

Variopartner SICAV  
Investment company under  
Luxembourg law  
Sales Prospectus January 2020

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### **Variopartner SICAV Sales Prospectus**

Subscription of shares in the Fund is only permitted in conjunction with the valid Articles of Association, this sales prospectus and the latest annual report, or semi-annual report, if this is more recent. In addition, key investor information (KIIDs, as defined under 5 “Definitions”) shall be made available to prospective investors as part of the pre-contractual legal relationship. Further information on the Fund documents may be found in section 22.2 of the General Part of the Sales Prospectus.

## 1. INTRODUCTION

This is a Sales Prospectus for subscription to shares in the VARIOPARTNER SICAV (hereinafter the "Fund"). The Fund is an investment company incorporated on 10 May 2002 under Luxembourg law as a *société anonyme* (public limited company) and with the status of a *Société d'Investissement à Capital Variable* ("SICAV"), an investment company with variable capital. The Fund falls within the scope of application of Part I of the Luxembourg Law of 17 December 2010 on undertakings for collective investment (the "2010 Law") in its currently applicable version. The Fund is entered in the Luxembourg Trade and Companies Register, under no. B87.256.

The Fund has been included in the list of investment companies approved by the CSSF; this follows approval of the Fund by the CSSF in accordance with Part I of the 2010 Law. This registration is not to be understood as indicating approval of the quality of the shares offered for subscription or of this prospectus by the CSSF.

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

On 28 March 2014, the Grand-Duchy of Luxembourg entered into a Model 1 Intergovernmental Agreement ("IGA") with the United States of America and a memorandum of understanding in respect thereof. The Fund would hence have to comply with such Luxembourg IGA as implemented into Luxembourg law by the Law of 24 July 2015 relating to FATCA (the "FATCA Law") in order to comply with the provisions of FATCA rather than directly complying with the US Treasury Regulations implementing FATCA.

Under the FATCA Law and the Luxembourg IGA, the Fund may be required to collect information aiming to identify its direct and indirect shareholders that are Specified US Persons for FATCA purposes ("reportable accounts"). Any such information on reportable accounts provided to the Fund 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 Fund intends to comply with the provisions of the FATCA Law and the Luxembourg IGA to be deemed 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 Fund. The Fund will continually assess the extent of the requirements that FATCA and notably the FATCA Law place upon it.

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

- request information or documentation, including W-8 tax forms, a Global Intermediary Identification Number, if applicable, or any other valid evidence of a shareholder's FATCA registration with the IRS or a corresponding exemption, in order to ascertain such shareholder's FATCA status;
- report information concerning a shareholder and his account holding in the Fund to the Luxembourg tax authorities if such account is deemed a US reportable account under the FATCA Law and the Luxembourg IGA;
- deduct applicable US withholding taxes from certain payments made to a shareholder by or on behalf of the Fund in accordance with FATCA and the FATCA Law and the Luxembourg IGA ; and
- divulge any such personal information to any immediate payor of certain U.S. source income as may be required for withholding and reporting to occur with respect to the payment of such income.

The Fund has currently opted for a deemed-compliant status called collective investment vehicle. The possibility that the Fund will change or relinquish this status in future cannot be ruled out, however. Investors or potential investors who have questions about the Fund's current FATCA status are advised to contact their relationship manager.

## 2. IMPORTANT INFORMATION

Shares of the Fund are offered on the basis of the information and representations contained in this Sales Prospectus, the Fund's Articles of Association and the latest annual report, or semi-annual report if this is more recent.

As pre-contractual information, key investor information (KIIDs, as defined under 5 "Definitions") shall also be made available to investors. Any other information or representation relating thereto is unauthorized. If you are in any doubt about the contents of this Sales Prospectus please consult your stockbroker, bank, legal or tax advisor or other experts.

Any information or statements not from persons mentioned in this Sales Prospectus or from any other documents accessible to the public are be considered unauthorized, and do not provide a basis for decision-making. Neither the delivery of this Sales Prospectus nor the offer, issue or sale of shares of the Fund constitutes a representation that the information contained in this Sales Prospectus or in the KIIDs is at any time accurate following the date hereof.

For marketing purposes, the Management Company may also make available partial sales prospectuses, which only contain the General Part and information on selected Sub-Fund(s) as listed in the Special Part.

The prevailing language for the Sales Prospectus shall be English.

All references to times are given in Luxembourg local time.

The Fund and/or its Management Company shall not normally divulge any confidential information concerning the Investor. The Investor agrees that data regarding the investor contained in the application form and arising from the business relationship with the Fund and/or its Management Company may be stored, modified or used in any other way by the Fund and/or its Management Company for the purpose of administering and developing the business relationship with the Investor. To this end data may be transmitted to the Management Company' affiliates, branches, subsidiaries and parent company and each of their respective affiliates, directors, officers or employees (this shall include without limitation Vontobel Group companies and their employees), delegates and service providers of the Fund and the Management Company, financial advisers working with the Fund and/or its Management Company, as well as to other companies being appointed to support the business relationship (e.g. external processing centers, distributors or paying agents).

Investors are also informed that, in general practice, telephone conversations and instructions may be recorded, as proof of a transaction or related communication. Such recordings will be processed in accordance with data protection law applicable in Luxembourg and shall not be released to third parties, except in cases where the Fund, the Management Company or/and the Administrator, the Depositary or the Investment Managers are compelled or entitled by laws or regulations or court order to do so.

The Fund and/or any of its delegates or service providers may disclose or transfer personal data, whether in Luxembourg or elsewhere (including entities situated in countries outside of the European Economic Area (the "EEA")), to other delegates, duly appointed agents and service providers of the Fund (and any of their respective related, associated or affiliated companies or sub-delegates) and to third parties including advisers, regulatory bodies, taxation authorities, auditors, technology providers for the purposes specified above.

The Fund and/or any of its delegates and service providers will not transfer personal data to a country outside of the EEA unless that country ensures an adequate level of data protection, appropriate safeguards are in place or relies on one of the derogations provided for under the General Data Protection Regulation ("GDPR") (EU) 2016/679. The European Commission has prepared a list of countries that are deemed to provide an adequate level of data

protection which, to date, includes Switzerland, Guernsey, Argentina, the Isle of Man, Faroe Islands, Jersey, Andorra, Israel, New Zealand and Uruguay. Further countries may be added to this list by the European Commission at any time. The US is also deemed to provide an adequate level of protection where the US recipient of the data is privacy shield-certified.

If a third country does not provide an adequate level of data protection, then the Fund and/or any of its delegates and service providers will ensure it puts in place appropriate safeguards such as the model clauses (which are standardized contractual clauses, approved by the European Commission).

Insofar as the data provided by investors includes personal data of their representatives and/or authorised signatories and/or shareholders and/or ultimate beneficial owners, the investors confirm having secured their consent to the processing of their personal data and, in particular, to the disclosure of their personal data to, and the processing of their personal data by, the Fund and the Management Company, as data controllers, and the Investment Manager(s), the Depositary, the Administrator, as data processors, including in countries outside the European Union which may not offer a similar level of protection as that under applicable data protection law in Luxembourg.

RBC Investor Services Bank S.A., the Administrator of the Fund delegated registrar and transfer agent activities of the Fund within the RBC group.

The Bank is part of a company operating globally and delegates activities to their center of excellence RBC Investor Services Malaysia Sdn. Bhd, Level 13, Menara 1 Sentrum, No. 201, Jalan Tun Sambanthan, 50470 Kuala Lumpur, Malaysia, or may delegate to any other affiliate of the Bank ("Delegates") in the future. In connection with the registrar and transfer agent activities, personal data such as identification data, account information, contractual and other documentation and transactional information, to the extent legally permissible, may be transmitted to the affiliated entities, groups of companies or representatives of RBC abroad. Information shared is for the processing of shareholder transactions, corporate actions and key performance indicator reporting.

You are authorized to access data relating to you at reasonable intervals free of charge, and may request correction of that data, if necessary. You may contact the Bank at [Customerservices@rbc.com](mailto:Customerservices@rbc.com) to exercise these rights.

The sharing of information described entails the transfer of data to a country which may not provide the same level of personal data protection as is available in the European Economic Area (currently: Malaysia). The Delegates are required to keep the information confidential and use it only for the purposes for which they have been made available to them and appropriate measures have been implemented.

Data subjects such as representatives, and/or authorised signatories and/or beneficial owners of investors (the “Data Subjects”) may request access to, rectification of or deletion of any personal data provided to or processed by any of the parties above in accordance with applicable law. In particular, Data Subjects may at any time object, on request and free of charge, to the processing of their personal data for direct marketing purposes. Data Subjects should address such requests to the registered office of the Management Company.

For further information about the treatment of your personal data in regard to this or your data subject rights, please consult our complete information at: GDPR landing page at: [www.vontobel.com/gdpr](http://www.vontobel.com/gdpr).

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

Investors should note that any investor can assert their investor rights in their entirety directly against the Fund, in particular the right to participate in shareholders’ meetings, only if investors are entered in the register of shareholders themselves and in their own name. In cases where an investor has invested in a fund through an intermediary that undertakes the investment in its own name but on behalf of the investor, investors may not necessarily be able to assert all investor rights directly against the Fund. Investors are therefore advised to enquire as to their rights.

