collectively or individually "Currency Hedged Class(es) of Shares "), engage in currency hedging transactions to preserve, to the extent possible, the currency of expression value of the Currency Hedged Class of Shares assets against the fluctuations of the currencies, with a substantial weight, in which the assets allocable to the Currency Hedged Class of Shares are denominated. The benchmark for the Hedged Classes of Shares will be adjusted accordingly.

The Company intends in normal circumstances to hedge not less than 95% and not more than 105% of such currency exposure. Whenever changes in the value of such assets or in the level of Subscriptions for, or Redemptions of, Shares the above named Classes of Shares may cause the hedging coverage to fall below 95% or exceed 105% of such assets, the Company intends to engage in transactions in order to bring the hedging coverage back within those limits.

## 2.2. Issue of Shares

Shares will be issued on any Valuation Day at the offer price per Share, which will be based on the Net Asset Value calculated in accordance with the Articles of Incorporation of the Company and Section 2.5 Calculation of the Net Asset Value, plus a sales commission for the benefit of those having placed the Shares of maximum 3%, except for Shares that are only available to institutional Investors for which the maximum sales commission will be 0.50%. Sales commissions may not be applied to Privileged Classes of Shares and Class 'M2H', 'M3H', 'ZH', 'ZEH' or 'ZBH' Classes of Shares. The percentages represent a percentage of the total subscription amount.

Applicants for Shares should complete an application form and send it to a sales agent or to the Registrar by mail or by facsimile.

Shares may be subscribed directly at the office of the Registrar in Luxembourg or through the sales agents. If, in a jurisdiction in which Shares are sold, any issue or sales taxes become payable to the relevant tax administration, the subscription price will increase by that amount. The allotment of Shares is conditional upon receipt of subscription monies. Any confirmation statement and any monies returnable to the Investor will be retained by the Company pending clearance of remittance.
The Company reserves the right to refuse any subscription request at any time.

If, in a jurisdiction in which Shares are sold, any issue or sales taxes become payable to the relevant tax administration, the subscription price will increase by that amount.

Applications for Classes of Shares received by the Registrar at its registered office not later than 3.00 p.m. (Luxembourg time) the Bank Business Day before the Valuation Day (T-1) will, if accepted, be dealt with at the offer price based on the Net Asset Value calculated on the Valuation Day (T). Requests received after 3.00 p.m. (Luxembourg time) shall be handled on the next following Bank Business Day. Settlement must be made within two Settlement Days after the Valuation Day. If the settlement cannot take place due to the closure of payment systems as a result of a general closure of currency settlement system in the country of the currency of settlement, the settlement will then take place on the next following Settlement Day. The payment must be made by bank transfer to - RBC Investor Services Bank S.A., reference: Robeco QI Global Dynamic Duration (and the name of the applicant) in the currency in which the relevant Class of Shares is denominated. .

Notwithstanding any section in the Prospectus, the settlement currency for subscriptions and redemptions relating to the BRL (Hedged) Share Classes is USD. In accordance with the terms of Prospectus, the Net Asset Value of the BRL (Hedged) Share Classes shall be published in BRL. With respect to the BRL (Hedged) Share Classes, the Company intends to limit the Shareholder's currency risk by reducing the effect of exchange rate fluctuations between the BRL and currency exposures of the Fund.

The Company reserves the right to cancel the application if full payment is not made within the above specified time. In such circumstances the Company has the right to bring an action against the defaulting Investor to obtain compensation for any loss directly or indirectly resulting from the failure by the Investor to make good settlement by the due date. The payment must be made in the currency in which the relevant Class of Shares is denominated.

The Company reserves the right to refuse any Subscription request at any time in the interest of the Company and its Shareholders, if the Board of Directors believes that exceptional circumstances constitute compelling reasons for doing so.

The Company may, from time to time, reach a size above which it may, in the view of the Company, become difficult to manage in an optimal manner. If this occurs, no new Shares in the Company will be issued by the Company. Shareholders should contact their local Robeco Distributor or the Company to enquire on opportunities for ongoing Subscriptions (if any).

Shares will only be issued in registered form. The ownership of registered Shares will be established by an entry in the Register of shareholders maintained by the Registrar. The Investor will receive confirmation of the entry in the register of Shareholders signed by the Registrar.

Shares may be issued in fractions up to four decimal places. Rights attached to fractions of Shares are exercised in proportion to the fraction of a Share held except that fractions of Shares do not confer any voting rights.

Investors may also purchase Shares by using nominee services offered by a distributor operating in compliance with applicable laws and regulations on the fight against money laundering and financing of terrorism. The relevant distributor will subscribe and hold the Shares as a nominee in its own name but for the account of the Investor. The Company draws the Investors' attention to the fact that any Investor should only be able to fully exercise his Shareholder rights directly against the Company, notably the right to participate in general shareholders' meetings if the Investor is registered himself and in his own name in the Shareholders' register of the Company. In cases where an Investor invests in the Company through an intermediary investing into the Company in its own name but on behalf of the Investor, it may not always be possible for the Investor to exercise certain Shareholder rights directly against the Company. In that case investors should be aware that they cannot fully exercise their rights against the Company without the cooperation of the distributor. Investors who use a nominee service may however issue instructions to the distributor acting as 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 distributor. Investors are advised to take advice on their rights.

## 2.3. Switch of Shares

Any Shareholder may request the switch of all or part of his Shares to Shares of another Class of Shares of the Company available to him by advising the Registrar by letter or fax.

A switch request may not be accepted unless any previous transaction involving the Shares to be switched has been fully settled by the relevant Shareholder.

A Shareholder may not hold less than one Share as a result of a switch request. Unless waived by the Management Company, if, as a result of a switch request, a Shareholder holds less than one Share in a Class of Shares, his switch request will be treated as an instruction to switch his total holding in the relevant Class of Shares.

Barring a suspension of the calculation of the Net Asset Value, the switch will be carried out on the Valuation Day in conformity with the conditions as outlined in the Chapters "Issue of Shares" and "Redemption of Shares", at a rate calculated with reference to the Net Asset Value of the Shares on that day.

Switch requests received by the Registrar at its registered office not later than 3.00 p.m. (Luxembourg time) the Bank Business Day before the Valuation Day (T-1) will, if accepted, be dealt with at the appropriate Net Asset Value calculated on the Valuation Day (T). Requests received after 3.00 p.m. (Luxembourg time) shall be handled on the next Valuation Day.

The rate at which all or part of the Shares in a given Class of Shares (the "original Class of Shares ") are switched into another Class of Shares (the "new Class of Shares") shall be determined according to the following formula:

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

A = the number of Shares from the new Class of Shares;

B = the number of Shares from the original Class of Shares;

C = the Net Asset Value per Share of the original Class of Shares on the day in question;

D = the Net Asset Value per Share from the new Class of Shares on the day in question; and

E = the average exchange rate, used by the Administration Agent, on the day in question between the currency of the original Class of Shares and the currency of the new Class of Shares.

A maximum commission of 1% (of the total conversion amount) for the benefit of those having placed the Shares may be

charged in case of a switch. After the switch, Shareholders will be informed by the Registrar or their sales agents of the number and price of the Shares from the new Class of Shares which they have obtained from the switch.

## 2.4. Redemption of Shares

Each Shareholder may at any time request the Company to redeem his Shares subject to the conditions and restrictions laid down in the Company's Articles of Incorporation and in any applicable law.

Shareholders wishing to redeem part or all of their holding(s) should send a request to the Registrar by letter or fax or facsimileing any other agreed format.

A request for Redemption may not be accepted unless any previous transaction involving the Shares to be redeemed has been fully settled by the relevant Shareholder.

The redemption price per Share will be based on the Net Asset Value per Share calculated in accordance with the Articles of Incorporation of the Company and Section 2.4 Calculation of the Net Asset Value.

On the request of a Shareholder the Board of Directors may authorize the Shares of the Company to be redeemed in kind by a transfer of securities, if it is on an equitable basis and not conflicting with the interests of the other Shareholders. The redeeming Shareholder or a third party will bear the costs associated with such redemption in kind (including the costs for the establishment of a valuation report by the Auditor, as required by Luxembourg law), unless the Board of Directors considers the redemption in kind to be in the interest of the Company or to protect the interests of the Company.

Shareholders may request Redemption of their Shares at the office of the Registrar in Luxembourg or through a sales agent and such redemption request received not later than 3.00 p.m. (Luxembourg time) the Bank Business day before the Valuation Day (T-1) will, if accepted, be dealt with at the appropriate Net Asset Value calculated on the Valuation Day. Requests received after 3.00 p.m. (Luxembourg time) will be dealt with on the next Valuation Day). Requests for Redemption of Institutional Classes of Shares can only be placed with the Registrar. Redemption proceeds will be paid within two Bank Business Days after the applicable Valuation Day.

Information regarding the Net Asset Value of the different Classes of Shares can be obtained from the registered office of the Company. The Net Asset Value shall be published regularly.

The Shares redeemed by the Company are cancelled. Payment for redeemed Shares will be made in the currency the relevant Class of Shares is denominated in within two Bank Business Days after the day on which the redemption price of the Shares is calculated by transfer to an account held in the name of the shareholders. The redemption price of Shares may be more or less than the issue price thereof depending on the Net Asset Value at the time of Subscription and that at the time of Redemption.

The Shares can be redeemed through the sales agents, a bank or a stockbroker. Shares in the Company can be held through several account systems in accordance with the conditions of these systems. A redemption charge and a custody fee could be charged by these intermediaries.

## 2.5. Calculation of the Net Asset Value

The Net Asset Value per Share of each Class of Shares of the Company is calculated in the currency of expression of the Class of Shares under the responsibility of the Board of Directors by the Administration Agent on each Bank Business Day.

To the extent feasible, expenses, fees and income will be accrued on a daily basis.

The assets and liabilities of the Company will be valued, in accordance with the general principles, provided in the Articles of Incorporation as follows:

a) Securities and/or financial derivative instruments listed on a stock exchange or on other Regulated Markets, which

operate regularly and are recognised and open to the public, will be valued at the last available market price; in the event that there should be several such markets, on the basis of the last available market price of the principal market for the relevant security. Should the last available market price for a given security not truly reflect its fair market value, then the considered security shall be valued on the basis of the probable sales price which the Board of Directors deems prudent to assume.

b) Securities not listed on a stock exchange or on other Regulated Markets, which operate regularly and are recognised and open to the public, will be valued on the basis of the last available market price. Should there be no such market price, such securities will be valued by the Board of Directors on the basis of the probable sales price which the Board of Directors deems prudent to assume.

c) Financial derivative instruments which are not listed on a Regulated Market will be valued in a reliable and verifiable manner on a daily basis in accordance with market practice.

d) Shares or units in underlying open-ended investment funds shall be valued at their latest available net asset value, reduced by any applicable charges.

e) Liabilities will be valued at market value.

f) Assets or liabilities denominated in other currencies than Euro will be converted into this currency at the rate of exchange ruling on the relevant Bank Business Day in Luxembourg.

g) In the event that the above mentioned calculation methods are inappropriate or misleading, the Board of Directors may adapt any other appropriate valuation principles for the assets of the Company.

h) Investments of the Company in markets which are closed for business at the time the Company is valued, are normally valued using the prices at the previous close of business. Market volatility may result in the latest available prices not accurately reflecting the fair value of the Company's investments. This situation could be exploited by Investors who are aware of the direction of market movement, and who might deal to exploit the difference between the next published Net Asset Value and the fair value of the Company's investments. By these Investors paying less than the fair value for Shares on issue, or receiving more than the fair value on redemption, other Shareholders may suffer a dilution in the value of their investment. To prevent this, the Company may, during periods of market volatility, adjust the Net Asset Value per Share prior to publication to reflect more accurately the fair value of the Company's investments.

**Swing pricing**

Shares will be issued and redeemed on the basis of a single price (the "Price" for the purpose of this paragraph). The Net Asset Value per Share may be adjusted on any Valuation Day in the manner set out below depending on whether or not the Company is in a net subscription position or in a net redemption position on such Valuation Day to arrive at the Price. Where there is no dealing on a Class of Shares on any Valuation Day, the Price will be the unadjusted Net Asset Value per Share.

The basis on which the assets of the Company are valued for the purposes of calculating the Net Asset Value per Share is set out above. However, the actual cost of purchasing or selling assets and investments for the Company may deviate from the latest available price or Net Asset Value used, as appropriate, in calculating the Net Asset Value per Share due to e.g. fiscal charges, foreign exchange costs, market impact, broker commissions, custody transaction charges and spreads from buying and selling prices of the underlying investments ("Spreads"). These costs ("The Cash Flow Costs") have an adverse effect on the value of the Company and are known as "dilution".

To mitigate the effects of dilution, the Directors may, at their discretion, make a dilution adjustment to the Net Asset Value per Share.

The Directors will retain the discretion in relation to the circumstances under which to make such a dilution adjustment.

The requirement to make a dilution adjustment will depend upon the volume of Subscriptions or Redemptions of Shares in the Company. The Directors may at their discretion make a dilution adjustment if, in their opinion, the existing Shareholders (in case of subscriptions) or remaining Shareholders (in case of redemptions) might otherwise be adversely affected. In particular, the dilution adjustment may be made where:

a) the Company is in continual decline (i.e. is experiencing a net outflow of Redemptions);
b) the Company is experiencing large levels of net Subscriptions relevant to its size;
c) the Company is experiencing a net Subscription position or a net Redemption position on any Valuation Day;
d) in any other case where the Directors are of the opinion that the interests of Shareholders require the imposition of a dilution adjustment

The dilution adjustment will involve adding to, when the Company is in a net Subscription position, and deducting from, when the Company is in a net Redemption position, the Net Asset Value per Share such figure as the Directors consider represents an appropriate figure to meet the Cash Flow Costs. The resultant amount will be the Price rounded to such number of decimal places as the Directors deem appropriate. For the avoidance of doubt, Shareholders placed in the same situation will be treated in an identical manner.

Where a dilution adjustment is made, it will increase the Price where the Company is in a net Subscription position and decrease the Price where the Company is in a net Redemption position. The Price of each Class of Shares will be calculated separately but any dilution adjustment will in percentage terms affect the Price of each Class of Shares in an identical manner.

On the occasions when the dilution adjustment is not made there may be an adverse impact on the total assets of the Company.

## 2.6. Temporary suspension of the determination of the Net Asset Value

The determination of the Net Asset Value and hence the issues, switches and Redemptions of Shares, may be limited or suspended in the interest of the Company and its Shareholders if, at any time, the Board of Directors of the Company believes that exceptional circumstances constitute forcible reasons for doing so, for instance:

a) if any exchange or Regulated Market, on which a substantial portion of the Company's investments is quoted or traded, being closed other than for ordinary holidays, or trading on any such exchange or market are restricted or suspended;

b) if the disposal of investments cannot be effected normally or without seriously prejudicing the interests of the Shareholders or the Company;

c) during any breakdown in the communications normally employed in valuing any of the Company's assets or when for any reason the price or value of any of the Company's assets cannot promptly and accurately be ascertained; or

d) during any period when the Company is unable to repatriate funds for the purpose of making payments on Redemption of Shares or during which any transfer of funds involved in the realisation or acquisition of investments or payments due on Redemption of Shares cannot, in the opinion of the Board of Directors, be effected at normal rates of exchange.

Notice of the suspension and lifting of any such suspension will - if appropriate - be published in such newspapers of the countries where the Company's Shares are offered for sale, as decided by the Board of Directors.

Shareholders who have applied to purchase, switch or redeem Shares will be notified of any such suspension and promptly informed when it has ceased. During such a period, Shareholders may withdraw their requests to purchase, switch or redeem.

## 2.7. Dividend Policy

The general policy regarding the appropriation of net income and capital gains is as follows:

**1.** For the ***accumulating Classes of Shares*** (collectively or individually "Capital Growth Classes of Shares ").
Income will be automatically reinvested and added to the relevant Class and will thus contribute to a further increase in value of the total net assets.

**2.** For the ***distribution Classes of Shares*** (collectively or individually "Distributing Classes of Shares ").
After the end of the Financial Year, the Company can recommend what distribution shall be made from the net investment income and net capital gains attributable to the Distributing Classes of Shares. The annual general meeting of Shareholders will determine the dividend payment. The Board of Directors of the Company may decide to distribute interim dividends, in accordance with Luxembourg law.

**3. General remarks**

The Company may at its discretion pay dividend out of the capital attributable to the Distributing Classes of Shares.

Payment of dividends out of capital amounts to a return or withdrawal of part of an investor's original investment or from any capital gains attributable to that original investment. Any distributions of dividends may result in an immediate reduction of the Net Asset Value per Share.
As provided by law, the Company may decide to distribute dividends with no other limit than the obligation that any such dividend distribution does not reduce the Net Asset Value of the Company below the legal minimum amount.
Similarly, the Company may distribute interim dividends and may decide to pay dividends in Shares.

If dividends are distributed, payments of cash dividends to registered Shareholders will be made in the currency of the relevant Class of Shares to such Shareholders at the addresses they have given to the Registrar.

Dividend announcements (including names of paying agents) shall be published on www.robeco.com/luxembourg.
Dividends not collected within five years will lapse and accrue for the benefit of the Company in accordance with Luxembourg law.

## 2.8. Taxation

A. Taxation of the Company

There are no Luxembourg income, withholding or capital gains taxes payable by the Company.

The Company is not subject to net wealth tax in Luxembourg.

No stamp duty, capital duty or other tax will be payable in Luxembourg upon the issue of the Shares of the Company.

The Company is, however, liable in Luxembourg to a subscription tax ("*taxe d'abonnement*") at the rate of 0.05% per annum (0.01% in case of Institutional Classes of Shares) of its net assets calculated and payable at the end of each quarter. The value of assets represented by units held in other UCIs benefit from an exemption from the *taxe d'abonnement*, provided such units have already been subject to this tax. Income received by the Company on its investments may be subject to non-recoverable withholding taxes in the countries of origin.

The Company may further be subject to tax on the realised or unrealised capital appreciation of its assets in the countries of origin. The Company may benefit from double tax treaties entered into by Luxembourg, which may provide for exemption from withholding tax or reduction of withholding tax rate. In addition the Company may be subject to transfer taxes on the sale and/or purchase of securities and may also be subject to subscription taxes in countries were shares of the Company are distributed.

Distributions made by the Company are not subject to withholding tax in Luxembourg.

*This information is based on the current Luxembourg law, regulations and practice and is subject to changes therein.*

*As the Company is only eligible to benefit from a limited number of Luxembourg tax treaties, dividends and interest received by the Company as a result of its investments may be subject to withholding taxes in the countries of their origin which are generally irrecoverable as the Company itself is exempt from income tax. Recent European Union case law may, however, reduce the amount of such irrecoverable tax.*

B. Taxation of the Shareholders

*Luxembourg resident individuals*
Capital gains realised on the sale of the Shares by Luxembourg resident individuals Investors who hold the Shares in their personal portfolios (and not as business assets) are generally not subject to Luxembourg income tax except if:

(i) the Shares are sold within 6 months from their subscription or purchase; or
(ii) if the Shares held in the private portfolio constitute a substantial shareholding. A shareholding is considered as substantial when the seller holds or has held, alone or with his/her spouse and underage children, either directly or indirectly at any time during the five years preceding the date of the disposal, more than 10% of the share capital of the company.

Distributions made by the Company will be subject to Luxembourg income tax. Luxembourg personal income tax is levied following a progressive income tax scale, and increased by the solidarity surcharge (*contribution au fonds pour l'emploi*) giving an effective maximum marginal tax rate of 45,78% in 2017.

*Luxembourg resident corporate*
Luxembourg resident corporate Investors will be subject to corporate taxation at the rate of 27,08% (in 2017 for entities having the registered office in Luxembourg-City) on capital gains realised upon disposal of Shares and on the distributions received from the Company.

Luxembourg corporate resident Investors who benefit from a special tax regime, such as, for example, (i) an UCI subject to the law of 17 December 2010 on undertakings for collective investment, as amended, (ii) specialised investment funds subject to the amended law of 13 February 2007 on specialised investment funds, (iii) reserved alternative investment funds subject to the law of 23 July 2016 on reserved alternative investment funds (to the extent that they have not opted to be subject to general corporation taxes) or (iv) family wealth management companies subject to the amended law of 11 May 2007 related to family wealth management companies, are exempt from income tax in Luxembourg, but instead subject to an annual subscription tax (*taxe d'abonnement*) and thus income derived from the Shares, as well as gains realised thereon, are not subject to Luxembourg income taxes.

The Shares shall be part of the taxable net wealth of the Luxembourg resident corporate Investors except if the holder of the Shares is (i) an UCI subject to the law of 17 December 2010 on undertakings for collective investment, as amended, (ii) a vehicle governed by the amended law of 22 March 2004 on securitisation, (iii) an investment company governed by the amended law of 15 June 2004 on the investment company in risk capital, (iv) a specialised investment fund subject to the amended law of 13 February 2007 on specialised investment funds, (v) a reserved alternative investment fund subject to the law of 23 July 2016 on reserved alternative investment funds or (vi) a family wealth management company subject to the amended law of 11 May 2007 related to family wealth management companies. The taxable net wealth is subject to tax on a yearly basis at the rate of 0.5%. A reduced tax rate of 0.05% is due for the portion of the net wealth tax exceeding EUR 500 million.

*Non-Luxembourg residents*
Non-resident individuals or collective entities who do not have a permanent establishment in Luxembourg to which the

Shares are attributable are not subject to Luxembourg taxation on capital gains realised upon disposal of the Shares nor on the distribution received from the Company and the Shares will not be subject to net wealth tax.

*Automatic Exchange of Information*

The Organisation for Economic Co-operation and Development ("OECD") has developed a common reporting standard ("CRS") to achieve a comprehensive and multilateral automatic exchange of information ("AEOI") on a global basis. On 9 December 2014, Council Directive 2014/107/EU amending Directive 2011/16/EU as regards mandatory automatic exchange of information in the field of taxation (the "Euro-CRS Directive") was adopted in order to implement the CRS among the Member States.

The Euro-CRS Directive was implemented into Luxembourg law by the law of 18 December 2015 on the automatic exchange of financial account information in the field of taxation ("CRS Law"). The CRS Law requires Luxembourg financial institutions to identify financial assets holders and establish if they are fiscally resident in countries with which Luxembourg has a tax information sharing agreement. Luxembourg financial institutions will then report financial account information of the financial account holder (including certain entities and their controlling persons) to the Luxembourg tax authorities, which will thereafter automatically transfer this information to the competent foreign tax authorities on a yearly basis.

Accordingly, the Company may require the Investors to provide information in relation to the identity and fiscal residence of financial account holders (including certain entities and their controlling persons) in order to ascertain their CRS status and report information regarding a shareholder and his/her/its account to the Luxembourg tax authorities (*Administration des Contributions Directes*), if such account is deemed a CRS reportable account under the CRS Law. Please note that (i) the Company is responsible for the treatment of the personal data provided for in the CRS Law; (ii) the personal data will only be used for the purposes of the CRS Law; (iii) the personal data may be communicated to the Luxembourg tax authorities (*Administration des Contributions Directes*); (iv) responding to CRS-related questions is mandatory and accordingly the potential consequences in case of no response whereby the Company is required to report information to the Luxembourg tax authorities (*Administration des Contributions Directes*) based on the indications of tax residency in another CRS country; and (v) the Investor has a right of access to and rectification of the data communicated to the Luxembourg tax authorities (*Administration des Contributions Directes*).

Under the CRS Law, the first exchange of information will be applied by 30 September 2017 for information related to the calendar year 2016. Under the Euro-CRS Directive, the first AEOI must be applied by 30 September 2017 to the local tax authorities of the Member States for the data relating to the calendar year 2016.

In addition, Luxembourg signed the OECD's multilateral competent authority agreement ("Multilateral Agreement") to automatically exchange information under the CRS. The Multilateral Agreement aims to implement the CRS among non-Member States; it requires agreements on a country-by-country basis.

The Company reserves the right to refuse any application for Shares if the information provided or not provided does not satisfy the requirements under the CRS Law.

By investing (or continuing to invest) in the Company, investors shall be deemed to acknowledge that:

(i) the Company (or its agent) may be required to disclose to the Luxembourg tax authorities (*Administration des Contributions Directes*) certain confidential information in relation to the investor, including, but not limited to, the investor's name, address, tax identification number (if any), social security number (if any) and certain information relating to the investor's investment;

(ii) the Luxembourg tax authorities (*Administration des Contributions Directes*) may be required to automatically exchange information as outlined above with the competent tax authorities of other states in or outside the EU that also have implemented CRS ;

(iii) the Company (or its agent) was and in the future may be required to disclose to Luxembourg tax authorities (*Administration des Contributions Directes*), to the extent permitted by applicable laws certain confidential information when registering with such authorities and if such authorities contact the Company (or its agent) with further enquiries;

(iv) the Company may require the investor to provide additional information and/or documentation which the Company may be required to disclose to the Luxembourg tax authorities (*Administration des Contributions Directes*);

(v) in the event an investor does not provide the requested information and/or documentation, whether or not that actually leads to compliance failures by the Company, or a risk of the Company or its investors being subject to withholding tax under the relevant legislative or inter-governmental regime, the Company reserves the right to take any action and/or pursue all remedies at its disposal including, without limitation, compulsory redemption or withdrawal of the investor concerned, to the extent permitted by applicable laws, regulations and the Articles of Incorporation and the Company shall observe relevant legal requirements and shall act in good faith and on reasonable grounds; and

(vi) no investor affected by any such action or remedy shall have any claim against the Company (or its agent) for any form of damages or liability as a result of actions taken or remedies pursued by or on behalf of the Company in order to comply with any of the CRS or any of the relevant underlying legislation.

Investors should consult their professional advisors on the possible tax and other consequences with respect to the implementation of the CRS.

C. Foreign Account Tax Compliance Act ("FATCA")

The Hiring Incentives to Restore Employment Act (the "Hire Act") was signed into US law in March 2010. It includes provisions generally known as FATCA. The intention of FATCA is that details of investors subject to US income tax holding assets outside the US will be reported by financial institutions outside the US ("FFIs") to the U.S. Internal Revenue Services (the "IRS") on an annual basis, as a safeguard against US tax evasion. A 30% withholding tax is imposed on certain US source income of any FFIs that fail to comply with this requirement. This regime became effective in phases starting as from 1 July 2014.

In order to enable Luxembourg Financial Institutions to comply, on 28 March 2014 Luxembourg concluded a Model 1 Intergovernmental Agreement ("IGA") with the U.S. and a memorandum of understanding in respect thereof, to improve international tax compliance and provide for the implementation of FATCA based on domestic reporting and reciprocal automatic exchange pursuant to the convention between the Luxembourg and the U.S. for the Avoidance of Double Taxation and the Prevention of Fiscal Evasion with respect to Taxes on Income and Capital as amended by the Protocol of 20 May 2009. This IGA was approved by, and therefore transposed into, the Luxembourg Law of 24 July 2014 relating to FATCA.

As a result of this IGA, Luxembourg has issued Luxembourg regulation to implement the terms and conditions set forth under the IGA. Under these Luxembourg regulations Reporting Luxembourg Financial Institutions need to comply with certain registration requirements, need to register with the IRS, need to identify U.S. reportable accounts and accounts held by Nonparticipating Financial Institutions and report certain information regarding these accounts to the Luxembourg competent authorities. The Luxembourg competent tax authorities will automatically exchange this information to the IRS.

Under the Luxembourg law of 24 July 2015 relating to FATCA (the "FATCA Law") and the Luxembourg IGA, the Company is required to collect information aiming to identify its direct and indirect shareholders that are Specified US Persons for FATCA purposes ("FATCA reportable accounts"). Any such information on FATCA reportable accounts provided to the Company will be shared with the Luxembourg tax authorities which will exchange that information on an automatic basis with the Government of the United States of America pursuant to Article 28 of the convention between the Government of the United States of America and the Government of the Grand-Duchy of Luxembourg for the Avoidance of Double Taxation and the Prevention of Fiscal Evasion with respect to Taxes in Income and Capital, entered into in Luxembourg on 3 April 1996. The Company is required to comply with the provisions of the FATCA Law and the Luxembourg IGA to be compliant with FATCA and will thus not be subject to the 30% withholding tax with respect to its share of any such payments attributable to actual and deemed U.S. investments of the Company. The Company will continually assess the extent of the requirements that FATCA and notably the FATCA Law place upon it.

The Company is a Reporting Luxembourg Financial Institution and is registered as such before 5 May 2014. Subsequently, in order to comply, the Company will require shareholders to provide mandatory documentary evidence of their tax residence or their compliance with FATCA as a financial institution.

Shareholders, and intermediaries acting for prospective shareholders, should therefore take particular note that the Company will be required to report to the Luxembourg competent tax authorities certain information of investors who become Specified US Persons or investors who are non-U.S. entities with one or more Controlling Persons that are a Specified US Person or payments to entities that are Nonparticipating Financial Institutions within the meaning of the IGA.