### **3. DISTRIBUTION RESTRICTIONS, IN PARTICULAR INFORMATION FOR PROSPECTIVE INVESTORS WHO ARE US PERSONS, AND FATCA PROVISIONS**

The decision on registration or de-registration of any Shares or the Fund or any of its Sub-Funds with any authority in any country is in the sole discretion of the Board of Directors of the Fund. Such a decision can be made by the Board of Directors of the Fund at any time and without providing any reasons.

Neither the Fund nor its shares have been registered in the United States of America under the US Securities Act 1933 or the US Investment Company Act 1940. They may not be directly or indirectly offered or sold to US Persons.

As the Fund aims to be FATCA-compliant (see 1 “Introduction” above), it will only accept FATCA-compliant persons as investors. Taking into account the restriction on distribution to US persons set out in the above paragraph, permitted investors within the meaning of the FATCA provisions are therefore the following:

exempt beneficial owners, active non-financial foreign entities (active NFFEs) and financial institutions that are not non-participating financial institutions.

Should the Fund be required to pay withholding tax, disclose information or incur any other losses because an investor is not FATCA-compliant, the Fund reserves the right, without prejudice to any other rights, to claim damages against the investor in question.

This Prospectus does not constitute an offer or solicitation by anyone in any jurisdiction in which such offer or solicitation is not lawful or in which the person making such offer or solicitation is not qualified to do so or to anyone to whom it is unlawful to make such offer or solicitation. This Fund/these individual Sub-Funds may only be distributed in countries in which the Fund/respective Sub-Fund is licensed or authorized for distribution by the responsible authorities in the respective country. In all other cases, distribution is only permitted where it is lawful to do so through private placement in accordance with all applicable laws and regulations.

## **4. MANAGEMENT AND ADMINISTRATION OF THE FUND**

### **VARIOPARTNER SICAV**

*(Société d’investissement à capital variable, Luxembourg)*

Registered with the Register of Companies, Luxembourg, under no. B87256

### **Board of Directors**

#### **Chairman**

Dominic GAILLARD, Managing Director, Bank Vontobel AG, Zurich, Switzerland

#### **Directors**

Philippe HOSS, partner, Elvinger Hoss Prussen, *société anonyme*, Luxembourg;

Dorothee WETZEL, Managing Director, Vontobel Asset Management AG, Zurich, Switzerland

The Board of Directors is responsible for determining the investment policy and for managing the Fund.

### **Registered Office of the Fund**

11-13, Boulevard de la Foire, L-1528 Luxembourg

### **Management Company**

VONTOBEL ASSET MANAGEMENT S.A., 18, rue Erasme, L-1468 Luxembourg

The Board of Directors has appointed Vontobel Asset Management S.A. as the Management Company of the Fund (the “Management Company”) and delegated to it the activities relating to the investment management, central administration and distribution of the Fund.

The Management Company has further delegated investment management and central administration activities with the agreement of the Fund. The Management Company itself acts as the Global Distributor. In particular, the Management Company has delegated investment management activities to the Investment Managers, as described in the Special Part.

Additionally, the Board of Directors may authorise the Management Company to take decisions on matters the decision power on which is assigned to the Board of Director by virtue of the Prospectus.

The Management Company shall on a permanent basis supervise the activities of the service providers to which it has delegated activities. The agreements concluded between the Management Company and the service providers concerned provide that the Management Company may give the service providers additional instructions at any time and withdraw their mandates immediately and at any time, should they consider this necessary in the interests of shareholders. The liability of the Management Company as regards the Fund shall not be affected by the fact that the Management Company has delegated some activities to third parties.

The Management Company was established on 29 September 2000 under the name Vontobel Luxembourg S.A. It was renamed Vontobel Europe S.A. on 10 March 2004, and Vontobel Asset Management S.A. on 3 February 2014, and is entered in the commercial register of Luxembourg (*Registre de Commerce et des Sociétés*) under no. B78142. It has fully paid-up share capital of EUR 2,610,000. On 1 April 2015, Vontobel Management S.A. was appointed Management Company. With effect from 1 April 2015, this company was merged into Vontobel Asset Management S.A., which took over the infrastructure and other assets of Vontobel Management S.A. in full. Licences that had already been issued to Vontobel Management S.A. by the CSSF were accordingly issued to Vontobel Asset Management S.A. in the same amount (see below).

The Management Company is authorized as a Management Company pursuant to Chapter 15 of the 2010 Law as well as an external manager of alternative investment funds in accordance with the Luxembourg Law of 12 July 2013 concerning the management of alternative investment funds.

The Management Company has established and applies a remuneration policy which complies, *inter alia*, with the following principles in a way and to the extent that is appropriate to their size, internal organization and the nature, scope and complexity of its activities:

The remuneration policy is consistent with and promotes sound and effective risk management and does not encourage risk taking which is inconsistent with the risk profiles or Articles of Association of the Fund.

The remuneration policy is in line with the business strategy, objectives, values and interests of the Management Company and the funds that it manages and of the investors in such funds, and includes measures to avoid conflicts of interest.

The assessment of performance is set in a multi-year framework appropriate to the holding period recommended to the investors of the Fund in order to

ensure that the assessment process is based on the longer-term performance of the Fund and its investment risks and that the actual payment of performance-based components of remuneration will be spread over the same period.

Fixed and variable components of total remuneration are appropriately balanced and the fixed component will represent a sufficiently high proportion of the total remuneration to allow the operation of a fully flexible policy on variable remuneration components, including the possibility to pay no variable remuneration component.

The remuneration policy is applicable to those categories of staff and delegated staff, including senior management, risk takers, control functions, and any employees receiving total remuneration that takes them into the same remuneration bracket as senior management and risk takers and whose professional activities have a material impact on the risk profiles of the Management Company or the Fund.

The up-to-date remuneration policy of the Management Company, including, but not limited to, a description of how remuneration and benefits are calculated, the identity of persons responsible for awarding the remuneration and benefits, including the composition of the remuneration committee, shall be available at [www.vontobel.com/AM/remuneration-policy.pdf](http://www.vontobel.com/AM/remuneration-policy.pdf) and a paper copy will be made available free of charge upon request at the Management Company's registered office.

The Members of the Board of Directors of the Management Company are:

- Charles Falck (Chairman), COO Vontobel Asset Management, Vontobel Asset Management AG, Zurich, Switzerland;
- Enrico Friz, General Counsel Vontobel, Bank Vontobel AG, Zurich, Switzerland;
- Carmen Lehr, Executive Director, Vontobel Asset Management S.A., Luxembourg, Grand Duchy of Luxembourg;
- Sophie Dupin, Partner, Elvinger Hoss Prussen, *société anonyme*, Luxembourg, Grand Duchy of Luxembourg;

The conducting officers of the Management Company are:

- Frederik Darras, Vontobel Asset Management S.A., Grand Duchy of Luxembourg;
- Carmen Lehr, Vontobel Asset Management S.A., Grand Duchy of Luxembourg;
- Vitali Schettle, Vontobel Asset Management S.A., Grand Duchy of Luxembourg,

- Stephan Schneider, Vontobel Asset Management S.A., Munich Branch.

The Management Company has introduced a procedure to ensure that complaints are dealt with appropriately and swiftly. Complaints may be directed at any time to the address of the Management Company. To enable complaints to be handled expeditiously, complaints should indicate the Sub-Fund and share class in which the person making the complaint holds shares in the Fund. Complaints can be made in writing, by telephone or in a client meeting. Written complaints will be registered and filed for safekeeping. Verbal complaints will be documented in writing and filed for safekeeping. Written complaints may be drawn up either in English or in an official language of the complainant's EU home country.

Information regarding the possibility and procedure of the filing of a complaint may be obtained at [www.vontobel.com/am/complaints-policy.pdf](http://www.vontobel.com/am/complaints-policy.pdf).

Information on whether and in what manner the Sub-Funds exercise the voting rights accruing to them is available at [www.vontobel.com/AM/voting-policy.pdf](http://www.vontobel.com/AM/voting-policy.pdf).

#### Investment Manager

The Management Company is entitled to appoint one or more Investment Manager at its own discretion and in agreement with the Fund. Information about these Investment Managers is in the relevant Special Section for each Sub-Fund. The Investment Manager(s) is/are responsible for the daily management of the Sub-Fund given in the relevant Special Section. They are thus supervised by the Management Company.

#### Sub-Investment Managers

If approved by the Fund and the Board of Directors and the Management Company and subject to approval by the CSSF, the Investment Manager may appoint one or more Sub-Investment Managers. Information about these Sub-Investment Managers is in the relevant Special Section for each Sub-Fund.

#### Investment Advisors

The Management Company or its appointed Investment Manager(s) is/are entitled to appoint one or more Investment Advisors at its own discretion and in agreement with the Fund. Information about these Investment Advisors (where available) is in the relevant Special Section. The Investment Advisor(s) will advise the Management Company or its appointed Investment Manager(s) on their specific field of knowledge.