By investing (or continuing to invest) in the Fund, investors shall be deemed to acknowledge that:

(i) the Company (or its agent) may be required to disclose to the Luxembourg competent tax authorities certain confidential Information in relation to the investor, including, but not limited to, the investor's name, address, tax identification number (if any), social security number (if any) and certain information relating to the investor's investment;

(ii) the Luxembourg competent tax authorities may be required to automatically exchange information as outlined above with the IRS;

(iii) the Company (or its agent) was and in the future may be required to disclose to the IRS to the extent permitted by applicable laws or to the Luxembourg competent tax authorities certain confidential information when registering with such authorities and if such authorities contact the Company (or its agent) with further enquiries;

(iv) the Company may require the investor to provide additional information and/or documentation which the Company may be required to disclose to the Luxembourg competent tax authorities;

(v) in the event an investor does not provide the requested information and/or documentation, whether or not that actually leads to compliance failures by the Company, or a risk of the Company or its investors being subject to withholding tax under the relevant legislative or inter-governmental regime, the Company reserves the right to take any action and/or pursue all remedies at its disposal including, without limitation, compulsory redemption or withdrawal of the investor concerned, to the extent permitted by applicable laws, regulations and the Articles of Incorporation and the Company shall observe relevant legal requirements and shall act in good faith and on reasonable grounds; and

(vi) no investor affected by any such action or remedy shall have any claim against the Company (or its agent) for any form of damages or liability as a result of actions taken or remedies pursued by or on behalf of the Company in order to comply with any of the IGA or any of the relevant underlying legislation.

In cases where investors invest in the Company through an intermediary, investors are reminded to check whether such intermediary is FATCA compliant. If you are in any doubt, you should consult your tax adviser, stockbroker, bank manager, solicitor, accountant or other financial adviser regarding the possible implications of FATCA on an investment in the Company and/or any Class(es) of Shares.

# SECTION 3 - GENERAL INFORMATION

## 3.1 Fees and Expenses

1. Expenses

The Company and its different Classes of Shares pay directly:

- the Paying Agent and the Depositary which receive from the Company combined fees that amount to an average of 0.02% per annum of the total net assets of the Classes of Shares of the Company for the provision of their services. Depending on the net assets of the Company and the transactions made, such combined fees may however be higher or lower than the combined average fees indicated above;

- the normal commissions on transactions and banking and brokerage fees relating to the assets of the Company or expenses incurred in respect thereof, such as proxy voting costs and costs related to debt restructuring such as legal advice;

- the costs of establishing the Company. These costs have been fully paid by the company. In case where further Classes of Shares are created in future, these Classes of Shares will bear, in principle, their own formation expenses;

- the *taxe d'abonnement* as described in chapter "Taxation" and taxes in relation to the investments (such as withholding taxes) and transactions (such as stamp duties).

2. Management fee

The different Classes of Shares will incur an annual management fee which reflects all expenses related to the management of the Company which is payable to the Management Company. The Management Company will be responsible for the fees of the Investment Adviser.

3. Service fee

Furthermore, the Company or the different Classes of Shares will incur a fixed annual service fee payable to the Management Company reflecting all remaining expenses such as the fees of the Domiciliary and Listing Agent, the Administration Agent, the Registrar, auditors, legal and tax advisers, the costs of preparing, printing and distributing all prospectuses, memoranda, reports and other necessary documents concerning the Company, any fees and expenses involved in the registration of the Company with any governmental agency and stock exchange, the costs of publishing prices and the operational expenses, and the cost of holding Shareholders meetings.

The Management Company will bear the excess of any such expenses above the rate specified for each Class of Shares in the Appendix of the Fund. Conversely, the Management Company will be entitled to retain any amount by which the rate of these fees to be borne by the Classes of Shares, as set out in the Appendix, exceeds the actual expenses incurred by the relevant Class of the Fund.

The annual service fee will be payable at a maximum rate of 0.12% per annum of the monthly average Net Asset Values (based on closing prices) of the relevant Class of Shares for the portion of assets under management up to EUR 1 billion. Any increase in the current rates of the service fee up to such maximum rate will only be implemented upon giving not less than 1 months' notice to affected Shareholders. If the assets of a Class of Shares exceed EUR 1 billion, a 0.02% discount on the service fee of the relevant Class of Shares applies to the assets above this limit and a further 0.02% discount applies to assets over EUR 5 billion. However, the annual service rate cannot be less than 0.01% for a specific Class of Shares. Where a Class of Shares refers to payment of 0.00% annual service fee, the costs covered by the annual service fee incurred by the relevant Class of Shares are borne by Robeco.

4. Depositary fee

The average depositary fee of the Company will be approximately 0.02% of the average net assets of the Company, depending on the net assets of the Company and the transactions made. The fees per Class may however be higher or lower than the average fees indication. Detailed information on the average depositary fee of each Class is available in the annual report of the Company.

5. Other information

All expenses of a periodical nature are charged first to the investment income of the Company, then to the realised capital gains and finally to the assets of the Company.

The annual charges, both management fee and service fee, which are expressed as a percentage of the Net Asset Value, are detailed in Appendix I "Investment Policy and Risk Profile". The charges are paid monthly on basis of the average Net Asset Value of the period and are reflected in the share price. Expenses exceeding the relevant percentages and expenses not covered by these fees, will be borne by the Management Company.

## 3.2 Late Trading or Market Timing

Late Trading is to be understood as the acceptance of a Subscription, switch or redemption order after the Cut-off time on the relevant Valuation Day and the execution of such order at the price based on the Net Asset Value applicable to such Valuation Day.

Market timing ("Market Timing") is to be understood as an arbitrage method through which an Investor systematically subscribes and redeems Shares of the Company within a short time period, by taking advantage of time differences and/or imperfections or deficiencies in the method of determination of the Net Asset Value of the undertaking for collective investment.

In order to protect the Company and its Investors against Late Trading and Market Timing practices the following prevention measures are adopted:

1. No subscriptions, switches or redemptions after the Cut-off time in Luxembourg are accepted.
2. The Net Asset Value is calculated after the Cut-off time ("forward pricing").

Subscriptions, switches or redemptions received from a distributor after to the Cut-off time in Luxembourg in respect of orders received prior to this Cut-off time in Luxembourg will be accepted if transmitted to the Registrar within a reasonable timeframe as agreed from time to time with the Management Company.

On an annual basis the Auditor of the Company reviews the compliance rules with respect to the Cut-off time. In order to protect the interests of the Company and its Shareholders, the Company will monitor transactions in and out of the Company on Market Timing activities. The Company does not permit practices related to Market Timing and the Company does reserve the right to reject Subscription or switch orders from an Investor in this context.

## 3.3 Pooling and co-management

For the purposes of efficient management and to reduce administrative costs, the Board of Directors may decide to co-manage some or all of the assets of the Company and other Luxembourg UCIs of the Robeco Group ("co-managed units"). In this case, the assets from different co-managed units will be jointly managed using the technique of pooling. Assets that are co-managed will be referred to using the term "pool". Such pools will only be used for the purposes of internal management. They will not constitute distinct legal entities and will not be directly accessible to Investors. Each co-managed unit will have its own assets allocated to it.

When the assets of a co-managed unit are managed using this technique, the assets initially attributable to each co-managed

unit will be determined according to the units' initial participation in the pool. Thereafter, the composition of the assets will vary according to contributions or withdrawals made by the units.

This apportionment system applies to each investment line of the pool. Additional investments made by the co-managed units will therefore be allocated to these units according to their respective entitlements, while assets sold will be similarly deducted from the assets attributable to each of the co-managed units.

All banking transactions involved in the running of the units (dividends, interest, non-contractual fees, expenses) will be accounted for in the pool and reassigned from an accounting point of view to the co-managed units, on a pro-rata basis on the day the transactions are recorded (provisions for liabilities, bank recording of income and/or expenses). On the other hand, contractual fees (e.g. for custody, administration and management) will be accounted for directly in the respective co-managed units.

The assets and liabilities attributable to each co-managed unit will be identifiable at any given moment and remain legally segregated.

The pooling method will comply with the investment policy of each co-managed unit concerned.

## 3.4 Management Company

The Directors of the Company have appointed Robeco Luxembourg S.A. as the management company of the Company to be responsible on a day-to-day basis, under supervision of the Directors of the Company, for providing administration, marketing, investment management and investment advisory services to the Company. The Management Company has delegated its investment management and investment advisory functions to Robeco Institutional Asset Management B.V.

The Management Company has delegated the administration functions and registrar and transfer functions to RBC Investor Services Bank S.A..

The Management Company was incorporated as a "*société anonyme*" under the laws of the Grand Duchy of Luxembourg on 7 July 2005 and its articles of association were published in the Mémorial on 26 July 2005. The Management Company is approved as management company regulated by chapter 15 of the Law. The Management Company is a member of Robeco Group and also acts as a management company for Robeco (LU) Funds III, Robeco Capital Growth Funds, Robeco All Strategies Funds and Robeco Global Total Return Bond Fund

The Board of Directors of the Management Company is composed of:

- Mark Glazener (Managing Director Robeco Luxembourg S.A., Robeco Group);
- Marco van Zanten (Executive Director, Robeco);
- Sandor Hendriks (Director, Robeco).

The conducting officers of the Management Company are:

- Mark Glazener (Managing Director Robeco Luxembourg S.A., Robeco Group);
- Thomas Goergen (Managing Partner and Board Member, Luxembourg Investment Solutions S.A.).

The capital of the Management Company is EUR 2.5 million at the date of this Prospectus.

The Management Company shall ensure compliance of the Company with the investment restrictions and oversee the implementation of the Company's strategies and investment policy.

The Management Company shall send reports to the Directors on a periodical basis and inform each board member without delay of any active breach by the Company of the investment restrictions.

The Management Company will receive periodic reports from the Investment Adviser and other service providers.

Additional information which the Management Company must make available to investors in accordance with Luxembourg laws and regulations such as but not limited to shareholder complaints handling procedures, conflicts of interest rules, voting rights policy of the Management Company etc., shall be available at the registered office of the Management Company.

*Remuneration policy*
The Management Company has a remuneration policy. The objectives of the policy are amongst others to stimulate employees to act in the best interest of clients and avoid taking undesirable risks and to attract and retain good employees. The remuneration policy is consistent with and promotes a sound and effective risk management and does not encourage risk taking which is inconsistent with the risk profile of the Company or with its Articles of incorporation.

The remuneration policy appropriately balances fixed and variable components of total remuneration. Each individual employee's fixed salary is determined on the basis of function and experience according to Robeco's salary ranges and in reference to the benchmarks of the investment management industry in the relevant region. The fixed salary is deemed adequate remuneration for the employee to properly execute his or her responsibilities, regardless of whether or not variable remuneration is received. The total available variable remuneration pool is established annually by and on behalf of Robeco Luxembourg S.A. and approved by the supervisory board of Robeco (Robeco Institutional Asset Management B.V.); which also acts as the Supervisory Board of Robeco Luxembourg S.A. The pool is, in principle, determined as a certain percentage of the operational profit. To ensure that the total variable remuneration is an accurate representation of performance, the total amount of variable remuneration is determined taking inter alia the following factors into account:

1. The financial result compared to the budgeted result and long-term objectives;
2. The required risk-minimization measures and the measurable risks.

Variable remuneration can be paid in cash and/or in instruments. Deferral schemes might be applicable, depending on the amount of the variable remuneration and categories of staff benefiting thereof. Additional requirements apply to employees who qualify as risk takers, are part of senior management or of control functions or other persons identified in accordance with UCITS guidelines. In order to mitigate identified risks, control measures, such as malus and clawback provisions, are in place.

Further details relating to the current remuneration policy of the Management Company are available on www.robeco.com/luxembourg**.** This includes a description of how remuneration and benefits are calculated and the identity of persons responsible for awarding the remuneration. A paper copy will be made available upon request and free of charge by the Management Company.

## 3.5 Investment Adviser

Robeco Institutional Asset Management B.V. ("RIAM"), an investment management company, forming part of the Robeco Group of Rotterdam, the Netherlands will manage the assets of the Company on a day-to-day basis. The Investment Advisory Agreement between the Management Company and RIAM was concluded on 2 January 2006, for an undetermined period. It may be terminated on one year's notice in writing, except if the interests of the Shareholders otherwise require.

RIAM advocates sustainability investing which covers environmental, social and corporate governance issues. More information on this topic can be found on www.robeco.com/si.

The Company's investment policy will be determined by the Board of Directors of the Company. It will be the Investment Adviser who makes the decision to buy, sell or hold a particular asset, but always under the overall control and review of the Management Company. The Investment Adviser shall not be responsible for the investment decisions made by the Board of Directors of the Company, the Management Company or the bodies or persons acting under their authority.

## 3.6 Structure and purpose

The Company was incorporated for an undetermined period on 2 June 1994 as a *"société d'investissement à capital variable"*. An

extraordinary general meeting of the Shareholders held on 20 August 2003 resolved among others to submit the Company to part I of the Law as from 13 February 2004. These amendments of the Articles of Incorporation were published in the Mémorial number 1267 on 28 November 2003. The Articles of Incorporation were amended for the last time on 3 March 2017 and this amendment was published in the *Recueil Electronique des Sociétés et Associations*.

The Company is a "société anonyme" and "société d'investissement à capital variable" pursuant to part I of the Law. It is registered under number B 47 779 in the Register of Commerce and Companies of Luxembourg where its consolidated Articles of Incorporation have been deposited and are available for inspection and where copies thereof may be obtained upon request.

The minimum capital is EUR 1,250,000. The capital of the Company will automatically be adjusted in case additional Shares are issued or outstanding Shares are redeemed without special announcements or measure of publicity being necessary in relation thereto.

The Company's assets are subject to normal market fluctuations as well as to the risks inherent to investments in securities and no assurance can, therefore, be given that the Company's investment objectives will be achieved.

## 3.7 Depositary, paying agent, listing agent and domiciliary agent

The Company has appointed RBC Investor Services Bank S.A. ("RBC"), having its registered office at 14, Porte de France, L-4360 Esch-sur-Alzette, Grand Duchy of Luxembourg, as depositary bank and principal paying agent (the "Depositary") of the Company with responsibility for the safekeeping of the assets; oversight duties; cash flow monitoring; and principal paying agent functions in accordance with the Law, the CSSF Circular 16/644 and the Depositary Bank and Principal Paying Agent Agreement between the Company and RBC (the "Depositary Bank and Principal Paying Agent Agreement").

RBC Investor Services Bank S.A. is registered with the Luxembourg Register for Trade and Companies (RCS) under number B-47192 and was incorporated in 1994 under the name "First European Transfer Agent". It is licensed to carry out banking activities under the terms of the Luxembourg law of 5 April 1993 on the financial services sector, as amended, and specialises in custody, fund administration and related services. Its equity capital as at 31 October 2016 amounted to approximately EUR 1,059,950,131.

The Depositary has been authorized by the Company to delegate, in accordance with applicable laws and the provisions of Depositary Bank and Principal Paying Agent Agreement, its safekeeping duties (i) to delegates in relation to other Assets (as defined in the Depositary Bank and Principal Paying Agent Agreement) and (ii) to sub-custodians in relation to Financial Instruments (as defined in the Depositary Bank and Principal Paying Agent Agreement) and to open accounts with such sub-custodians.

The Depositary Bank and Principal Paying Agent Agreement is concluded for an undetermined duration but it may be terminated subject to a prior notice in writing by either party provided that this agreement shall not terminate until a replacement depositary is appointed. An up to date description of any safekeeping functions delegated by the Depositary and an up to date list of the delegates and sub-custodians may be obtained, upon request, from the Depositary or via the following website link: https://www.rbcits.com/gmi/globalcustody/.