#### Depositary

The Fund 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 Fund with responsibility for the

- (a) safekeeping of the Fund's assets,
- (b) oversight duties,

- (c) cash flow monitoring and
- (d) principal paying agent functions

in accordance with the law and the Depositary Bank and Principal Paying Agent Agreement and entered into between the Fund 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 B47192 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 and specializes in custody, fund administration and related services.

The Depositary has been authorized by the Fund to delegate its safekeeping duties (i) to delegates in relation to other Assets and (ii) to sub-custodians in relation to Financial Instruments and to open accounts with such sub-custodians.

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:

<http://gmi.rbcits.com/rt/gss.nsf/Royal+Trust+Updates+Mini/53A7E8D6A49C9AA285257FA8004999BF?openDocument>.

The Depositary shall act honestly, fairly, professionally, independently and solely in the interests of the Fund 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 is required to:

- (a) ensure that the sale, issue, repurchase and cancellation of shares effected on behalf of the Fund are carried out in accordance with the law and/or the Articles of Association of the Fund;
- (b) ensure that the value of shares is calculated in accordance with the law and the Articles of Association of the Fund,
- (c) carry out the instructions of the Fund or the Management Company acting on behalf of the Fund, unless they conflict with the law or the Articles of Association of the Fund,
- (d) ensure that in transactions involving the Fund's assets, the consideration is remitted to the Fund within the usual time limits;
- (e) ensure that the Fund's revenues are allocated in accordance with the law and the Articles of Association of the Fund.

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'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 the Fund. On an ongoing basis, the Depositary analyses, based on applicable laws and regulations any potential conflicts of interests that may arise while carrying out its functions. Any identified potential conflict of interest is managed in accordance with the 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.

Further, potential conflicts of interest may arise from the provision by the Depositary and/or its affiliates of other services to the Fund, 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 Fund, the Management Company and/or other funds for which the Depositary (or any of its affiliates) acts.

RBC has implemented and maintains a management of conflicts of interests policy, aiming namely at:

- Identifying and analysing potential situations of conflicts of interest;
- Recording, managing and monitoring the conflict of interests situations either 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.

- 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 no potential situation of conflicts of interest could be identified.

An up to date information on conflicts of interest policy referred to above may be obtained, upon request, from the Depositary or via the following website link:

[www.rbcits.com/AboutUs/CorporateGovernance/p\\_InformationOnConflictsOfInterestPolicy.aspx](http://www.rbcits.com/AboutUs/CorporateGovernance/p_InformationOnConflictsOfInterestPolicy.aspx).

**Administrator (Central Administration of the Fund)**  
RBC INVESTOR SERVICES BANK S.A., 14, Porte de France, L-4360 Esch-sur-Alzette, Luxembourg

With effect from 30 June 2008, the Management Company appointed RBC INVESTOR SERVICES BANK S.A. as Administrator. In this capacity, RBC INVESTOR SERVICES BANK S.A. is responsible for calculation of the net asset value of the shares of the Fund and acts as Transfer Agent and Registrar for the Fund. The Transfer Agent and Registrar is responsible for the issue, redemption and conversion of shares and for the maintenance of the register of Fund shareholders.

**Global Distributor**  
VONTOBEL ASSET MANAGEMENT S.A.

**Domiciliary Agent of the Fund**  
RBC INVESTOR SERVICES BANK S.A., 14, Porte de France, L-4360 Esch-sur-Alzette, Grand Duchy of Luxembourg

**Auditors**  
ERNST & YOUNG S.A., 35E, avenue John F. Kennedy, L-1855 Luxembourg, Grand Duchy of Luxembourg

**Legal Advisor of the Fund**  
ELVINGER HOSS PRUSSEN, *société anonyme*, 2, Place Winston Churchill, B.P. 425, L-2014 Luxembourg, Grand Duchy of Luxembourg

#### **5. DEFINITIONS**

The following definitions are to be understood in the context of the details given elsewhere in the Sales Prospectus.

##### **General Part**

The part of this Sales Prospectus that contains general information on all Sub-Funds.

##### **Share classes**

In accordance with the Articles of Association, the Board of Directors may at any time establish different share classes (hereinafter "share classes" or "classes", in the singular form "share class" or "class") within any Sub-Fund whose assets are invested collectively, but for which a specific subscription or redemption fee

structure, general fee structure, minimum investment amount, tax, distribution policy or any other characteristics may be applied.

#### **Special Part**

The part of this Sales Prospectus that describes the various Sub-Funds in detail.

#### **CSSF**

The Luxembourg supervisory authority, the *Commission de Surveillance du Secteur Financier*.

#### **EU**

The European Union.

#### **The Fund**

The Fund is an investment company established under Luxembourg law as a limited company in the form of a *société d'investissement à capital variable* ("SICAV"). It comprises several Sub-Funds.

#### **Money market instruments**

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

#### **Regulated market**

A market as defined by Directive 2014/65/EU of 15 May 2014 on markets in financial instruments.

#### **2010 Law**

The Luxembourg law of 17 December 2010 on undertakings for collective investment, in its respective modified form.

#### **IMF**

International Monetary Fund

#### **Categories**

Within a class, the Fund may issue Share Categories ("categories", in the singular: a "category"), distinguished by category-specific assets and liabilities, fee structures, or the use of proceeds, as stated in the Special Section.

#### **KIID(s)**

Abbreviation for Key Investor Information Document.

#### **Member state(s)**

A member state of the European Union. States party to the Agreement on the European Economic Area – with the exception of member states of the European Union themselves – shall be deemed to be equivalent to member states of the European Union, within the bounds of this Agreement and of connected legal instruments.

#### **Sustainable economic activity**

If Sub-Funds pursue sustainable economic activities, they aim to promote environmentally and socially sustainable development in addition to economic and financial objectives. Sustainable companies are characterised by the fact that they take action to reduce the environmental impact of their own operations, develop sustainable products and services or

proactively manage their relationships with their main stakeholders (e.g. staff, clients, lenders, shareholders, government). In addition, the Sub-Funds may invest in future-oriented themes, sectors and activities, such as renewable energy, energy efficiency or resource-saving technologies.

Individual sectors may be excluded. Since a comprehensive analysis process is required to assess whether the sustainability criteria have been met, the Investment Manager may avail of the support of specialised rating agencies.

Fulfilling all sustainability criteria for all investments cannot be guaranteed at all times.

#### **OECD**

The Organisation for Economic Co-operation and Development.

#### **OECD member states**

The member states of the OECD.

#### **Directive**

Directive 2009/65/EC of the European Parliament and the Council of 13 July 2009 on the coordination of laws, regulations and administrative provisions relating to undertakings for collective investments in transferable securities, as amended, inter alia, by Directive 2014/91/EU of the European Parliament and of the Council of 23 July 2014 (UCITS).

#### **Reference currency**

The reference currency is the currency of a Sub-Fund in which its performance is measured. The reference currency is not necessarily to be identical to the investment currency of a Sub-Fund.

#### **US Persons**

US Persons are persons who are defined as "US persons" by any US legislative or regulatory acts (mainly the United States Securities Act of 1933 as amended).

#### **Vontobel Group**

"Vontobel Group" means Vontobel Holding AG, Zurich, and all direct and indirect subsidiaries of Vontobel Holding AG and all of their affiliates, directors and employees. A reference to subsidiary means, from time to time, any corporation which is under the control of Vontobel Holding AG either directly or indirectly (de jure control), or Vontobel Holding AG directly or indirectly controls at least 50% of the voting rights of such corporation.

#### **Vontobel 3α-Investment Philosophy®**

The Investment Management of the Sub-Funds VARIOPARTNER SICAV – 3-ALPHA DIVERSIFIER EQUITIES EUROPE, VARIOPARTNER SICAV – 3-ALPHA DIVERSIFIER EQUITIES USA, VARIOPARTNER SICAV – 3-ALPHA GLOBAL QUALITY ACHIEVERS and VARIOPARTNER SICAV – 3-ALPHA MEGATRENDS will manage these in accordance with the principles of the proprietary

Vontobel 3 $\alpha$ -Investment Philosophy® (the “3-Alpha-Philosophy”).

The 3-Alpha-Philosophy focuses on three pillars of return – the three alphas:

The first alpha (“robust diversification”) is the cornerstone of the philosophy. It involves broad diversification, i.e. the distribution of the Sub-Fund’s assets across multiple investment opportunities. This diversification across different industries, sectors, regions and currencies within the predefined investment universe aims to reduce the risk of the portfolio as a whole.

The second alpha (“investments with conviction”) of the 3-Alpha-Philosophy represents the second pillar of return. These are investments that the Investment Manager considers as convincing for the medium to long term. He identifies these investments by examining such macro factors as the attractiveness of the sector, region or country, as well as by focusing on megatrends.

The third alpha (“short-term market opportunities”) makes it possible to profit from short-term investment opportunities. Here, the focus is on investing in individual securities. This is because the capital markets not only fluctuate due to medium-term factors, but also react strongly or even overreact to corporate events that can create attractive investment opportunities.

## 6. THE FUND

The Fund was set up as a public limited company under Luxembourg law and has the specific legal form of an investment company with variable capital (*société d’investissement à capital variable* - SICAV) which issues various share classes; a separate investment portfolio (hereinafter “Sub-Fund”) underlying one or more share classes. The Fund was established on 10 May 2002 for an unlimited duration and is entered with number B87256 in the Luxembourg Trade and Companies Register.