The Depositary shall act honestly, fairly, professionally, independently and solely in the interests of the Company and the Shareholders in the execution of its duties under the Law and the Depositary Bank and Principal Paying Agent Agreement.

Under its oversight duties, the Depositary will:

- ensure that the sale, issue, repurchase, redemption and cancellation of Shares effected on behalf of the Company are carried out in accordance with the Law and with the Articles of Incorporation,
- ensure that the value of Shares is calculated in accordance with the Law and the Articles of Incorporation,
- carry out the instructions of the Company or the Management Company acting on behalf of the Company, unless they conflict with the Law, as amended, or the Articles of Incorporation,
- ensure that in transactions involving the Company's assets, the consideration is remitted to the Company within the usual time limits,

- ensure that the income of the Company is applied in accordance with Luxembourg laws and regulations and the Articles of Incorporation.

The Depositary will also ensure that cash flows are properly monitored in accordance with the Law and the Depositary Bank and Principal Paying Agent Agreement.

Depositary Bank's conflicts of interests
From time to time conflicts of interests may arise between the Depositary and the delegates, for example where an appointed delegate is an affiliated group company which receives remuneration for another custodial service it provides to Company. On an ongoing basis, the Depositary analyzes, based on applicable laws and regulations any potential conflicts of interests that may arise while carrying out its functions under this agreement. Any identified potential conflict of interest is managed in accordance with RBC's conflicts of interests' policy which is subject to applicable laws and regulation for a credit institution according to and under the terms of the Luxembourg law of 5 April 1993 on the financial services sector, as amended.

Further, potential conflicts of interest may arise from the provision by the Depositary and/or its affiliates of other services to the Company, the Management Company and/or other parties. For example, the Depositary and/or its affiliates may act as the depositary, custodian and/or administrator of other funds. It is therefore possible that the Depositary (or any of its affiliates) may in the course of its business have conflicts or potential conflicts of interest with those of the Company, the Management Company and/or other funds for which the Depositary (or any of its affiliates) provide services.

RBC has implemented and maintains a management of conflicts of interests' policy, aiming namely at:
- Identifying and analysing potential situations of conflicts of interests;
- Recording, managing and monitoring the conflicts of interests situations in:
- Implementing a functional and hierarchical segregation making sure that operations are carried out at arm's length from the Depositary business ;
- Implementing preventive measures to decline any activity giving rise to the conflict of interest such as:
- RBC and any third party to whom the custodian functions have been delegated do not accept any investment management mandates;RBC does not accept any delegation of the compliance and risk management functions;

RBC has a strong escalation process in place to ensure that regulatory breaches are notified to compliance which reports material breaches to senior management and the board of directors of RBC; and
A dedicated permanent internal audit department provides independent, objective risk assessment and evaluation of the adequacy and effectiveness of internal controls and governance processes.

RBC confirms that based on the above management of conflicts of interests' policy, the potential conflicts of interest have been mitigated sufficiently to ensure the fair treatment of clients.

Up to date information on the conflicts of interest policy referred to above may be obtained, upon request, from the Depositary or via the following website link:
https://www.rbcits.com/AboutUs/CorporateGovernance/p_InformationOnConflictsOfInterestPolicy.aspx.

Pursuant to a second agreement between the Company and RBC Investor Services Bank S.A., the latter shall also provide the domiciliary services and act as a listing agent to the Company.

## 3.8 Administration Agent and Registrar

By an Investment Fund Service Agreement, RBC Investor Services Bank S.A. has been appointed by the Management Company as Administration Agent.

As such, RBC Investor Services Bank S.A. is responsible for the general administrative functions required by Luxembourg law, calculating the Net Asset Value and maintaining the accounting records of the Company.

RBC Investor Services Bank S.A. has also been appointed by the Management Company as Registrar to the Company.

In its capacity as Registrar, RBC Investor Services Bank S.A. is responsible for processing the issue, switching and Redemption of Shares and maintaining the register of Shareholders.

## 3.9 Meetings and reports

The Company's Financial Year ends on the last day of December of each year. Audited reports will be published and made available to Shareholders within 4 months of the end of each Financial Year and unaudited semi-annual reports will be published and made available to Shareholders within 2 months of the end of the period they cover. The annual general meeting of Shareholders will be held in Luxembourg, in accordance with Luxembourg laws, at any date and time decided by the Board of Directors but no later than within 6 months from the end of the Company's previous financial year. The annual general meeting will represent all the Shareholders of the Company, and its resolutions shall be binding upon all Shareholders of the Company.

Notices of general meetings, including the agenda, time and place as well as the applicable quorum and majority requirements, will be sent to Shareholders to their address reflected in the register of Shareholders of the Company, published on www.robeco.com/luxembourg and published in those newspapers as the Board of Directors shall determine from time to time. Annual reports including the audited accounts of the Company, as well as semi-annual reports will be available at the registered office of the Company in Luxembourg.

## 3.10 Liquidation of the Company

The Company may be liquidated:

- by resolution of the general meeting of Shareholders of the Company adopted in the manner required for amendments of the Articles of Incorporation;

- if its capital falls below two thirds of the minimum capital, which is EUR 1,250,000. The Directors must submit the question of dissolution of the Company to a general meeting for which no quorum shall be prescribed and which shall decide by simple majority of the Shares represented at the meeting.

- if its capital falls below one fourth of the minimum capital, the Directors must submit the question of the dissolution to a general meeting for which no quorum shall be prescribed. Dissolution may be resolved by Shareholders holding one fourth of the Shares at the meeting.

Should the Company be liquidated, then the liquidation will be carried out in accordance with the provisions of the Law. The net assets as determined by the liquidator, will be distributed to the Shareholders in proportion to their shareholdings, taking account of the rights attached to the individual Class of Shares. Amounts unclaimed at the close of liquidation will be deposited in escrow at the *Caisse de Consignation* in Luxembourg for the benefit of the persons entitled thereto. Amounts not claimed within the prescribed period may be forfeited in accordance with applicable provisions of Luxembourg law.

## 3.11 Merger of Classes of Shares

If at any times the Board of Directors determines upon reasonable grounds that:

(i) the net assets of a Class of Shares have decreased below the amount which the Board of Directors considers as being the minimum amount required for the existence of such Class of Shares in the interest of the Shareholders; or
(ii) if a change in the economical or political situation relating to the Class of Shares concerned would have material adverse consequences on investments of such Class of Shares or Classes of Shares; or
(iii) in order to proceed to an economic rationalisation,

the Board of Directors may decide to cancel the shares of a Class of Shares or Classes of Shares and to allocate the assets of such Class of Shares or Classes of Shares to those of another existing Class of Shares of shares within the Company or to another Luxembourg undertaking for collective investment and to redesignate the shares of the Class of Shares or Classes of Shares concerned as shares of another Class of Shares (following a split or consolidation, if necessary and the payment of the amount corresponding to any fractional entitlement to shareholders or the allocation, if so resolved, of rights to fractional entitlements

pursuant to Section 2.2. above).

Such decision will be published by the Company at least one month prior to the date of such consolidation or amalgamation in accordance with the Law and the applicable regulations. Such publication will be made at least one month before the date on which such consolidation or amalgamation shall become effective in order to enable holders of such shares to request redemption thereof, free of charge, before the implementation of any such transaction. When the amalgamation is to be implemented with a mutual investment fund (fonds commun de placement) or a foreign based undertaking for collective investment, the resolutions shall only be binding upon such shareholders who shall have voted in favour of the amalgamation.

## 3.12 Transactions with connected persons

Cash forming part of the property of the Company may be placed as deposits with the Depositary, Management Company, investment advisers or with any connected persons of these companies (being an institution licensed to accept deposits) as long as that institution pays interest thereon at no lower rate than is, in accordance with normal banking practice, the commercial rate for deposits of the size of the deposit in question negotiated at arm's length.

Money can be borrowed from the Depositary, Management Company, the investment advisers or any of their connected persons (being a bank) so long as that bank charges interest at no higher rate, and any fee for arranging or terminating the loan is of no greater amount than is in accordance with normal banking practice, the commercial rate for a loan of the size and nature of the loan in question negotiated at arm's length.

Any transactions between the Company and the Management Company, the investment advisers or any of their connected persons as principal may only be made with the prior written consent of the Depositary.

All transactions carried out or on behalf of the Company must be at arm's length and executed on the best available terms. Transactions with persons connected to the Management Company or investment advisers may not account for more than 50% of the Company's transactions in value in any one Financial Year of the Company.

The Management Company, the investment advisers or any of their connected persons will not receive cash or other rebates from brokers or dealers in respect of transactions for the Company. In addition, neither the Management Company nor the investment advisers currently receive any soft dollars arising out of the management of the Company.

## 3.13 Data protection and voice recording

The Company, the Management Company and the Administrative Agent, acting as data controller or as data processor, as the case may be (the "Entities") may collect and hold on computer personal data from an Investor from time to time for the purpose of managing the business relationship between the Company and the relevant Investor, including the processing of subscriptions and redemption orders, the keeping of shareholders' register of the Company and the provision of financial and other information to the shareholders, and in order to comply with their applicable legal or regulatory obligations, including anti-money laundering or tax reporting obligations (under FATCA, common reporting standard ("CRS") or equivalent legislation e.g. at OECD or EU level).

The communication by an Investor of personal data required for the Company, the Management Company, or the Administrative Agent to enable them to comply with their applicable legal or regulatory obligations is compulsory. The lack of communication of such personal data shall constitute an obstacle to a relationship being entered into and maintained between the Investor and the Company and may be reported by the Company, the Management Company and/or the Administrative Agent.

By subscribing, switching or redeeming Shares of the Company, investors consent to the processing of personal data by the Company, the Management Company and/or the Administrative Agent and in particular the disclosure of their personal data to, and the processing of their personal data by the parties referred to above including affiliates situated in countries outside of the European Union which may not offer a similar level of protection as the one deriving from Luxembourg data protection

law. Investors acknowledge that the transfer of their personal data to these parties may occur via, and/or their personal data may be processed by, parties in countries (such as, but not limited to, the United States) which may not have data protection requirements deemed equivalent to those prevailing in the European Union. The Company, the Management Company and/or the Administrative Agent may disclose personal data to their agents, service providers or if required to do so by force of law to the regulatory authority indicated in the relevant laws and regulations, such as, but not limited to, Luxembourg or foreign (ultimately) tax authorities (including for the exchange of this information on an automatic basis with the competent authorities in the United States or other permitted jurisdictions as agreed in FATCA, the CRS, at OECD and EU levels or equivalent Luxembourg legislation), Luxembourg financial intelligence units. Investors will upon written request be given access to personal data provided to the Company, the Management Company and/or the Administrative Agent. Investors may request in writing the rectification of, and the Company and the Administrative Agent will upon written request rectify, personal data. All personal data will not be held by the Company, the Management Company and/or the Administrative Agent for longer than necessary with regard to the purpose of the data processing.

The Company and/or the Administrative Agent may need to disclose personal data to entities including governmental agencies or tax authorities located in jurisdictions outside the European Union, which may not have developed an adequate level of data protection legislation. Any such transfer shall be done in compliance with Luxembourg data protection legislation in respect of personal data and for the purposes above mentioned.

Investors agree that telephone conversations with the Company, the Depositary and the Administrative Agent may be recorded as a proof of a transaction or related communication. Recordings will be conducted in compliance with and will benefit from protection under Luxembourg applicable laws and regulations and shall not be released to third parties, except in cases where the Company, the Depositary and the Administrative Agent are compelled or entitled by law or regulation to do so. Recordings may be produced in court or other legal proceedings with the same value in evidence as a written document.

Reasonable measures have been taken to ensure confidentiality of the personal data transmitted between the parties mentioned above. However, due to the fact that the personal data is transferred electronically and made available outside of Luxembourg, the same level of confidentiality and the same level of protection in relation to data protection law as currently in force in Luxembourg may not be guaranteed while the personal data is kept abroad.

The Company will accept no liability with respect to any unauthorised third party receiving knowledge and/or having access to the Investors' personal data, except in the event of wilful negligence or gross misconduct of the Company.

## 3.14 Documents available for inspection

The following documents are available for inspection at the registered office of the Company and at the office of the Depositary:

1. the Articles of Incorporation of the Company; the Prospectus and the Key Investor Information Document of the Company;
2. the Management Fund Service Agreement between the Management Company and the Company;
3. the Depositary Bank and Paying Agreement between the Company and RBC Investor Services Bank S.A.;
4. the Investment Advisory Agreement between the Management Company and Robeco Institutional Asset Management B.V.;
5. the Investment Fund Service Agreement between the Management Company and RBC Investor Services Bank S.A.;
6. the Registrar and Transfer Agency Agreement between the Management Company and RBC Investor Services Bank S.A.;
7. the Domiciliary and Listing Agent Agreement between the Company and RBC Investor Services Bank S.A.; and

8. Robeco's Risk management process.

Copies of the Articles of Incorporation, the Prospectus, the Key Investor Information Document, the annual and semi-annual reports of the Company may be obtained free of charge at the registered office of the Company and at the office of the Depositary. Such reports shall be deemed to form part of this Prospectus.

# SECTION 4 – RISK CONSIDERATIONS

Potential investors in Shares should be aware that considerable financial risks are involved in an investment in the Company. The value of the Shares may increase or decrease depending on the development of the value of the Company's investments. For this reason, potential investors must carefully consider all information in the Prospectus before deciding to buy Shares. In particular, they should in any case consider the following significant and relevant risks as well as the investment policy of the Company.

Below is a summary of the various types of investment risk that may be applicable to the Company. Depending on the investment policy, the Company may be exposed to specific risks including those mentioned below. The Company may not necessarily be exposed to all the risks listed below. Specific risks of investment in the Company may be disclosed in Appendix I. Measures taken to manage and mitigate the financial risks are not mentioned in this section but are discussed in Appendix III - Financial risk management.

Prospective investors should read the entire Prospectus and consult with their legal, tax and financial advisors before making any decision to invest in the Company.

## a) General investment risk

The value of the investments may fluctuate. Past performance is no guarantee of future results. The value of a Share depends upon developments on the financial markets and may both rise and fall. Shareholders run the risk that their investments may end up being worth less than the amount invested or even worth nothing. Within the general investment risk a distinction could be made between several risk types:

**Market risk**
The value of the Shares is sensitive to market fluctuations in general, and to fluctuations in the price of individual financial instruments in particular. In addition, investors should be aware of the possibility that the value of investments may vary as a result of changes in political, economic or market circumstances, as well as changes in an individual business situation. No assurance can, therefore, be given that the Company's investment objective will be achieved. It cannot be guaranteed either that the value of a Share in the Company will not fall below its value at the time of acquisition.

**Concentration risk**
Based on its investment policy, the Company may invest in financial instruments from issuing institutions that (mainly) operate within the same sector or region, or on the same market. If this is the case – due to the concentration of the investment portfolio of the Company – events that have an effect on these issuing institutions may have a greater effect on the Company Assets than in the case of a less concentrated investment portfolio.

**Currency risk**
All or part of the securities portfolio of the Company may be invested in transferable securities, money market instruments, UCITS or other UCIs and other eligible financial instruments denominated in currencies other than the Base currency of the Company. As a result, fluctuations in the exchange rate may have both a negative and a positive effect on the investment result of the Company.

As part of an active currency policy, exposure to currencies may be hedged but investors should note that there is no guarantee that the exposure of the currency in which the Shares are invested can be fully or effectively hedged against the base currency of the relevant Class of Shares. Investors should also note that the implementation of an active currency policy may, in certain circumstances, substantially reduce the benefit to Shareholders in the relevant class of Shares (for instance, if the base currency depreciates against the currency of the instrument in which the Company is invested) and could thereby result in a decrease in the value of their shareholding.

Currency risks may be hedged with currency forward transactions and currency options.

***Inflation risk***
As a result of inflation (reduction in value of money), the actual investment income of the Company may be eroded.

***Risk related to fixed income securities***

*Interest rate risk*
Investments in fixed income securities are subject to interest rate risk. In general, prices of debt securities rise when interest rates fall, whilst their prices fall when interest rates rise.

*Credit risk*
Investments in fixed income securities are subject to credit risks. Lower-rated or unrated securities will usually offer higher yields than higher-rated securities to compensate for the reduced creditworthiness and increased risk of default that these securities carry. Lower-rated or unrated securities generally tend to reflect short-term corporate and market developments to a greater extent than higher-rated securities which react primarily to fluctuations in the general level of interest rates. There are fewer investors in lower-rated or unrated securities, and it may be harder to buy and sell securities at an optimum time. There is also a risk that the bond issuer will default in the payment of its principal and/or interest obligations.

"Investment grade" debt securities and instruments may be subject to the risk of being downgraded to securities/instruments which are rated below "Investment grade" and/or have a lower credit rating. The value of these debt securities may be adversely affected in case of such a downgrade.

*Conversion risk*
The Fund may invest in bonds that are subject to the risk of conversion, such as convertible bonds, hybrid bonds and contingent convertible bonds. Depending on the specific structure, the instruments have both debt and equity capital characteristics. Equity-like features can include loss participations (including full write-off of the bond) and interest payments linked to the operational performance and/ or certain capital ratios. Debt-like features can include a fixed maturity date or call dates fixed on issue.

Convertible bonds permit the holder to convert into shares or stocks in the company issuing the bond at a specified future date. Prior to conversion, convertible bonds have the same general characteristics as non-convertible fixed income securities and the market value of convertible bonds tends to decline as interest rates increase and increase as interest rates decline. However, while convertible bonds generally offer lower interest or dividend yields than non-convertible fixed income securities of similar quality, they enable the Fund to benefit from increases in the market price of the underlying stock, and hence the price of a convertible bond will normally vary with changes in the price of the underlying stock. Therefore, investors should be prepared for greater volatility than straight bond investments.

Contingent convertible bonds (CoCo) are usually issued by financial institutions and can be counted towards the issuers regulatory capital requirement. Conversion of a CoCo occurs based on pre-defined triggers, described in the documentation of the instrument. Triggers are usually linked to specific regulatory capital levels of the issuer, but can also be triggered by pre-defined events or by the competent authority. After a trigger event, the value of a CoCo is depending on the loss absorption mechanism as defined in the terms and conditions of the instrument. Loss absorption methods could allow a full or partial equity conversion or write down of the principal value. A principal write down can be partial or for the full amount, and can be either temporary or permanent.

Contingent convertible bonds are accompanied with specific risks that are more difficult to assess in advance. It is therefore difficult for the Investment Adviser of the Fund to assess how the CoCo will behave before and after conversion. These specific risks include but are not limited to:

1. Trigger risk: the probability of a conversion or write-down is depending on the trigger level and on the current capital ratio of the issuer. Capital levels are usually published on a quarterly or semi-annual basis with a few months lag. Triggers differ

between specific contingent convertible securities and conversion can also be triggered by the regulatory authority. In the event of a trigger, the Fund may lose the amount invested in the instrument or may be required to accept cash, equities or other securities with a value that is considerably less than its original investment;

2. Coupon cancellation risk: the issuer of certain contingent convertible bonds may decide at any time, for any reason, and for any length of time to cancel coupon payments. Coupon payments that have been canceled will not be distributed.

3. Capital structure inversion risk: In the event of a full or partial write-down or a conversion into equity, the holder of a contingent convertible bond may suffer loss of principle before or simultaneously with equity holders;

4. Call extension risk: the contingent convertible bond is usually issued as a perpetual instrument and therefore the bond holder may never be redeemed. Calling the instrument is subject to specific conditions and requires the pre-approval of the competent supervisory authority. The bonds are issued taking into account specific prudential and fiscal laws that apply to the issuer. Any legislative changes could have an adverse impact on the value and may give the issuer the option to redeem the instrument;

5. Unknown risk: the structure of contingent convertible bonds is innovative and untested. This may result in risks that are not known yet.

6. Valuation and Write-down risks: The specific features of a coco such as coupon cancelation, principal (full or partial) write-down and the perpetual character, are difficult to accurately capture in risk models compared to regular bonds. At every call date there is the possibility that the maturity of the bond will be extended which can result in a yield change. The risk of a write down includes a full or partial write down of the principal amount. After a partial write down, distributions will be based on the reduced principal amount. After a conversion, the common stock of the issuer might be suspended from trading, making it difficult to value the position.;

7. Industry concentration risk: investment in contingent convertible bonds may lead to an increased industry concentration risk as such securities are issued by financial institutions;

8. Liquidity risk: In case of conversion into equity, the value of the common stock will be depressed and it is likely that trading of the issuers common equity will be suspended. After conversion, the Investment Adviser of the Fund might be forced to sell these new equity shares since the investment policy of the Fund might not allow equity holding. This event is likely to have a contagious affect contingent convertible bonds issued by other issuers, negatively effecting the liquidity of these instruments.

Hybrid bonds are deeply subordinated bonds that are often issued by corporates, but can also be issued by financials as part of their regulatory capital structure (e.g. tier 2 capital). The features of a hybrid bond are defined in the terms and conditions of the instrument, and can differ per issue. The risks associated with hybrid bonds are difficult to assess in advance. Conversion risk of hybrid bonds is driven by the following risks:

1. Coupon deferral risk: Depending on the terms and conditions of the instrument, the issuer of hybrid bonds may decide at any time, to defer coupon payments. An alternative coupon satisfaction mechanism may apply which could allow the issuer to distribute equity to satisfy the coupon obligation;

2. Call extension risk: the hybrid bond is issued as a long term bond, with specific call dates that give the issuer the option to redeem the issue. If issued by a financial institution as part of their regulatory capital requirement, the instrument cannot have any incentive to redeem and calling the instrument is subject to specific conditions and requires the pre-approval of the competent supervisory authority. Any legislative changes could have an adverse impact on the value and may give the issuer the option to redeem the instrument;

3. Unknown risk: Hybrid bonds are issues taking into account specific laws that apply to the issuer. This includes both fiscal

and, if the issuer is a financial institution, prudential regulatory requirements;

4. Valuation risks: Due to the callable nature of hybrids, it is not certain what calculation date to use in yield calculations. At every call date there is the possibility that the maturity of the bond will be extended, which can result in a yield change.

5. Industry concentration risk: investments in hybrid bonds may lead to an increased industry concentration risk as such securities are often issued by issuers in specific sectors (e.g. financials, utility, energy, telecommunication);

6. Liquidity risk: issue specific events, such as the announcement that distributions on the instrument are passed, are likely to affect the liquidity of the hybrid bond. If an alternative coupon satisfaction mechanism is applied, whereby equity is distributed to the hybrid bond holders, the value of the common stock will likely be depressed. The Investment Adviser of the Fund might be forced to sell these equity positions since the investment policy of the Fund might not allow equity holdings.

*Credit rating risk*
Credit ratings assigned by rating agencies are subject to limitations and do not guarantee the creditworthiness of the security and/or issuer at all times.

***Early termination risk***
In the event of the early termination of the Company, the Company would have to distribute to the Shareholders their pro rata interest in the assets of the Company. It is possible that at the time of such sale or distribution, certain investments held by the Company may be worth less than the initial cost of such investments, resulting in a substantial loss to the Shareholders. Moreover, any organisational expenses with regard to the Company that had not yet become fully amortised would be debited against the Company's capital at that time.

The circumstances under which the Company may be liquidated are set out in Section 3.10.

### b) Counterparty risk

A counterparty of the Company may fail to fulfil its obligations towards the Company.
In general, there is less governmental regulation and supervision of transactions in the OTC markets (in which cash deposits, currencies, forward, spot and option contracts, credit default swaps, total return swaps and certain options on currencies are generally traded) than of transactions entered into on organized exchanges. In addition, many of the protections afforded to participants on some organized exchanges, such as the performance guarantee of an exchange clearinghouse, may not be available in connection with OTC transactions. Therefore, the Company entering into OTC transactions will be subject to the risk that its direct counterparty will not perform its obligations under the transactions and that the Company will sustain losses.

For OTC derivatives cleared by a central counterparty clearing house (CCP), the Company is required to post margin with its clearing member of the CCP. This margin is subsequently transferred by the clearing member to the CCP on behalf of the Company. As a result thereof, the Company is temporarily subjected to counterparty risk on the clearing member of the CCP. During the return of margin by the CCP to the clearing member, the Company is again temporarily subject to counterparty risk on the clearing member until the clearing member has posted the margin back to the Company.

For listed derivatives, such as futures and options, where the Company is not a direct member of various exchanges, clearing services are required from a third party that is a clearing member. This clearing member is required by the clearing house to post margin, which in turn requires the Company to post margin. Because of risk premiums and netting margins across a multitude of clients, the actual margin posted by the clearing member at the clearing house can be significantly lower than the margin posted by the Company, implying the Company runs residual counterparty credit risk on the clearing member.

*Settlement risk*
For the Company, incorrect or non-(timely) payment or delivery of financial instruments by a counterparty may mean that the

settlement via a trading system cannot take place (on time) or in line with expectations.

*Depositary risk*
The financial instruments in the portfolio of the Company are placed in custody with a reputable bank (the "Depositary") or its duly appointed sub-custodians. The Company runs the risk that its assets placed in custody may be lost as a result of the liquidation, insolvency, bankruptcy, negligence of, or fraudulent activities by, the Depositary or the sub-custodian appointed by it.

### c) Liquidity risk

*Asset liquidity risk*
The actual buying and selling prices of financial instruments in which the Company invests partly depend upon the liquidity of the financial instruments in question. It is possible that a position taken on behalf of the Company cannot be liquidated in good time at a reasonable price due to a lack of liquidity in the market in the context of supply and demand and potentially result in the suspension or restriction of purchase and issue of Shares.

Financial derivative transactions are also subject to liquidity risk. Given the bilateral nature of OTC positions are, liquidity of these transactions cannot be guaranteed. The operations of OTC markets may affect the Company's investment via OTC markets.

From time to time, the counterparties with which the Company effects transactions might cease making markets or quoting prices in certain instruments. In such instances, the Company might be unable to enter into a desired transaction or to enter into an offsetting transaction with respect to an open position, which might adversely affect its performance.

The Company has access to an overdraft facility, established with the Depositary, intended to provide for short term .temporary financing if necessary and within the permitted limits under Luxembourg laws and regulations. Borrowings pursuant to the overdraft facility are subject to interest at a rate mutually agreed upon between the Company and the Depositary and pledged underlying assets of the Company's portfolio.

*Large redemption risk*
As the Company is an open-ended Fund, the Company can in theory be confronted on each Valuation Day with a large total redemption. In such a case, investments must be sold in the short term in order to comply with the repayment obligation towards the redeeming Shareholders. This may be detrimental to the results of the Company and potentially result in the suspension or restriction of purchase and issue of Shares.

*Risk of suspension or restriction of purchase and issue*
Under specific circumstances, for example if a risk occurs as referred to in this chapter, the issue and purchase of Shares may be restricted or suspended. Shareholders run the risk that they cannot always buy or sell Shares during such a period.

### d) Risk of use of financial derivative instruments

Financial derivative instruments are subject to a variety of risks mentioned in this chapter. Risks unique to financial derivative instruments include:

*Basis Risk*
Financial derivative instruments can be subject to basis risk: in adverse market conditions the price of the derivative instrument, such as interest rate swaps, total return swaps and credit default swaps, might not be perfectly correlated with the price of the underlying asset. This could have an adverse effect on investment returns.

*Leverage risk*
The Company may make use of derivative instruments, techniques or structures. They may be used for hedging risks, and for achieving investment objectives and ensuring efficient portfolio management. These instruments may present a leverage

effect, which will increase the Company's sensitivity to market fluctuations. Given the leverage effect embedded in derivative instruments, such investments may result in higher volatility or even a total loss of the Class's assets within a short period of time.

*Risk introduced by short synthetic positions*
The Company may use derivatives to take short synthetic positions in some investments. Should the value of such investment increase, it will have a negative effect on the Company's value. In extreme market conditions, the Company may be faced with theoretically unlimited losses. Such extreme market conditions could mean that investors could, in certain circumstances, face minimal or no returns, or may even suffer a loss on such investments.

*Hedging Transactions Risks for certain Classes of Shares*
The attention of the investors is drawn to the fact that the Company has several Classes of Shares which distinguish themselves by, inter alia, their reference currency as well as currency hedging or inflation hedging at Class of Shares level. Investors are therefore exposed to the risk that the Net Asset Value of a Class of Shares can move unfavourably vis-à-vis another Class of Shares as a result of hedging transactions performed at the level of the hedged Class of Shares.

*Counterparty and collateral risks*
In relation to financial derivatives, Investors must notably be aware that (A) in the event of the failure of the counterparty there is the risk that collateral received may yield less than the exposure on the counterparty, whether because of inaccurate pricing of the collateral, adverse market movements, a deterioration in the credit rating of issuers of the collateral, or the illiquidity of the market in which the collateral is traded; that (B) (i) delays in recovering cash collateral placed out, or (ii) difficulty in realising collateral may restrict the ability of the Company to meet redemption requests, security purchases or, more generally, reinvestment.

### e) Risk of lending financial instruments

In the case of financial-instrument lending transactions, the Company runs the risk that the recipient cannot comply with its obligation to return the lent financial instruments on the agreed date or furnish the additional requested collateral. The lending policy of the Company is designed to control these risks as much as possible.