The Fund has its own legal personality.

### 6.1 Sub-Funds

The Fund is structured as an umbrella Fund, i.e. the Board of Directors may at any time establish one or more Sub-Funds pursuant to the 2010 Law. Each of these Sub-Funds will have an independent portfolio of transferable securities or money market instruments, other legally permissible assets and, to a lesser extent, liquid assets, which shall be managed according to specific investment goals. The individual Sub-Funds may differ with respect, in particular, to investment goals, investment policy, share classes and the value of share classes, reference currency or other features, as set out in the Special Part for the relevant Sub-Fund.

The investment policy for a specific Sub-Fund is described in greater detail in the Special Part.

Under Luxembourg Law each Sub-Fund is deemed to be a distinct entity and a separate pool of assets and liabilities, so that the claims of shareholders and creditors in relation to each Sub-Fund are limited to the assets of the Sub-Fund concerned. The rights of shareholders and creditors with respect to a Sub-Fund, and the rights in connection with the establishment, management or liquidation of a Sub-Fund, are limited to the assets in the Sub-Fund.

The assets of a Sub-Fund are liable only for the amount of shareholders’ investments in this Sub-Fund and for the amount of the claims of creditors whose claims arose in connection with the establishment, management or liquidation of this Sub-Fund. In terms of relationships between shareholders, each Sub-Fund is treated as an independent entity.

### 6.2 Share classes

The Board of Directors may at any time decide to issue shares in the form of registered shares for all existing Sub-Funds. Share classes may be issued in the reference currency of the Sub-Fund or in alternative currencies. Share classes may differ in currency hedging, group of investors, fee structures, or the use of proceeds, as stated in the Special Part. Unless set forth to the contrary in the Special Part, the Share Classes issued in alternative currencies shall be extensively hedged against the reference currency of the relevant Sub-Fund. The way the net asset value of these shares evolves may differ from that of corresponding shares issued in the Sub-Fund’s reference currency. The Board of Directors is not obliged to grant existing shareholders in the Fund the right to subscribe to additional shares issued. The Board of Directors reserves the right to cease the issue and sale of shares at any time and without prior notice.

Fractional shares will be issued in denominations of up to 3 decimal places. Confirmation will be sent to the subscriber within 10 Business Days from the transaction day.

The Board of Directors can merge all shares issued in a Sub-Fund or in a share class of a Sub-Fund or split them into a larger number of shares.

There is a required minimum investment and/or holding amount for the acquisition and/or holding of Shares in several Shares Classes as set out in the Special Part. The Board of Directors or the Management Company, after taking into consideration the equal treatment of the shareholders, have discretion to permit a lower minimum investment/holding amount in individual cases.

If a shareholder of any Share Class does not or does no longer fulfil the criteria applicable to an investor in this Share Class, the Fund shall be entitled to repurchase the shares concerned in accordance with the provisions for redemption in the Sales Prospectus. The shareholder shall then be informed that such measure has been taken. Alternatively, the Board may offer to such investor to convert the shares concerned

into shares of another Share Class for which the investor fulfils all the eligibility criteria.

A share class does not contain a separate portfolio of investments. A share class is therefore also exposed to the risks of liabilities that have been entered into for another share class of the same Sub-Fund, e.g. from currency hedging when setting up hedged share classes. The absence of segregation may have a negative impact on the net asset value of non-hedged share classes (so-called contagion risk). A list of share classes with a contagion risk is available to investors, upon request, at the registered office of the Management Company and will be kept up-to-date.

The current Sales Prospectus as well as the KIIDs of the Sub-Funds are available from the Administrator, the Depositary and its representatives and the Paying and Information Agents in the countries in which the Fund has been approved for distribution (where provided for).

Further details of available Share Classes can be obtained from the registered office of the Company or the Management Company and are available along with current prices and KIIDs at [vontobel.com/am](http://vontobel.com/am) at any time

## 7. NOTICE REGARDING GENERAL RISKS

This section describes the main risks that prospective investors should consider prior to investing in the Fund and existing investors should consider when monitoring their investment in the Fund.

**The redemption proceeds that the investors receive at the end of the holding period in the Fund shall depend on various circumstances, such as market development, receipt of dividends by the investors during the holding period, performance of the currency in which the investors made their investment against the reference currency of the relevant Sub-Fund, if different.**

**A shareholder may not receive back in full the amount invested.**

**Positive performance in the past is no guarantee for positive performance in the future.**

**No guarantee can be given that the investment objective of a particular Sub-Fund shall be achieved.**

### Market Risk

An investment in the Fund is subject to the general risks of investments, namely the risk that the value of the invested capital may decrease in response to the development or prospects of global economy, sectors, industries, individual companies or securities issuers and similar.

### Equities

The main risks associated with investments in equity include in particular high positive correlation of equity markets with the business cycle of the economy. In other words, during the expansion of the economy and

growth of gross domestic product, the equities exhibit growth as well, whereby having an – theoretically – unlimited upside potential. On the other hand, during the economic recession, the equities perform poorly with a potential of the complete loss of the investment.

From the legal perspective, equities are outright positions and constitute, accordingly, an ownership on the issuer in question. This means that an equity holder fully participates in the relevant issuer's operational and other gains and losses. In case of third parties' claims, the paid-in capital and additional capital paid to the company as equity, if any, shall be used to satisfy such claims if the net assets of the company do not suffice to do so. This capital (in addition to the net assets of an issuer) must be used to the extent necessary to satisfy claims of third parties, including its full usage. This would lead to an according loss of the investment in the issuer in question.

From the corporate finance perspective, equities have the most subordinated status towards other capital lenders of the relevant issuer (e.g. preferred stocks, bonds, money market instruments). This means that in case of a financial distress of the issuer, the equity holder absorbs losses to the full extent, including the case of the full loss of the investment in the issuer in question.

The systematic risk of the equity investment is measured by its beta. The beta of the market portfolio equals one.

### Fixed-Income Asset Class

Investments in fixed-income securities are subject to a number of risks. The most significant risks are thereby interest rate risk and credit risk.

The interest rate risk is a risk of a decrease in the value of a fixed-income security if interest rates rise. The portfolio manager may observe and actively stir the sensitivity of the fixed-income security's price to the change in interest rates (duration) by using derivative instruments.

The credit risk (also, counterparty risk) is the risk that the issuer of a fixed-income security shall fail to perform a payment when due (default risk) or the rating of such an issuer shall be decreased by a rating agency (downgrade risk) or the yield spread of the issuer to the risk-free rate or other benchmark widens for any other reasons (credit spread risk).

### Credit-linked notes

Credit-linked notes are bonds whose redemption value is dependent on certain contractually-agreed credit events.

Investments in credit-linked notes are subject to particular risks: (i) a credit-linked note is a debt security that reflects the credit risk of the reference person(s) and of the issuer of the credit-linked note and (ii) there is a risk associated with the payment of the coupon connected to the credit-linked note: when a credit event occurs on the part of a reference person in a basket of credit-linked notes, the coupon to be paid is adjusted by the correspondingly reduced par value. The remaining invested capital and the remaining coupon are thus subject to the risk of further credit events. In extreme cases the entire invested capital may be lost.

### **Alternative Asset Classes**

Investments in the alternative asset classes can be very speculative.

Alternative asset classes, such as commodities, hedge funds, private equity and real estate, are subject to further special risks. In contrast to conventional asset classes like equities, fixed-income, cash or money-market instruments, such investment may be very illiquid and intransparent. It is further possible that the information required for evaluation of such position is either not readily available or strongly biased due to the low reporting obligations for the participants in the markets for alternative asset classes. Appraisals are often used which results in the so-called smoothing effect that exhibits an upward bias for returns and a downward bias for volatility and correlation of the alternative asset classes. Given that investments in securities issued by such market participants are mostly reserved to professional investors, the former are subject to less strict rules as contrasted to the issuers of securities traded on the regulated markets.

On the other hand, this asset class offers exposure to additional assets (such as commodities and real estate) or employs strategies that are not possible or are restricted within the conventional asset classes and that are strongly dependent on the skills of the portfolio manager (such as hedge funds and managed futures) or even a combination of both (such as private equity and distressed securities).

The exposure of UCITS to the alternative asset class is strongly restricted by applicable laws and regulations and may be built up only indirectly (e.g. via derivatives, structured products or other collective investment schemes), if at all.

A detailed description of permitted alternative asset classes and of the instruments via which the exposure to these asset classes may be established is given in the Special Part of the Prospectus.

Before investing in the Fund, the investors should consider that it cannot be ruled out that the recovered amount will be less than the amount originally invested or even that the investment will suffer a total loss. An increased return in comparison to the return on the traditional asset classes is considered a reward for taking up a higher degree of risk.

### **Currencies**

The investment policy of most Sub-Funds are designed in a way allowing the portfolio manager to invest the assets of the relevant Sub-Fund worldwide. Such investments may expose the relevant Sub-Fund to a foreign currency risk, i.e. a risk that the investment currency will depreciate against the reference currency of the relevant Sub-Fund resulting in a detrimental effect on the performance of the Sub-Fund in question.

In addition, the investment policy of a Sub-Fund may foresee a possibility for the portfolio manager to take active bets on different currency pairs to generate an additional return (so-called "currency overlay"). A portfolio manager who has a view different to the market expectations on how one or another currency is going to evolve in the future may speculate on the currencies that are - in his opinion - mispriced by the market and, so, yield an additional active return if his view turns out to be correct.

Accordingly, currency trading is very speculative and is

strongly dependent on the skills of the portfolio manager. In currency trading, the portfolio manager gives up bets against the market forecast in relation to the evolvement of various currencies which (the market forecast), in turn, is based on certain economic rules (see more details below). In case of a correct forecast of the evolvement of the relevant currency pair by the portfolio manager, the fund receives an additional return. Otherwise, the fund suffers a loss.

The spot exchange rate for any freely traded currency pair (free floats) is mainly determined by their demand and supply. A forward rate of any such pair is an unbiased prediction of the future exchange rate of this pair. This prediction takes place based on various economic concepts (such as interest rate parity, purchasing power parity etc.), certain current and expected future processes and activities (such as fiscal and monetary policies, current and expected inflation, current and expected real GDP growth and other macroeconomic factors) as well as certain market conventions.

Nevertheless, currency strategies entail a significant degree of risk. The development of the exchange rate of a given currency pair may be different from what had been assumed when calculating a forward rate, so that spot prices on currency markets may deviate from forward prices calculated in the past to determine these spot prices. In addition, the currency prices may be determined not only via their respective demand and supply (free float), but also by their fixing on the exchange rate of another currency (fixed foreign exchange or pegged method) or by setting a corridor within which the exchange rate of a currency shall move with or without a periodic adjustment to take into account a stand of the economy in the country issuing the currency in question (semi-pegged method). Some currencies may even be fully or partially restricted in their availability on the markets.

Given the complexity of the modern currency exchange markets and special skills for a portfolio manager to produce active positive return, currency overlay is broadly considered to be a separate asset class.

Before investing in the Fund, the investors should consider that in case of an unfavorable evolvement of the currency market, the active currency trading, in particular currency overlay program, can lead to substantial losses.

### **Volatility**

Volatility is a degree to which a data (e.g. return) within a data set deviates from its long-term mean. It is measured as a so-called standard deviation from the mean and is – simply speaking – a risk that a portfolio manager faces by entering into the position in question. Volatility plays an important role in the portfolio management process and can serve as an additional source of return by applying various strategies. On the other hand, volatility trading is very speculative and is strongly dependent on the skills of the portfolio manager.

In volatility trading, the portfolio manager gives up bets on the volatility of the market and employs special strategies normally based on derivatives (e.g. straddles or strangles) or structured products. By doing so, no forecast is made on the direction of the market (i.e. bullish or bearish), but on the market movements as

such. In case of a correct forecast by the portfolio manager, the Fund receives an additional return. Otherwise, the Fund suffers a loss.

Due to a high degree of complexity of the strategies and special know-how of the portfolio manager required to trade volatility, volatility may be considered a separate asset class within one or another Sub-Fund.

Before investing in the Fund, the investors should consider that in case of an unfavorable evolution, active volatility trading can lead to substantial losses.

### **Derivatives**

Financial derivative instruments are financial instruments whose price is determined (derived) from the price of an asset class or another instrument (so-called underlying).

The derivatives can be employed to hedge risks or for the achievement of the investment objective of the relevant Sub-Fund. The use of derivatives may result in a corresponding leverage effect.

The use of derivatives requires not only an understanding of the underlying instrument, but also profound knowledge of the derivatives themselves.

Derivatives may be conditional or unconditional.

Conditional derivatives (so-called contingent claims) are such instruments that give a party to the legal transaction (so-called long position) a right to make use (exercise) of the derivative instrument without, however, imposing an obligation upon this party to do so (e.g. an option). Unconditional derivatives (so-called future commitments) impose an obligation to provide the service on both parties of the transaction (as a rule, one or several cash flows) at a specific future point in time agreed upon in the contract (e.g. forwards, futures, swaps).

The derivatives may be traded on stock exchanges (so-called, exchange-traded derivatives) or over-the-counter (so-called, OTC derivatives).

In the case of derivatives traded on a stock exchange (e.g. futures), the exchange itself is one of the parties to each transaction. These transactions are cleared and settled through a clearing house and are highly standardised. In contrast, OTC derivatives (e.g. forwards and swaps) are entered into directly between two counterparties. Accordingly, the credit risk (counterparty risk) of an OTC derivative transaction is significantly higher than that of an exchange-traded derivative transaction. In contrast to exchange-traded derivatives, they can be designed in a way fully suitable to both parties of the contract.

Use of derivatives is subject to general market risk, credit risk (also, counterparty risk), liquidity risk and settlement risk. In addition to the general description of these types of risks above, derivatives exhibit some specific features in relation to these types of risks that are shortly summarized below.

With derivatives, the credit risk is the risk that a party to a derivative contract may not meet (or cannot meet) its obligations under a specific or multiple contracts.

The credit risk for derivatives traded on a stock exchange is, generally speaking, lower than that of OTC derivatives because the clearing house accepts a

settlement guarantee. This guarantee is achieved – among others – through settlement of outstanding contracts on a daily basis (so-called, mark-to-market) and requirement to provide and maintain an appropriate level of collateral (initial margin, maintenance margin and variation margin) that is calculated by the clearing houses by marking-to-market.

With OTC derivatives, the credit risk may also be reduced by providing collateral or performing other risk mitigation techniques, such as portfolio compression.

In OTC derivative transactions in which no exchange of the underlying asset against the payment is owed (e.g. interest rate swaps, total return swaps, non-deliverable forwards), the obligations of the counterparties are netted and only the difference between both obligations is paid. The credit risk is, therefore, limited in such transactions to that net amount owed by the counterparty to the relevant Sub-Fund.

In OTC derivative transactions in which the underlying asset is exchanged against the payment or against another asset (e.g. currency forwards, currency swaps, credit default swaps), the exchange is carried out on a delivery-versus-payment basis that means that the delivery and the payment – theoretically – take place simultaneously. In practice terms, it cannot, however, be fully ruled out that the Sub-Fund fully performs under the applicable OTC derivative terms without having received the performance owed by the OTC counterparty.

The credit risk can be reduced by depositing collateral. To trade derivatives on a stock exchange, participants must deposit collateral with a clearing house in the form of liquid funds (initial margin). The clearing house will evaluate (and settle, where appropriate) the outstanding positions of each participant, as well as re-evaluate the existing collateral on a daily basis. If the collateral's value falls below a certain threshold (maintenance margin), the participant in question will be required by the clearing house to bring this value up to its original level by paying in additional collateral (variation margin). With OTC derivatives, this credit risk may also be reduced by the respective counterparty providing collateral (see below), by offsetting different derivative positions that were entered into with this counterparty, as well as through a careful selection process for counterparties.

However, the nature of these risks may be altered as a result of the special features of the derivative financial instruments, and may in some cases be higher than the risks associated with an investment in underlying instruments.

The risks inherent to the use of derivatives by the Sub-Funds are further reduced by the investment policies applicable to each Sub-Fund.

Despite numerous regulations introduced during the recent years to regulate OTC derivative markets (such as European Market Infrastructure Regulation, Dodd-Frank-Act etc.), the OTC derivative markets are still not transparent enough. This, in particular in connection with the leverage effect that may be produced by the derivatives, may lead to (significantly) higher losses than estimated.

Some of the risks arising from the use of derivatives that an investment may entail are listed below. Only the

principal risks are included in this list. The listing of risks with which an investment in shares in a Sub-Fund is associated entails no claim as to its completeness.

#### **Risks associated with the use of swap agreements**

The swap agreement is a structured derivative. Whilst the cautious use of such derivatives can be advantageous, derivatives also entail risks which may be greater than with traditional investments. Structured derivatives are complex and may entail high potential losses. The aim is, with the help of the aforementioned swap agreement, to achieve the Sub-Fund's investment objective.

Swap is one of the special cases of the derivatives dealt in over-the-counter. Thus, the swaps exhibit the risks inherent to the OTC derivatives. In addition, they also entail further specific risks, as described in more details below.

In a swap transaction, two parties agree to exchange cash flows.

In a standard swap transaction, one party receives return on the underlying and, in turn, pays the other party a premium. It is also possible that the parties agree to exchange the returns (or differentials of the returns) on the respective underlying. Likewise, the parties can agree to exchange the underlyings themselves.

One of the most significant risks inherent to the swaps is that it can create synthetic position. So, in a plain vanilla swap, the party paying a premium and receiving performance of a stock or of an index (e.g. equity index) is economically exposed to that stock or index (e.g. equity index and, thus, to the equity market) even though it might be prohibited/ restricted in terms of its investment policy from buying stocks or from taking an exposure to the equity markets. Similarly, an interest rate swap converts a floating-rate position into a fixed-interest position or vice-versa.

In the case of a total return swap, one party transfers the performance and total income of a security, portfolio or index to the other party. In return, this party receives either a premium, which may be fixed or variable, or the performance of a different security, portfolio or index.