In relation to securities lending transactions, investors must notably be aware that (A) if the borrower of securities lent by the Company fail to return these there is a risk that the collateral received may realise less than the value of the securities lent out, whether due to inaccurate pricing, adverse market movements, a deterioration in the credit rating of issuers of the collateral, or the illiquidity of the market in which the collateral is traded; that (B) in case of reinvestment of cash collateral such reinvestment may (i) create leverage with corresponding risks and risk of losses and volatility, or (ii) introduce market exposures inconsistent with the objectives of the Company, or (iii yield a sum less than the amount of collateral to be returned; and that (C) delays in the return of securities on loans may restrict the ability of the Company to meet delivery obligations under security sales.

### f) Risk of (reverse) repurchase agreements

In relation to (reverse) repurchase agreements, investors must notably be aware that (A) in the event of the failure of the counterparty with which securities (cash) of the Company has been placed there is the risk that collateral received may yield less than the securities (cash) placed out, whether because of inaccurate pricing of a traded instrument, adverse market movements, or the illiquidity of the market in which the securities are traded; and that (B) difficulty in realizing collateral may restrict the ability of the Company to security purchases or, more generally, reinvestment.

### g) Sovereign risk (or country risk)

The Company may invest in bonds and other marketable debt securities and instruments of issuers located in various countries and geographic regions. The economies of individual countries may differ favorably or unfavorably from each other having regard to: gross domestic product or gross national product, rate of inflation, capital reinvestment, resource self-

sufficiency and balance of payments position. The reporting, accounting and auditing standards of issuers may differ, in some cases significantly, from country to country in important respects and less information from country to country may be available to investors in securities or other assets. Nationalization, expropriation or confiscatory taxation, currency blockage, political changes, government regulation, political or social instability or diplomatic developments could affect adversely the economy of a country or the Company's investments in such country. In the event of expropriation, nationalization or other confiscation, the Company could lose its entire investment in the country involved. In addition, laws in countries governing business organizations, bankruptcy and insolvency may provide limited protection to security holders such as the Company.

### h) Valuation risk

The assets of the Company are subjected to valuation risk. This entails the financial risk that an asset is mispriced. Valuation risk can stem from incorrect data or financial modelling.

For derivatives valuation risk can arise out of different permitted valuation methods and the inability of derivatives to correlate perfectly with underlying securities, rates and indices. Many derivatives, in particular over-the-counter derivatives, are complex and often valued subjectively and the valuation can only be provided by a limited number of market professionals which often are acting as counterparties to the transaction to be valued, which may prejudice the independence of such valuations. Inaccurate valuations can result in increased cash payment requirements to counterparties or a loss of value of the Company.

### i) Fiscal risk

During the existence of the Company, the applicable tax regime may change such that a favourable circumstance at the time of subscription could later become less favourable, whether or not with retroactive effect.

A number of important fiscal aspects of the Company are described in the chapter on "Taxation ". The Company expressly advises (potential) Shareholders to consult their own tax adviser in order to obtain advice about the fiscal implications associated with any investment in any of the Company before investing.

### j) Operational risk

The operational infrastructure which is used by the Company carries the inherent risk of potential losses due among other things processes, systems, staff and external events.

### k) Outsourcing risk

The risk of outsourcing activities is that this third party may not comply with its obligations, notwithstanding existing agreements.

### l) Model risk

The Company may apply models to make investment decisions. The risk exists that the models used to make these investment decisions do not perform the tasks they were designed to.

### m) FATCA related risks

Although the Company will be required to comply with obligations set forth under Luxembourg regulations and will attempt to satisfy any obligations until such regulations are in force and to avoid the imposition of any FATCA penalty withholding, no assurance can be given that the Company will be able to achieve this and/or satisfy such FATCA obligations. If the Company becomes subject to a FATCA penalty withholding as a result of the FATCA regime, the value of the Shares held by Shareholders may suffer material losses.

**Prospective Investors should read the entire Prospectus and consult with their legal, tax and financial advisers before making any decision to invest in the Company.**

**Moreover, the attention of the Investors is drawn to the fact that the Company may use derivative instruments. These instruments may present a leverage effect, which will increase the Company's sensitivity to market fluctuations. Refer to Appendix III Financial Risk Management for information about the global exposure of the Company.**

# APPENDIX I – INVESTMENT POLICY AND RISK PROFILE

**Investment policy**

The investment objective of the Company is to provide a high total return.

The Company will invest primarily (in other words, at any time at least two thirds of its total assets) in bonds and other marketable debt securities and instruments (which may include short dated fixed or floating rate securities) of issuers from any member State of the OECD or (supranational) issuers guaranteed by one or more member States of the OECD and with a minimal rating of "A", as measured by Standard & Poor's or other recognised credit rating agencies. The Company may not invest in equity securities provided however that the Company may invest up to 10 % of its net assets in shares or units of other UCITS/UCI. The Company may invest up to 25 % of its total assets in convertible bonds, including up to 5% of its total assets in contingent convertible bonds, or option linked bonds, and up to one third of its total assets in money market instruments. The portfolio's duration will be actively managed to realise the highest possible investment return.

The Company's investment strategy is entirely driven by a proprietary model. This model combines economic variables (such as economic growth, inflation, monetary policy) and technical variables (such as valuation, seasonality, trend) to assess the attractiveness of the various bond markets. The model uses financial-market indicators to capture expectations for the economic variables.

Taking positions in currencies other than the EUR is not one of the Company's principal objectives. The Company may hold ancillary liquid assets comprising cash and cash equivalents (including money market instruments).

The Company will invest in financial derivative instruments for hedging and optimal portfolio management purposes but also to actively take positions in the global bond, money market and currency markets. In case the Company uses derivatives for other purposes than duration and/or currency adjustments, the underlying of such investments respects the investment policy. The buying or selling of exchange traded and over-the-counter derivatives are permitted, including but not limited to futures (including but not limited to interest rate futures, bond futures, swap note futures), options, swaps (including but not limited to interest rate swaps, credit default swaps ("CDS"), index swaps, CDS basket swaps and cross currency swaps) and currency forwards.

Whilst using their best endeavours to attain the Company's investment objective, the Directors cannot guarantee whether and to what extent the investment objective will be achieved. Investors should thus consider an investment in the Company in the longer term perspective of realising an enhanced total return.

**Risk profile of the Company**

The investments in bonds and debt instruments may involve risks (for example linked to the default of the issuers, exchange rates, interest rates, liquidity and inflation).

The Company's investments are subject to market fluctuations. No assurance can, therefore, be given that the Company's investment objective will be achieved. It cannot be guaranteed either that the value of a Share in the Company will not fall below its value at the time of acquisition.

**Profile of the typical Investor**

The Company is suitable for Investors who see funds as a convenient way of participating in capital market developments. It is also suitable for informed and/or experienced Investors wishing to attain defined investment objectives. The Company does not provide a capital guarantee. The Investor must be able to accept moderate volatility. The Company is suitable for Investors who can afford to set aside the capital for at least 2-3 years. It can accommodate the investment objective of capital growth, income and/or portfolio diversification.

Please note that such information is provided for reference only and investors should consider their own circumstances, including without limitation, their own risk tolerance level, financial circumstance, investment objective etc., before making any investment decisions. If in doubt, investors should seek professional advice.

| Share Classes | Management Fee | Service fee | Type |
|---|---|---|---|
| **Regular share classes** | | | |
| Class AH | 1.50% | 0.12% | Accumulating |
| Class A1H | 1.50% | 0.12% | Distributing |
| Class BH | 0.70% | 0.12% | Distributing |
| Class BxH | 0.70% | 0.12% | Distributing |
| Class DH | 0.70% | 0.12% | Accumulating |
| Class D2H | 2.00% | 0.12% | Accumulating |
| Class D3H | 2.00% | 0.12% | Distributing |
| Class EH | 0.70% | 0.12% | Distributing |
| Class MH | 1.75% | 0.12% | Accumulating |
| Class M2H | 2.50% | 0.12% | Accumulating |
| Class M3H | 2.50% | 0.12% | Distributing |
| **Privileged share classes** | | | |
| Class CH | 0.35% | 0.12% | Distributing |
| Class CxH | 0.35% | 0.12% | Distributing |
| Class FH | 0.35% | 0.12% | Accumulating |
| Class GH | 0.35% | 0.12% | Distributing |
| **Institutional share classes** | | | |
| Class IH | 0.35% | 0.08% | Accumulating |
| Class IBH | 0.35% | 0.08% | Distributing |
| Class IBxH | 0.35% | 0.08% | Distributing |
| Class IEH | 0.35% | 0.08% | Distributing |
| Class IExH | 0.35% | 0.08% | Distributing |
| Class ZH | 0.00% | 0.00% | Accumulating |
| Class ZBH | 0.00% | 0.00% | Distributing |
| Class ZEH | 0.00% | 0.00% | Distributing |

See Section 3.1 for a more detailed description of all Fees and Expenses

# APPENDIX II – INVESTMENT RESTRICTIONS

Under the Articles of Incorporation of the Company, the Board of Directors has broad investment powers. In connection with the implementation of the above policy, the Board of Directors has fixed the following investment restrictions.

For the purpose of the investment restrictions, the following definitions will apply:

| | |
|---|---|
| Eligible State | any Member State of the EU or any other state in Eastern and Western Europe, Asia, Africa, Australia, North America, South America and Oceania; |
| EU | European Union; |
| Member State | means a Member State of the EU as defined in the Law; |
| money market instruments | instruments normally dealt in on the money market which are liquid, and have a value which can be accurately determined at any time; |
| OECD | Organisation for Economic Co-operation and Development; |
| Regulated Market | a market within the meaning of Article 4.1.14 of Directive 2004/39/EC or any other Directive amending or replacing Directive 2004/39/EC and any other market in any Eligible State which is regulated, operates regularly and is recognized and open to the public; |
| third country | a state other than a Member State; |
| transferable securities | - shares and other securities equivalent to shares,<br>- bonds and other debt instruments,<br>- any other negotiable securities which carry the right to acquire any such transferable securities by subscription or exchange,<br><br>excluding techniques and instruments relating to transferable securities and money market instruments; |
| UCITS | an Undertaking for Collective Investment in Transferable Securities authorised pursuant to Directive 2009/65/EC, as may be amended; |
| other UCI | an Undertaking for Collective Investment within the meaning of the first and second indents of Article 1(2) of Directive 2009/65/EC, as may be amended. |

1. a) The Company shall only invest in:

(i) transferable securities and money market instruments dealt in on a Regulated Market; and/or

(ii) recently issued transferable securities provided that the terms of the issue include an undertaking that application will be made for admission to the official listing on a Regulated Market and provided such admission will be secured within a year of issue.

(iii) units of UCITS and/or other UCIs, whether situated in a Member State or not, provided that:

- such other UCIs have been authorised and are subject to supervision under the laws of those countries which can provide that they are subject to supervision considered by the CSSF to be equivalent to that laid down in European Community Law and that cooperation between authorities is sufficiently ensured,

- the level of protection for unitholders in such other UCIs is equivalent to that provided for unitholders in a UCITS, and in particular that the rules on assets segregation, borrowing, lending, and uncovered sales of transferable securities and money market instruments are equivalent to the requirements of directive 2009/65/EEC,

- the business of such other UCIs is reported in half-yearly and annual reports to enable an assessment of the assets and liabilities, income and operations over the reporting period,

- no more than 10% of the assets of the UCITS or of the other UCIs, whose acquisition is contemplated, can, according to their constitutional documents, in aggregate be invested in units of other UCITS or other UCIs;

- the UCITS and UCIs in which the Company will invest will have similar investment policies to the one of the Company; and/or

(iv) deposits with credit institutions which are repayable on demand or have the right to be withdrawn, and maturing in no more than 12 months, provided that the credit institution has its registered office in a Member State or if the registered office of the credit institution is situated in a third country provided that it is subject to prudential rules considered by the Luxembourg regulator as equivalent to those laid down in Community law; and/or

(v) financial derivative instruments, including equivalent cash-settled instruments, dealt in on a Regulated Market and/or financial derivative instruments dealt in over-the-counter (''OTC derivatives''), provided that:

- the underlying consists of instruments covered by this section (1) (a), financial indices, interest rates, foreign exchange rates or currencies, in which the Company may invest according to its investment objective;

- the counterparties to OTC derivative transactions are institutions subject to prudential supervision, and belonging to the categories approved by the Luxembourg supervisory authority;

- the OTC derivatives are subject to reliable and verifiable valuation on a daily basis and can be sold, liquidated or closed by an offsetting transaction at any time at their fair value at the Company's initiative.

and/or

(vi) money market instruments other than those dealt in on a Regulated Market, if the issue or the issuer of such instruments are themselves regulated for the purpose of protecting Investors and savings, and provided that such instruments are:

- issued or guaranteed by a central, regional or local authority or by a central bank of a Member State, the European Central Bank, the European Union or the European Investment Bank, a third country or, in case of a Federal State, by one of the members making up the federation, or by a public international body to which one or more EU member states belong, or

- issued by an undertaking any securities of which are dealt in on Regulated Markets, or

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

- issued by other bodies belonging to the categories approved by the CSSF provided that investments in such instruments are subject to investor protection equivalent to that laid down in the first, the second or the third indent and provided that the issuer is a company whose capital and reserves amount to at least ten million euro (EUR 10,000,000) and which presents and publishes its annual accounts in accordance with the fourth directive 78/660/EEC[1], is an entity which, within a group of companies which includes one or several listed companies, is dedicated to the financing of the group or is an entity which is dedicated to the financing of securitisation vehicles which benefit from a banking liquidity line.

b) The Company may invest its assets in transferable securities and money market instruments other than those mentioned above (a), but only up to a maximum of 10% of its net assets;

2. The Company may hold ancillary liquid assets.

3. (i) a) The Company shall not invest more than 10% of its net assets in transferable securities and money market instruments issued by the same issuing body.

b) The Company may not invest more than 20% of its total net assets in deposits made with the same body. The risk exposure to a counterparty of the Company in an OTC derivative transaction may not exceed 10% of its net assets when the counterparty is a credit institution referred to in (1) a) (iv) above or 5% of its net assets in other cases.

(ii) Moreover, the total value of the transferable securities and money market instruments held by the Company of issuing bodies in each of which it has invested more than 5% of its net assets must not exceed 40% of the value of its net assets.

This limitation does not apply to deposits and OTC derivative transactions made with financial institutions subject to prudential supervision where this would lead to investment of more than 20% of its assets in a single body, any of the following:

Notwithstanding the individual limits laid down in paragraph 3) (i), the Company may not combine:

- investments in transferable securities or money market instruments issued by that body,

[1] This directive has been repealed and replaced by Directive 2013/34/EU

- deposits made with that body, and/or

- exposures arising from OTC derivative transactions undertaken with that body.

(iii) The limit of 10% laid down in sub-paragraph 3) (i) a) above will be increased to a maximum of 35% in respect of transferable securities or money market instruments which are issued or guaranteed by a Member State, by its public local authorities, or any other Eligible State or by public international bodies of which one or more Member States belongs.