Another risk connected to the use of swaps is their complexity. So, in case of credit derivatives, a Sub-Fund may make bets on the credit quality of third parties without having any relationship with them. Likewise, swaps can be linked to another derivative in a way that they build one single derivative (e.g. swaption).

Given the flexibility of the swaps, this instrument is broadly used by the market participants. Compared to the OTC derivative markets in general, the swap markets are yet less transparent, so that it is hardly possible to estimate how deep the market is.

The Sub-Fund may be subject to the risk that a counter-party does not fulfil its obligations under a swap agreement. In such a case the Sub-Fund would receive no payment under the swap agreement and/or the capital guarantee. In assessing the risk, the

investor should consider that the counterparty under the swap agreement is obliged under regulatory provisions to provide the respective Sub-Fund with collateral as soon as the counterparty risk under the swap agreement represents more than 10% of the Sub-Fund's net assets.

#### **Credit Derivatives, in particular Credit Default Swaps**

Derivative instruments may further be used to hedge against various credit events associated with a third party (e.g. its default, downgrade, change in a credit spread) or apply return enhancement strategies resulting from such credit events. These, so-called, credit derivatives (in particular, credit default swaps, CDS) are designed in a way that one party (protection seller) sells a protection to another party (protection buyer) with an underlying being a security or a basket of securities issued by one or several third parties in return for receipt of a recurring premium from the protection buyer. The Sub-Fund may act as protection buyer or seller, so that credit derivatives may be used by Sub-Funds for hedging (long position) or investment (short position) purposes.

When selling credit default swap protection, the Sub-Fund incurs a level of credit risk comparable to the direct purchase of the security or basket of securities or directly entering into a position being the underlying of the CDS. In case of the occurrence of the relevant credit event (e.g. default of the reference party), the protection seller delivers the underlying security or the basket of securities to the protection buyer or pays to it a pre-determined amount of money.

Economically, such instruments are designed like an insurance against credit events.

#### **Leverage**

Leverage is any technique magnifying an exposure to an asset class or to an instrument to which it has been built up. While the gain is multiplied in case the asset class to which leverage has been employed experiences profit (i.e. the percentage change in return of the leveraged portfolio is greater than the percentage change in return of this portfolio would be if it were unlevered), contrary applies in case this asset class faces loss (i.e. the loss of the Sub-Fund is then also multiplied).

The higher the amount of the leverage, the higher is the magnification effect. The higher the range of gain and/ or loss, the higher is the magnification effect.

#### **Investments in Emerging Markets**

Equity markets and economies in emerging markets are generally volatile. Fund investments in certain emerging markets may also be adversely affected by political developments and/or changes in local laws, taxes and exchange controls.

Finally, it may not always be possible to ascertain ownership structures for certain companies in some countries because of an ongoing process of privatization.

The procedures for settling securities transactions are associated with higher risks in the emerging markets

than in developed markets. These higher risks are partly due to the fact that the Fund must use brokers and counterparties which do not have a very high level of capitalization, and the safekeeping of assets may in some countries be undependable, so that upon subscription or redemption, Fund shares may be worth less, or more, than at the time they were created.

As the capital markets of Central and Eastern European countries have only been recently established and because banking, registration and telecommunications systems are still underdeveloped, investments in Central and Eastern Europe are subject to certain risks relating to the clearing, settlement and registration of securities transactions usually not encountered when investing in Western countries.

Investments in new markets may be subject, in relation to market, liquidity and information risks to higher risks than normal markets, and thus to higher price fluctuations.

#### **Investments in High-Yield Securities**

The investment policy of certain Sub-Funds as set out in the Special Part may include investments in higher-yielding and more risky bonds which are generally considered to constitute more speculative investments. These bonds comprise a higher credit risk, higher price fluctuations, a higher risk of loss of capital deployed and of ongoing earnings than bonds with a higher credit rating.

#### **Investments in Small and Mid Cap Equities**

While small and midsize companies may offer substantial opportunities for capital growth, in particular in the niche exploitations or for the portfolio managers pursuing bottom-up strategies, they also exhibit substantial risks as compared to the investments in the large cap companies and should be considered speculative.

Securities issued by the small and midsize companies are, normally, more volatile in price than the securities issued by larger companies, especially over the short term, and their bankruptcy rate is, normally, higher than that of the large cap companies. The reasons for the greater price volatility and higher bankruptcy rate include, but are not limited to, the less certain growth prospects of small and midsize companies, the lower degree of liquidity in the markets for such securities and the greater sensitivity of small and midsize companies to changing economic conditions, in particular to market corrections, market disruptions or economic crises. In addition, small and midsize companies may lack depth of management and lack of access to the external capitalization sources which are usually less available to such companies as compared to financing opportunities of larger companies. These constraints may result in limited production development, marketing constraints and inferior capabilities to benefit from economies of scope. Failed projects are likely to have higher financial impact on such companies as compared to the larger companies and may even present a threat to their existence. Small and midsize companies are also more vulnerable to non-financial risks (such as key man risk) as compared to the bigger companies. While the latter are more likely to absorb

these risks without any perturbation of the ongoing operations (e.g. because of a significantly deeper pool of internal resources), the risks may prove to be disruptive or even threatening the existence of small and midsize companies.

#### **Absolute Return Strategies**

Absolute return strategies aim at achieving a positive return in any market environment, incl. during the times of the bearish markets. Accordingly, absolute return strategies may be very speculative and expose the investors to a higher level of risk as compared to a comparable strategy which, however, does not seek for an absolute return.

These strategies can be applied in various asset classes and in particular in equities and in fixed-income.

Given that absolute return strategies are not investable, there are, normally, no valid benchmarks that can be applied to the vehicles pursuing absolute return strategy.

Given the speculative nature of the absolute return strategies and investors' expectation of a positive return even in the bearish markets, it cannot be ruled out that the investors experience a total loss by investing in a Sub-Fund pursuing an absolute return strategy.

#### **Settlement risk**

When investing in non-listed securities in particular, there is a risk that a transaction may unexpectedly not be settled by a transfer system due to a delayed or non-agreed payment or delivery.

#### **Counterparty Risk (Credit Risk)**

A Sub-Fund could lose money if the Sub-Fund's counter-party (e.g. the issuer of a fixed income security, or the counterparty to a derivatives contract), is unable or unwilling to make timely principal and/or interest payments, or to otherwise honor its obligations. Securities are subject to varying degrees of counterparty risk, which are often reflected in credit ratings. If a security is unrated, a Sub-Fund may invest in such a security if such security is determined by the Investment Managers to be of comparable credit quality to the rated securities in which the Sub-Fund is permitted to invest. With OTC derivatives, there is a risk of a counterparty of a transaction being unable to meet its obligations and/or a contract being terminated, e.g. due to bankruptcy, subsequent illegality or the amendment of statutory tax or accounting regulations vis-à-vis the provisions in force at the time the OTC derivatives contract was concluded.

#### **Concentration risk**

Some Sub-Funds, subject to the diversification provisions that apply to the Sub-Fund, may invest heavily in companies in a certain sector. Some of these companies may be less well capitalised than others and may therefore be subject, in particular, to risks of unfavourable developments in the areas of politics, industry, society, government supervision, technology and economics for the sectors concerned. Furthermore, by concentrating on a specific sector, a

Sub-Fund may become particularly dependent on developments in this sector, which may in certain circumstances differ from developments in the market as a whole. As there are frequently a small number of companies available in a particular sector, which results in an above-average weighting of certain companies in the Sub-Fund, there is a risk that the Sub-Fund may lose significant value in a short amount of time.

#### **Liquidity risk**

Liquidity risk refers to the inability of a Fund to sell a security or liquidate a position at its quoted price or market fair value due to such factors as a sudden change in the perceived value or credit worthiness of the issuer of a security or the security itself resp. of the counterparty to a position or of the position itself, or due to adverse market conditions generally, in particular an adverse change in demand and supply of a security or bid and ask quotes on a position, respectively. Markets where the Fund's securities are traded could also experience such adverse conditions as to cause exchanges to suspend trading activities. A common consequence of reduced liquidity of a security resp. of a position is an additional, as opposed to the usual bid-ask spread charged by the brokers, discount on the selling resp. liquidation price. In addition, reduced liquidity due to these factors may have an adverse impact on the ability of the Fund to meet redemption requests, or to meet liquidity needs in response to a specific economic event in a timely manner.

In general, securities purchased resp. positions entered into by the Fund are sufficiently liquid, so that no liquidity issues normally arise during the course of the Fund's business. However, certain securities might be or become illiquid due to a limited trading market, financial weakness of the issuer, legal or contractual restrictions on resale or transfer, political or other reasons. Such securities may be for example securities issued by issuers in emerging markets, by small or medium size companies, by companies in small market sectors or industries, or high yield/non-investment grade securities.

Securities that are illiquid involve greater risk than securities with more liquid markets. Market quotations for such securities may be volatile and/or subject to large spreads between bid and asked prices as the traders look for a protection from the risk of being not able to dispose of the security or to liquidate the position they enter into.