(iv) The limit of 10% laid down in sub-paragraph (i) a) is increased to 25% for certain bonds when they are issued by a credit institution which has its registered office in a Member State and is subject by law, to special public supervision designed to protect bondholders. In particular, sums deriving from the issue of these bonds must be invested in conformity with the law in assets which, during the whole period of validity of the bonds, are capable of covering claims attaching to the bonds and which, in case of bankruptcy of the issuer, would be used on a priority basis for the repayment of principal and payment of the accrued interest.

If the Company invests more than 5% of its net assets in the bonds referred to in this sub-paragraph and issued by one issuer, the total value of such investments may not exceed 80% of the net assets of the Company.

(v) The transferable securities and money market instruments referred to in sub-paragraphs (iii) and (iv) shall not be included in the calculation of the limit of 40% stated in paragraph 3) (ii) above;

The limits set out in sub-paragraphs (i), (ii) and (iii) may not be aggregated and, accordingly, investments in transferable securities or money market instruments issued by the same issuing body, in deposits or in derivative instruments effected with the same issuing body may not, in any event, exceed a total of 35% of the Company's net assets;

Companies which are part of the same group for the purposes of the establishment of consolidated accounts, as defined in accordance with directive 83/349/EEC or in accordance with recognised international accounting rules, are regarded as a single body for the purpose of calculating the limits contained in this paragraph 3).

The Company may cumulatively invest up to 20% of the net assets in transferable securities and money market instruments within the same group.

**(vi) Notwithstanding the above provisions, the Company is duly authorised to invest up to 100% of its net assets, in accordance with the principle of risk spreading, in different transferable securities and money market instruments issued or guaranteed by a Member State of the OECD, or by Singapore or any member state of the G20 or international public bodies of which one or more Member States belongs. The Company may invest up to 100% of the net assets as described above if it holds securities from at least six different issues on the condition that securities from any one issue may not account for more than 30% of the total net assets of the Company.**

4. The Company shall not invest in real estate, in commodities or in investments which involve unlimited liability.

5. (i) The Company may acquire units of the UCITS and/or other UCIs referred to in paragraph 1) a) (iii), provided that no more than 10% of its net assets be invested, in aggregate, in the units of UCITS or other UCIs or in one single such UCITS or UCI.

(ii) The underlying investments held by the UCITS or other UCIs in which the Company invests do not have to be considered for the purpose of the investment restrictions set forth under 3 above.

(iii) When the Company invests in the units of UCITS and/or other UCIs that are managed, directly or by delegation, by the Management Company or by any other company with which the Management Company is linked by common management or control, or by a substantial direct or indirect holding, the Management Company or other company cannot charge management, subscription or redemption fees on account of the Company's investment in the units of such other UCITS and/or UCIs.

If any Company's investments in UCITS and other UCIs constitute a substantial proportion of the Company's assets, the total management fee (excluding any performance fee, if any) charged to the Company and each of the UCITS or other UCIs concerned shall not exceed 2.5% of the relevant net assets under management. The Company will indicate in its annual report the total management fees charged both to the Company and to the UCITS and other UCIs in which the Company has invested during the relevant period.

(iv) The Company may acquire no more than 25% of the units of the same UCITS and/or other UCI. This limit may be disregarded at the time of acquisition if at that time the gross amount of the units in issue cannot be calculated. In case of a UCITS or other UCI with multiple compartments, this restriction is applicable by reference to all units issued by the UCITS or other UCI concerned, all compartments combined.

6. The Company shall not carry out uncovered sales of transferable securities, money market instruments or other financial instruments referred to above.

7. The Company may not acquire movable or immovable property.

8. The Company shall not underwrite or sub-write issues of securities.

9. The Company shall not make loans or give guarantees to third parties. This restriction shall not prevent the Company from acquiring transferable securities or money market instruments which are not fully paid up and lending portfolio securities.

10. The Company shall not acquire either precious metals or certificates representing them.

11. The Company shall not acquire any shares carrying voting rights which would enable it to exercise significant influence on the management of an issuing body. The Company shall not acquire more than:

* 10% of the non-voting shares of the same issuer;
* 10% of the debt securities of the same issuer;
* 10% of the money market instruments of the same issuer;

The limits laid down in the second and third indents of this restriction 10 may be disregarded at the time of acquisition if at that time, the gross amount of debt securities or the net amount of the securities in issue cannot be calculated. Moreover, the limits set out in this restriction 10 are not applicable as regards securities referred to under article 48 paragraph 3) sub-paragraphs a), b), c), d) and e) of the Law.

12. The Company shall ensure that its global exposure relating to derivative instruments does not exceed the total Net Asset Value of its portfolio.

The exposure is calculated taking into account the current value of the underlying assets, the counterparty risk, foreseeable market movements and the time available to liquidate the positions. This shall also apply to the following subparagraphs.

The Company may invest, if provided in its investment policy and within the limits laid down in restriction 3. (iv) in financial derivative instruments provided that the exposure to the underlying assets does not exceed in aggregate the investment limits laid down in restrictions 3 (i) to 3 (iv). When the Company invests in index-based financial derivative instruments, these investments do not have to be combined to the limits laid down in restriction 3.

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

13. The Company is prohibited from borrowing. However, by way of derogation, the Company may borrow the equivalent of up to 10% of its net assets, provided that the borrowing is done on a temporary basis. The purchase of foreign currencies by way of back to back loans remains possible.

If the limits referred to above are exceeded for reasons beyond the control of the Company, or as a result of exercise of subscription rights, the Company must adopt as a priority objective for its sales transactions the remedying of that situation taking due account of the interest of the Shareholders.

To the extent that an issuer is a legal entity with multiple compartments where the assets of the compartment are exclusively reserved to the Investors in such compartment and to those creditors whose claim has arisen in connection with the creation, operation or liquidation of that compartment, each compartment is to be considered as a separate issuer for the purpose of the application of the risk spreading rules set out above.

# APPENDIX III – FINANCIAL RISK MANAGEMENT

The Management Company, on behalf of the Company, employs a risk-management process which enables it to monitor and measure the financial risk of the positions and their contribution to the overall risk profile of the Company. The Management Company, on behalf of the Company employs, if applicable, a process for accurate and independent assessment of the value of any OTC derivative instruments.

An independent risk management team is responsible for the implementation of financial risk management controls on behalf of the Management Company. From a financial risk management perspective, three main risk classifications are discerned, market risk, counterparty risk and liquidity risk. These are treated separately in this appendix.

***Market risk***

Risk controls are designed to limit the Company's market risk. The internal risk management methodology applied by the Management Company focuses on the tracking error, relative volatility versus the benchmark, absolute volatility and relative duration measures. Where appropriate, the extent to which the Company is exposed to market risk is restricted by means of limits on these risk measures. Derivative positions are included in the market risk calculations, by taking into account the economic exposures of each instrument to its underlying value(s). The use of market risk limits implicitly limits the economic exposure introduced by derivatives that can be introduced. In circumstances where the market risk of the Company is measured relative to an appropriate benchmark, where possible, the Company uses a widely accepted external (sub)-index as benchmark. On top of the above mentioned risk measures, results of stress scenarios are measured and monitored. Both the levels and relative (to the benchmark) stress test results are measured and monitored. Furthermore concentration limits vis-à-vis the benchmark are monitored on a daily basis.

Next to the internal market risk measures, the table "Global exposure calculation" on the next page presents an overview of the method used to calculate the global exposure and the expected levels.

***Counterparty risk***

With respect to counterparty risk, procedures are in place with regard to the selection of counterparties, focusing on external credit ratings and market implied default probabilities (credit spreads). Counterparty exposure and concentration limits are computed and monitored on a frequent basis. Besides, counterparty risk is mitigated by securing appropriate collateral.

For counterparties to derivative (and OTC Swap) transactions to be accepted they are assessed on their creditworthiness based on external resources quoting the short-and long term rating and on credit spread as well as guarantees issued by the parent company of such counterparties, if any. The minimum acceptance level for a counterparty to be accepted is that it must have a long term mid rating higher or equal to A3 and a short term mid rating equal to P-1, expect for specific cases or circumstances. In addition to the external ratings, soft indicators are also examined when evaluating a new counterparty. While there are no predetermined legal status or geographical criteria applied in the selection of the counterparties, these elements are typically taken into account in the selection process. Selected counterparties comply with article 3 of the SFTR Regulation.

The creditworthiness of the derivative counterparty will determine whether derivatives may be entered into with the respective counterparty. The Company will only enter into financial derivatives transactions with counterparties specialized in this type of transaction and adhering to the acceptance criteria as set out above. In addition, the use of financial derivatives must comply with the investment objective and policy and risk profile of the Company. These internal guidelines are determined in the best interest of the client by the Company and are subject to change without prior notice.

Counterparties to securities lending transactions/repurchase agreements are assessed on their creditworthiness based on external resources quoting the short-term rating and on credit spread as well as guarantees issued by the parent company of such counterparties, if any. The perceived creditworthiness of the counterparty will determine the applicable limits for the counterparty. If the counterparty has a short-term mid rating lower than P-1, limits are decreased. These internal guidelines are determined in the best interest of the client by the Company and are subject to change without prior notice.

Whenever the delivery of an asset is due by the Company to a counterparty stemming from a derivative financial instrument, the Company must be able either to deliver the asset immediately or be able to acquire the asset in time for delivery. Whenever a payment is due by the Company to a counterparty stemming from a derivative financial instrument, the Company must either hold cash or have sufficient liquidity in order to meet such obligations. A coverage policy is in place to ensure that the assets in the Company are sufficiently liquid to enable the Company to fulfil its payment obligations.

***Liquidity risk***

On a frequent basis the Company's market liquidity is measured and monitored by bid-ask spreads (fixed income positions). Funding liquidity risks of the Company is also measured and monitored; the portfolio is considered "at risk" if the portfolio's assets are illiquid (market liquidity risk) whilst the client base is relatively concentrated. Portfolios exhibiting market or funding liquidity risk are discussed in relevant risk committees and, if deemed necessary, appropriate measures are taken.

**Global exposure calculation**

The table below present an overview of:

- the method used to calculate global exposure; and
- the expected level of leverage (calculated as the sum of the notionals of the derivatives used) and the possibility of higher leverage levels;

| Name | Method used to calculate the global exposure | Reference Portfolio | Expected level of leverage | Leverage is not expected to exceed |
|---|---|---|---|---|
| Robeco QI Global Dynamic Duration | Absolute VaR | --- n/a --- | 125% | 200% |

# APPENDIX IV – FINANCIAL DERIVATIVE INSTRUMENTS, EFFICIENT PORTFOLIO MANAGEMENT TECHNIQUES AND INSTRUMENTS

The Company may employ (i) financial derivatives on eligible assets and (ii) techniques and instruments relating to transferable securities and money market instruments under the conditions and within the limits laid down by the Law and the regulations of the supervisory authority. The Company may employ derivatives for efficient portfolio management for hedging purposes and for investment purposes.

The conditions of use and the limits applicable shall in all circumstances comply with the provisions laid down in the Law.

Under no circumstances shall these operations cause the Company to diverge from its investment policies and restrictions.

As outlined in Appendix II, item 12, the Company will ensure that the global exposure relating to the use of financial derivatives shall not exceed the total Net Asset Value of the Company. The global exposure relating to derivative instruments held in the Company will be determined using an approach based on the internal model, taking into consideration all the sources of global exposure (general and specific market risks), which might lead to a significant change in the portfolio's value.

Techniques and Instruments (including but not limited to securities lending and repurchase agreements) relating to transferable securities and money market instruments may be used by the Company for the purpose of efficient portfolio management.

Related to SFTR Regulation the Company may use repurchase transactions and securities lending in order to improve the Company's performance. Buy-sell back transactions, sell-buy back transactions and margin lending transactions will not be used.

**SECURITIES LENDING AND REPURCHASE AGREEMENTS**

To the maximum extent allowed by, and within the limits set forth in the laws and regulations applicable to the Company, in particular the provisions of (i) article 11 of the Grand-Ducal regulation of 8 February 2008 relating to certain definitions of the Law, of (ii) CSSF Circular 08/356 relating to the rules applicable to undertakings for collective investments when they use certain techniques and instruments relating to transferable securities and money market instruments and of (iii) CSSF Circular 14/592 relating to ESMA Guidelines on ETFs and other UCITS issues (as these pieces of regulations may be amended or replaced from time to time), the Company may for the purpose of generating additional capital or income or for reducing costs or risks (A) enter, either as purchaser or seller, into repurchase agreements and (B) engage in securities lending transactions.

The designated securities lending agent of the Company is Robeco Institutional Asset Management B.V. ("RIAM"), which also acts as the Investment Adviser. RIAM is an affiliate of the Robeco Groep and holds a license by the Netherlands Authority for the Financial Markets ("AFM") and is incorporated under the laws of the Netherlands. The incremental income generated from securities lending transactions is shared between the Company and RIAM, and is further specified in the Company's audited reports. RIAM does not conduct transactions for its own account, but RIAM does act as securities lending agent for other clients. RIAM takes all reasonable measures to mitigate (potential) conflicts of interest, arising from it acting for various clients and prevent (potential) impact thereof on the performance of the Company, as much as possible.

RIAM conducts securities lending transactions for the account of the Company against the payment of a fee in conformity with the current market practice. On a periodic basis, the Company seeks advice from an external consultant to assess if the fee is in conformity with the current market practice, based on (i) the relative / absolute value that RIAM adds as securities lending agent for the Company, and (ii) the fees of other securities lending agents. The income that is generated through securities lending, will be split between RIAM and the Company. The fee split varies between 20% and 35% for RIAM and between 65% and 80% for the Company. The Company's audited report shall provide further information in

accordance with Luxembourg laws and regulations. RIAM conducts repurchase / reverse repurchase transactions on behalf of the Company. The result generated from these transactions (positive or negative) is solely for the account of the Company. RIAM does not receive a fee for securities lending and repurchase / reverse repurchase transactions other than its investment adviser fee and the *ad hoc* fees allocated to it to cover it's direct and indirect operational costs and fees.

Counterparties to securities lending transactions/repurchase agreements are assessed as described in Appendix III - Financial risk management.

The Company could potentially have all (i.e. 100%) of its assets irrespective of their type, available for securities lending transactions/repurchase agreements, provided the assets are applicable for securities lending/repurchase agreements and that it may, at all times, meet redemption requests. The maximum and expected level of leverage in respect of securities lending transactions/repurchase agreements is mentioned in the table below. The securities lending transactions/repurchase agreements must not affect the management of the Company in accordance with their investment policy.

The collateral may be enforced if there is an event of default under the relevant agreement. The collateral may be subject to right of set-off if the relevant agreement stipulates so.

**Specific risks linked to securities lending and repurchase agreements**
Use of the aforesaid techniques and instruments involves certain risks, some of which are listed in the following paragraphs (in addition to the general information provided under Section 4 of the prospectus), and there can be no assurance that the objective sought to be obtained from such use will be achieved.