Essentially, liquidity risk is a risk that demand and supply of a financial instrument or any other asset is not sufficient to establish a sound market in this instrument or other asset. Accordingly, it may take longer to sell the instrument. The less liquid an instrument, the longer it might take to sell it.

#### **Political risks**

The performance of the shares as well as the ability to acquire, sell or redeem shares may be negatively influenced by economic changes and uncertainties, such as political developments, changes to government policy, the imposition of restrictions on capital

transactions and changes to supervisory provisions. There may be an increased risk of this for investments in or in relation to emerging markets or non-OECD member states. In addition, local custody services in many non-OECD countries and emerging markets remain undeveloped and trading in these markets may be subject to transaction and custody risks. Under certain circumstances, it is possible that a Sub-Fund may not receive all of its investment back and/or there may be delays in recovering some of its investment. Furthermore, the legal infrastructure and accounting, auditing and publicity services in emerging markets or non-OECD member states may not offer the same degree of investor information and protection as is general the case in larger markets.

#### **Structured Products**

Structured products, such as certificates, credit-linked notes, equity-linked notes or other similar products involve an issuer structuring the product whose value is intended to replicate, to track, to peg or to be linked in any other way to another security, a basket of securities, an index or to a direct or a synthetic position. To be eligible, the structured products must be sufficiently liquid and issued by first-class financial institutions (or by issuers that offer investor protection comparable to that provided by first-class financial institutions). They must qualify as securities pursuant to Art. 41 (1) of the 2010 Law and must be valued regularly and transparently on the basis of independent sources. If the source for valuation is not independent or done by the issuer itself, the fund or an agent duly appointed by the fund shall verify the valuation provided. Unless these structured products contain embedded derivatives pursuant to Art. 42 (3) of the 2010 Law, such products must not entail any leverage effect. The underlying of the embedded derivatives contained in such a structured product can only consist in instruments listed in Chapter 9, "Investment and Borrowing Restrictions".

The term structured product encompasses a broad scope of different structuring possibilities, so that different types of risks can apply. Given that structured products are often unsecured and are only backed by the credit of the issuer, they are subject to credit risk of the issuer. As consequence, investments in structured products may yield in significant losses, including total loss. Furthermore, there is normally no deep market for structured products, so that they might be subject to the liquidity risk. Consequently, it might be difficult to sell the structured product even in the normal market environment or only possible at a significant discount. In addition, the structured products may be highly customized. Accordingly, particular attention shall be paid to whether the envisaged structured product is eligible for an investment and suits the fund's investment objective and investment policy appropriately. The structured products also tend to have a very complex and intransparent structure.

#### **Asset-Backed/ Mortgage-Backed Securities (ABS/MBS)**

Asset-backed securities (ABS) are securities issued by special purpose vehicles (SPV) and are backed by a pool of assets, such as auto, student, home equity and other loans, credit card receivables or similar that

provide funds for interest payments to the ABS investors and for the repayment of the invested principal. In case of mortgage-backed securities (MBS), the securities are secured by a pool of mortgages. The SPV is established with the sole purpose to issue and to administer the ABS/MBS and is fully independent from the entity granted the underlying receivables ("off-balance sheet"). One of the main purposes of ABS/MBS is to re-allocate credit and prepayment risks among the investors which is achieved by creating different tranches within the securities that have a senior-subordinated structure as regards the credit and prepayment risks. The attention of the investors is drawn to the fact that the structure of the ABS/MBS and the pools backing them are often intransparent and the Sub-Fund may expose a greater credit and prepayment risks (extension or contraction risks) depending on which tranche of ABS/MBS is purchased by the Sub-Fund.

#### **Distressed securities**

Distressed securities are the securities of companies that are in financial distress or near bankruptcy, typically with a Standard & Poor's rating below CCC- (or an equivalent rating from another agency).

Investments in distressed securities are very speculative and their outcome strongly depends on the securities selection skills of the portfolio manager.

In the case of the favorable outcome, the investment may yield an attractive return as the distressed securities may experience too high discounts in their price which is not justified by the fair value of the security. Such "higher-than-justified" discounts often result from the fact that many groups of big institutional investors like pension funds, insurance companies, banks etc. are allowed to invest in distressed securities only to a minor extent or not allowed at all. Also, there is only a small part of research analysts who cover this sector as opposed to the sector of non-distressed securities which may result in a higher mispricing of the distressed securities as compared to the non-distressed securities.

In the reversed case, the total loss may be suffered by the investment if the issuer of the security goes bankrupt and investors do not receive any repayment on their borrowings or receive it only partially. Distressed securities not only exhibit a higher degree of risk as compared to the risks inherent to the conventional investments in fixed-income securities, but also modify the importance of those and even become subject to risk types which are almost irrelevant for the debt securities of good standing. So, the liquidity of the security may become a superior risk as compared to the credit risk or may even be the most significant risk to which the holder of the distressed security is exposed.

Furthermore, a judge risk gains importance (so-called "J-risk") in the sector of the distressed securities. As stated above, the distressed securities may be involved in the bankruptcy process. During this process, it is usual that several court trials take place. Particular risks arise resulting from the uncertainty of the outcome of this trials, in particular out of the decisions made by the relevant judge.

Credit risk gains on importance as compared to the securities issued by companies whose operations are „going concern“.

#### **Risks Associated with the investment in contingent convertible instruments (CoCo-Bonds)**

Contingent convertible instruments are hybrid instruments with embedded derivatives. In contrast to the convertible bonds in which the embedded options give a right to the bondholder to convert a fixed-income security into an equity of the same issuer, a conversion in the case of CoCo-Bonds (from a fixed-income security into equity) occurs automatically upon a certain pre-defined event or a set of events (a so-called trigger). The conversion takes place at the pre-determined conversion rate.

#### **While the investments in CoCo-Bonds are considered to harvest an above-average yield, the investments may entail significant risks.**

These risks may include the following:

Trigger level risk: The trigger levels may differ. Depending on the trigger level in the relevant issue (i.e. the distance between the capital ratio and the trigger level), the likelihood of the occurrence of an event or of a set of events triggering conversion may significantly increase;

Coupon cancellation: The CoCo-Bonds are structured in a way that coupon payments are entirely discretionary and may be cancelled by the issuer at any point, for any reason and for any period of time. The cancellation may even happen in a going concern without triggering an event of default. Cancelled coupons are not accumulated, but are written off;

Capital structure inversion risk: contrary to classic capital hierarchy, CoCo-Bonds investors may suffer a loss of capital even when equity holders do not;

Call extension risk: CoCo-Bonds are issued as perpetual instruments, callable at predetermined levels only with the approval of the competent authority;

Unknown risk: the structure of the instruments is innovative yet untested. In particular, it cannot be estimated how the market will react in a stressed environment if a single issuer activates a trigger or suspends coupons on a CoCo-Bond. Should this event be seen by the market as a systematic event, a price contagion and increased volatility over the whole asset class cannot be ruled out;

Yield/valuation risk: As mentioned above, CoCo-Bonds are considered to have a higher yield as compared to comparable fixed-income instruments (e.g. credit quality of the issuer, maturity) without the features of the CoCo-Bonds. However, the investors should bear in mind that this higher yield may potentially only represent a full or partial complexity premium paid to the CoCo-Bondholders to compensate them for a higher degree of risk.

Liquidity: The issuance of CoCo Bonds is generally limited by regulatory prescriptions, whereas investor base demand may further increase. This might lead to a limited trading market and, besides financial weakness of the issuer, legal or contractual restrictions on resale or transfer, political or other reason, entail reduced liquidity of the CoCo Bonds held by the Sub-Fund(s). A consequence of reduced liquidity of a security is an additional discount on the selling respectively liquidation price. In addition, reduced liquidity may account for an adverse impact on the ability of the Sub-Fund(s) to meet redemption requests, or to meet liquidity needs in response to a specific economic event in a timely manner.

#### **Investments in Rule 144A securities**

"Rule 144A securities" are securities that are not registered with the US Securities and Exchange Commission (SEC) pursuant to Rule 144A of the US Securities Act of 1933. These securities are therefore traded outside the markets as defined in section 9.1 and only available for investment by qualified institutional investors (as defined in the US Securities Act of 1933). The Fund and its Sub-Funds may qualify and under certain circumstances may invest up to 100% in Rule 144A securities. These securities may not be subject to official supervision or only to restricted official supervision.

#### **Investments via Shanghai Hong Kong Stock Connect and Shenzhen-Hong Kong Stock Connect**

Shanghai Hong Kong and Shenzhen-Hong Kong Stock Connect ("Shanghai Connect" respectively "Shenzhen Connect") is a stock exchange platform which enables investments in the Chinese equity market. It comprises the Northbound (i.e. from Hong Kong to Shanghai and Shenzhen) link, through which Hong Kong and overseas investors like the Fund may purchase and hold China A Shares listed on the Shanghai Stock Exchange and the Shenzhen Stock Exchange.