In general, securities lending transactions and/or repurchase agreements may be conducted or concluded to increase the overall performance of the Company, but an event of default (and specifically an event of default of a counterparty) may have a negative impact on the performance of the Company. The risk management process implemented by the Management Company (as described in Appendix III) aims at mitigating such a risk.

The Company may enter into a total return swap for which the Company receives a fee. Similarly to a securities lending transaction, this swap is used as an efficient portfolio management technique and is entered into in order to generate additional income for the Company. By using the total return swap, the Company replaces a physical long position, with an (collateralized) economically identical synthetic long position thereby adding no additional exposure to the market.

When entering into such a swap, the Company sells the relevant security. Its sale proceeds, when paid in the local currency, are converted into United States Dollar ("USD") or Euro (EUR) and deposited with a bank or the cash will be reinvested overnight. Simultaneously the Company enters into a total return swap with the selected broker pursuant to an ISDA Agreement executed between the parties at the same price as the execution of the physical sale. The swap is structured so as to reflect the movements of the underlying security and any foreign exchange fluctuations of the local currency vis-à-vis USD or EUR. In addition, the swap is reset at least once a month and the intra-month exposure of the parties is secured by collateral.

As of the date of this Prospectus, Total Return Swaps are solely used by the Company as an alternative to classic securities lending transactions for efficient portfolio management and as tools for the Company to increase its overall performance

For counterparties to OTC Swap transactions to be accepted and used they are assessed as described in Appendix III.

Counterparties to an OTC swap transaction shall have no discretionary investment authority regarding the underlying security. The swap can be terminated at the option of either party. Upon termination of the swap, the Company replaces the synthetic position with a physical position using the received cash from the original sale of the physical position and the collateral movements.
The risks associated with financial derivatives instruments , including a total return swap, are described in Section 4 – RISK CONSIDERATIONS of the Prospectus. RIAM is also the designated agent of the Company for swaps. Since the total return

swap is economically identical to a physical securities lending transaction, the fee income is split between RIAM and the Company as is described above in respect of securities lending and repurchase agreements.

**Levels securities lending, repurchase agreements and total return swaps**

| Name | Repurchase agreements | | Reverse repurchase agreements | | Securities lending | | Total Return Swaps | |
|---|---|---|---|---|---|---|---|---|
| | Expected level | Maximum level | Expected level | Maximum level | Expected level | Maximum level | Expected level | Maximum level |
| Robeco QI Global Dynamic Duration | 0-5% | 10% | 0-5% | 15% | 60% | 100% | 0-5% | 100% |

**FINANCIAL DERIVATIVE INSTRUMENTS**

To the maximum extent allowed by, and within the limits set forth in the laws and regulations applicable to the Company, in particular the provisions of (i) article 11 of the Grand-Ducal regulation of 8 February 2008 relating to certain definitions of the Law, of (ii) CSSF Circular 08/356 relating to the rules applicable to undertakings for collective investments when they use certain techniques and instruments relating to transferable securities and money market instruments and of (iii) CSSF Circular 14/592 relating to ESMA Guidelines on ETFs and other UCITS issues (as these pieces of regulations may be amended or replaced from time to time), the Company may for the purpose of generating additional capital or income or for reducing costs or risks enter, into financial derivative transactions, as further indicated in Appendix I.

The Company predominantly engages in credit default swaps and interest rate swaps. These types of derivative transactions are described in more detail below. The derivative transactions and the collateral exchanged pursuant to those transactions are in principle governed by the 1992 and 2002 ISDA Master Agreement (or an equivalent document) and the Credit Support Annex (or an equivalent document) Agreement respectively. The International Swaps and Derivatives Association ("ISDA") has produced this standardized documentation for these transactions.

Counterparties of the derivative transactions are assessed as described in Appendix III.

Should the Company invest in financial derivative instruments related to an index for investment purposes, information on the index and its rebalancing frequency would be disclosed in Appendix I prior thereto, by way of reference to the website of the index sponsor as appropriate.

Should the Company invest in financial derivative instruments which underlying is a financial index, it is expected that the rebalancing frequency of the index should not require a rebalancing of the portfolio of the Company considering its investment policy and should not either generate additional costs for the Company.

The Investment Adviser transacts the financial derivative transactions on behalf of the Company. The Investment Adviser is an affiliate of the Robeco Groep and holds a license by the Netherlands Authority for the Financial Markets ("AFM"). The Investment Adviser is incorporated under the laws of the Netherlands. The result generated from the derivatives transactions (positive or negative) is solely for the account of the Company and is further specified in the Company's audited reports.

Please note that if any counterparty to a financial derivative transaction has discretion as indicated under point 38 d) of the ESMA Guidelines on ETFs and other UCITS issues (ESMA/2014/937EN), the counterparty will have to be approved by the CSSF as investment manager of the Company .

**Conflict of interest**

Pursuant to the Investment Advisory Agreement between the Management Company and the Investment Adviser, the Investment Adviser undertakes to disclose all and any conflicts of interest that may arise regarding the provision of its services in writing to the Board of Directors. Notwithstanding this, the Investment Adviser shall be at liberty to act as management company to any other person or persons it may think fit and nothing herein contained shall prevent RIAM from contracting or entering into any financial, banking, commercial, advisory or other transactions (including without

limitation financial derivative transactions) whether on its own account or on the account of others as may be allowable by law and regulation.

**Credit Default Swaps**
The Company may use credit default swaps. A credit default swap is a bilateral financial contract in which one counterpart (the protection buyer) pays a periodic fee in return for a contingent payment by the protection seller following a credit event of a reference issuer. The protection buyer must either sell particular obligations issued by the reference issuer at their par value (or some other designated reference or strike price) when a credit event occurs or receive a cash settlement based on the difference between the market price and such reference or strike price. The credit default swaps to be entered into will be marked to market daily on this basis. A credit event is commonly defined as bankruptcy, insolvency, receivership, material adverse restructuring of debt, or failure to meet payment obligations when due.

The Company may buy protection under credit default swaps or sell protection under credit default swaps in order to acquire a specific credit exposure.

The Company will ensure that, at any time, it has the necessary assets in order to pay redemption proceeds resulting from redemption requests and also meet its obligations resulting from credit default swaps and other techniques and instruments.

**Interest rate Swaps**
The Company may use interest rate swaps. An interest rate swap is an agreement between two counterparties whereby one stream of future interest payments is exchanged for another based on a specified principal amount. Interest rate swaps often exchange a fixed payment for a floating payment that is linked to an interest rate (most often the LIBOR). A counterparty will typically use interest rate swaps to limit or manage exposure to fluctuations in interest rates, or to obtain a marginally lower interest rate than it would have been able to get without the swap. The interest rate swaps to be entered into will be marked to market daily on this basis.

**Details on the use of certain derivatives**
Exchange traded and over-the-counter derivatives used, include but are not limited to futures, options, swaps (including but not limited to interest rate swaps, credit default swaps ("CDS"), index swaps and CDS basket swaps).

CDS basket swaps (such as iTraxx and IBOXX families of CDS basket swaps) are basket swaps that reference a range of securities or derivative instruments. The Company may invest in CDS basket swaps and CDS as protection buyer and seller. The main advantages of CDS basket swaps are instant exposure to a very diversified basket of credits with low bid and offer costs, and use for example as credit hedge for an existing single name credit default swap or cash bond.

TBA instruments are contracts on an underlying mortgage backed security ("MBS") to buy or sell a MBS which will be delivered at an agreed-upon date in the future. In a TBA trade, the buyer and seller decide on general trade parameters, such as agency, coupon, settlement date, par amount, and price, but the buyer typically does not know which pools actually will be delivered until two days before settlement.

**Specific risks linked to financial derivatives instruments**
Use of financial derivatives involves certain risks, some of which are listed in the following paragraph (in addition to the information generally contained in Section 4 of the prospectus), and there can be no assurance that the objective sought to be obtained from such use will be achieved.

In general, financial derivative transactions may be entered into to increase the overall performance of the Company, but an event of default (and specifically an event of default of a counterparty) may have a negative impact on the performance of the Company. The risk management process implemented by the Management Company (as described above) aims at mitigating such risk.

**COLLATERAL MANAGEMENT FOR SECURITIES LENDING, REPURCHASE AGREEMENTS AND FINANCIAL DERIVATIVE**

**TRANSACTIONS**

The collateral received by the Company shall comply with applicable regulatory standards regarding especially liquidity, valuation, issuer credit quality, correlation and diversification.

The criterion of sufficient diversification with respect to issuer concentration is considered to be respected if the Company receives from a counterparty of efficient portfolio management and over-the-counter financial derivative transactions a basket of collateral with a maximum exposure to a given issuer of 20% of its Net Asset Value. When the Company is exposed to different counterparties, the different baskets of collateral shall be aggregated to calculate the 20% limit of exposure to a single issuer. To the extent permitted by the applicable regulation and by way of derogation the Company 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, OECD countries, or a public international body to which one or more Member States belong. In that case the Company shall receive securities from at least six different issues, but securities from any single issue shall not account for more than 30% of the Net Asset Value of the Company.

Non cash collateral received by the Company in respect of any of these transactions may not be sold, reinvested or pledged.

As the case may be, cash collateral received by the Company in relation to any of these transactions may be reinvested in a manner consistent with the investment objectives of the Company in

(a) shares or units issued by short-term money market undertakings for collective investment as defined in the CESR Guidelines on a Common Definition of European Money Market Funds (Re – CESR/10-049) calculating a daily Net Asset Value and being assigned a rating of AAA or its equivalent,
(b) short-term bank deposits with a credit institution which has its registered office in a Member State or, if the registered office is located in a third country, provided that it is subject to prudential rules considered by Luxembourg regulator as equivalent to those laid down in community law,
(c) highly rated bonds issued or guaranteed by an EU member state, Switzerland, Canada, Japan or the United States or by their local authorities or by supranational institutions and undertakings with EU, regional or world-wide scope and
(d) reverse repurchase agreement transactions provided the transactions are with credit institutions subject to prudential supervision and the Company can recall at any time the full amount of cash on an accrued basis.

Such reinvestment will be taken into account for the calculation of the Company's global exposure, in particular if it creates a leverage effect.

The collateral received in connection with such transactions must meet the criteria set out in the CSSF Circular 08/356 which includes the following collateral:

(i) bonds issued or guaranteed by an EU member state, an OECD member state, by their local authorities or by supranational bodies and organizations with community, regional or world-wide character, in any case with a minimal rating of BBB and a maturity between 1 and 30 years;
(ii) investment grade corporate bonds issued by issuers located in an EU member state or an OECD member state and a maturity between 1 and 30 years;
(iii) shares or units issued by money market UCIs calculating a daily Net Asset Value and being assigned a rating of AAA or its equivalent;
(iv) shares or units issued by UCITS investing mainly in bonds/shares mentioned in (v) and (vi) below;
(v) main index equity securities quoted on a stock exchange in an EU member state or an OECD member state;
(vi) shares admitted to or dealt in on a regulated market of a Member State of the European Union or on a stock exchange of a Member State of the OECD, on the condition that these shares are included in a main index;
(vii) cash; or
(viii) the collateral may not consist of securities issued by the borrower or any of its legal entities. The collateral will not be highly correlated to the counterparty's performance.

In respect of securities lending transactions (including Total Return Swaps) and reverse repurchase agreements, the standard approach is that collateral is received by a tri-party agent, whereas in specific cases (e.g. specific government

bonds) the collateral can also be received bilaterally. In case of a bilateral receipt, which is predominantly applicable to repurchase agreements and Total Return Swaps, the collateral is administrated, monitored and valued by RIAM. The collateral received in case of a bilateral receipt is kept on a segregated account at the Depositary (or sub-custodian on the behalf of the Depositary). Collateral will be received by way of title transfer in the tri-party account and will be held by the Depositary (or sub-custodian on the behalf of the Depositary) on behalf of the Company in accordance with Luxembourg laws and the Depositary's safekeeping duties under the Depositary Agreement. It is valued by a tri-party agent, which acts as an intermediary between the two parties to the securities lending transactions. In this case the tri-party agent is responsible for the administration of the collateral, marking to market, and substitution of collateral. Securities lending positions and collateral are marked-to-market on a daily basis , in a similar manner and frequency as the assets of the Company, and are monitored by RIAM.

Collateral margins (or "haircut") are dependent on the asset type of the out-on-loan securities and collateral received (equities or bonds), on the type of issuers (governments or companies) as well as on the correlation between the out-on-loan securities and the collateral received. Under normal circumstances, the collateral received as security for securities lending transactions will be at least 105% of the market value of the securities lent. This percentage will be increased for counterparties with a lower perceived creditworthiness and will represent up to 110% of the market value of the securities lent. The adequacy of the collateral received vis-à-vis the collateral margins, as well as the adequacy of the collateral margins, is assessed on a daily basis. No other re-evaluation of the collateral takes place.

| Eligible Collateral | Collateral Margin |
|---|---|
| **Cash** | 100%* |
| **Government bonds and T-Bills** | ≥ 105% |
| **Supranational bonds and municipal bonds** | ≥ 105% |
| **Other bonds** | ≥ 105% |
| **Equities** | ≥ 105% |

*Due to MTA's (Minimal Transfer Amounts) the actual percentage can be lower.

The collateral received as security for (reverse) repurchase agreement transactions will be at least 90% of the value of the outstanding (or incoming) money under the relevant (reverse) repurchase agreement.

In respect of financial derivative transactions, the Investment Adviser is responsible for the administration of the transactions and the collateral, marking to market, and substitution of collateral. The transactions and collateral are marked-to-market on a daily basis. Currently the Company solely demands cash collateral (EUR or USD). No haircuts are applied to the cash irrespective of the currency of the cash received as collateral (see table above).

# APPENDIX V - OVERVIEW PAYING AGENTS, REPRESENTATIVE OFFICES, FACILITY AGENTS

### AUSTRIA - Paying Agent

Raiffeisen Bank International AG
Am Stadtpark 9
A-1030 Wien

### BELGIUM - Paying Agent

CACEIS Belgium SA
Avenue du Port 86C  b 320
1000 Brussel

### GERMANY – Information agent

Robeco Deutschland, Zweigniederlassung der Robeco Institutional Asset Management B.V.
Taunusanlage 17
60325 Frankfurt am Main

### FRANCE - Centralising and Financial agent

BNP PARIBAS SECURITIES SERVICES
3 rue d'Antin
75002 Paris

### IRELAND - Facility agent

RBC Investor Services Ireland Limited
4th floor, One George's Quay Plaza
George's Quay
Dublin 2

### ITALY – Paying agent

BNP Paribas Securites Services
Via Ansperto 5
21123 Milan

Société Générale Securities Services S.p.A.
Via Benigno Crespi 19A-MAC2
20159 Milan

### SPAIN – Information office

Robeco Spain, branch office of Robeco Institutional Asset Management B.V. Netherlands
Paseo de la Castellana 42, 4 Planta
Madrid 28046

## UNITED KINGDOM - Representative agent

Northern Trust
50 Bank Street, Canary Wharf
London 514 5NT