The investment universe of the Northbound link basically includes (i) all constituent stocks of the SSE 180 Index and the SSE 380 Index and all Shanghai Stock Exchange-listed China A Shares that are not included as constituent stocks of the relevant indices but which dispose of corresponding H Shares listed on the stock exchange in Hong Kong, and (ii) all the constituent stocks of the SZSE Component Index and the SZSE Small/Mid Cap Innovation Index, which have a market capitalization of not less than six billion Renminbi, and all the Shenzhen Stock Exchange-listed securities which have corresponding H shares listed on the stock exchange in Hong Kong.

Shanghai Connect and Shenzhen Connect entail the following risks in particular:

(i) Trading through Shanghai Connect and Shenzhen Connect is subject to quotas. The daily quota is applied on a "net buy" basis. Based on that principle, investors are always allowed to sell their cross-boundary securities regardless of the quota balance. The daily quota limits the maximum net buy value of cross-boundary trades under each of Shanghai Connect and Shenzhen Connect each day. The Northbound daily quota is set at thirteen billion Renminbi for each of Shanghai Connect and Shenzhen Connect. If the Northbound daily quota balance drops

to zero or the daily quota is exceeded during an auction session, new buy orders will be rejected and no further buy orders might be accepted for the remainder of the day.

Sub-Funds trading through Shanghai Connect and Shenzhen Connect may thus be limited in the timely execution of trades and might be impaired in the effective implementation of its investment strategy.

(ii) Shares purchased by the Sub-Funds through Shanghai Connect and Shenzhen Connect will be held following settlement by brokers or custodians as clearing participants in accounts in the Hong Kong Central Clearing and Settlement System ("CCASS") maintained by the Hong Kong Securities and Clearing Corporation Limited ("HKSCC") as central securities depository in Hong Kong and nominee holder. HKSCC in turn holds China A Shares of all its participants through a "single nominee omnibus securities account" in its name registered with ChinaClear, the central securities depository in Mainland China. Foreign Investors like the concerned Sub-Funds of the Fund investing through the Shanghai Connect and Shenzhen Connect holding the China A Shares through HKSCC are the beneficial owners of the assets and are therefore eligible to exercise their rights through the nominee only.

(iii) Chinese A-shares are uncertificated and are held by HKSCC for its account holders. Physical deposit and withdrawal of A-shares are not available under the Northbound Trading for the concerned Sub-Fund. The Sub-Funds title or interests in, and entitlements to China A Shares (whether legal, equitable or otherwise) will be subject to the applicable requirements, including laws relating to any disclosure of interest requirement or foreign shareholding restriction. It is uncertain whether the Chinese courts would recognise the ownership interest of the Sub-Funds to allow them standing to take legal action against the Chinese entities in case disputes arise.

(iv) "Northbound trading" is not covered by the Hong Kong Investor Compensation Fund nor the China Securities Investor Protection Fund;

(v) Shanghai Connect and Shenzhen Connect function only on days on which both markets are open and for which the banks are open in both markets are open on the relevant settlement date;

(vi) Trading through Shanghai Connect and Shenzhen Connect is subject to currency risks. China A-shares are traded in Renminbi and the respective Share Classes of a Sub-Fund denominated in another currency must trade and settle their transactions through Shanghai Connect and Shenzhen Connect in Renminbi. In case of a devaluation of the Renminbi, dividends and other income an investor can generate on its investments are subject to impairment. Future changes in currency exchange rates and currency conversion are controlled by the government of the People's Republic of China. Their policy regarding currency exchange control may change and cause adverse effects on the relevant Sub-Funds.

(vii) Shareholding restrictions  
Under current rules of the People's Republic of China,

(i) a single foreign investor's shareholding in a listed company is not allowed to

exceed 10% of the company's total issued shares, while

- (ii) all foreign investor's shareholding in the A shares of a listed company is not allowed to exceed 30% of its total issued shares.

If the aggregate foreign shareholding exceeds the 30% threshold, the foreign investors – like the Sub-Fund – concerned will be requested to sell the shares on a last-in-first-out basis within five trading days.

(viii) Investments within the Shanghai Connect and Shenzhen Connect are subject to the tax regulations in the People's Republic of China. The State Administration of Taxation ("SAT") of the People's Republic of China reconfirmed the application of the usual Chinese stamp duty tax and a 10% withholding tax on dividends, while commercial and capital gains tax are temporarily suspended. These tax rules may change, so that the relevant Sub-Funds are exposed to uncertainties regarding their tax obligations in the People's Republic of China.

#### **Risks from investments with sustainable economic activity**

Where Sub-Funds pursue sustainable economic activity and this is expressly provided for in the Special Part, it should be borne in mind that there is no guarantee all sustainability criteria will always be met for every investment. The possibility that pursuing sustainable economic activity rather than a conventional investment policy will have a negative impact on a Sub-Fund's performance cannot be ruled out.

#### **8. INVESTMENT POLICY**

The investment policy of each Sub-Fund is given in the relevant Special Section.

#### **9. INVESTMENT AND BORROWING RESTRICTIONS**

The Articles of Association provide that the Board of Directors shall, in consideration of the risk distribution principle, from time to time define the corporate and investment policy of the Fund and the investment restrictions.

By decision of the Board of Directors, unless stipulated otherwise for a Sub-Fund in the Special Part, the following investment restrictions apply to the Fund as well as to the investments of every Sub-Fund:

##### **9.1 Financial instruments used by individual Sub-Funds**

Depending on the specific investment policy of the individual Sub-Funds, it is possible that some of the instruments listed below will not be acquired by certain Sub-Funds.

For each Sub-Fund, the Fund may solely invest in one or more of the following instruments:

- (a) securities and money market instruments listed or traded on a regulated market;
- (b) securities and money market instruments traded on another market in a member state that is recognised, regulated, publicly accessible and operates in a due and orderly fashion;
- (c) securities and money market instruments that have obtained an official listing on a securities exchange in a country which is not an EU member state, or are traded on another market that is recognised, regulated, publicly accessible and operates in a due and orderly fashion;
- (d) Securities and money market instruments from new issues, provided the terms of issue include the obligation to submit a request for a listing on a securities exchange or to trade on a regulated market as defined under provisions 9.1 (a) to (c) and approval is granted within one year following issue.
- (e) Units of UCITS in accordance with the applicable guideline or other UCIs registered in a member state, or otherwise, provided
  - (i) these other UCIs are licensed according to regulations requiring official supervision which in the opinion of the CSSF is equivalent to that under Community law, and cooperation between the authorities is sufficiently guaranteed;
  - (ii) the level of protection of shareholders in the other UCI is equivalent to the level of protection of shareholders of a UCITS, and in particular the provisions for separate management of the Fund's assets, borrowing, credit allocation and short-selling of securities and money market instruments are equivalent to the requirements of Directive;
  - (iii) the activities of the other UCIs are subject to semi-annual and annual reporting which permit a judgement to be made on the assets and liabilities, earnings and transactions within the reporting period;
  - (iv) the articles of association of the UCITS or the UCIs whose units are being acquired stipulate that it may invest a maximum of 10% of its assets in the units of other UCITS or other UCIs.
- (f) sight deposits or callable deposits with a maximum term of twelve months with credit institutions, provided the credit institution in question has its registered office in a member state or, if the registered office of the credit institution is in a third state, provided it is subject to supervisory provisions that the CSSF holds to be equivalent to those of Community law;

(g) derivative financial instruments, including equivalent instruments settled in cash that are traded on one of the markets mentioned in section 9.1 (a) to (c) and/or derivative financial instruments not traded on an exchange (OTC derivatives), provided

78/660/EEC, or a legal entity comprising one or more listed companies which is responsible for the financing of the group, or a legal entity where security-backed liabilities are to be financed by use of a line of credit granted by a bank.

(i) the underlying securities are instruments as defined in this section 9.1 (a) to (h), financial indices, interest rates, exchange rates or currencies in which the relevant Sub-Fund is permitted to invest as set out in its investment policy defined in the Special Part;

(ii) with regard to transactions involving OTC derivatives, the counterparties are institutions from categories subject to official supervision which have been approved by the CSSF;

(iii) the OTC derivatives are subject to reliable and verifiable valuation on a daily basis and may at any time upon the initiative of the Sub-Fund in question be sold, liquidated or closed out via an offsetting transaction; and

(h) Money market instruments that are not traded on a regulated market and do not fall under the definitions listed in section 5 of the General Part entitled "Definitions", as long as the issue or issuer of these instruments is itself subject to the provisions governing depository and investor protection, and provided they

(i) issued or guaranteed by a central government, regional or local body or central bank of a Member State, the European Central Bank, the European Union or the European Investment Bank, a third state or in the case of a federal state, a member state of the federation, or by an international public law institution to which at least one Member State belongs, or

(ii) are issued by a company whose securities are traded on the markets defined under 9.1 (a) to (c) above, or

(iii) are issued or guaranteed by an institution, that is subject to regulatory supervision in accordance with the criteria set out under EU law, or an institution that is subject to and adheres to supervisory provisions that the CSSF holds to be at least as strict as those under EU law, or

(iv) issued by other borrowers which belong to a category approved by the CSSF, provided that for investments in these instruments there are provisions for investor protection which are equivalent to 9.1 (h) (i) to (iii) and provided the issuer is either a company with equity capital of at least ten million Euros (EUR 10,000,000), which draws up and publishes its annual report in accordance with the provisions of the fourth Directive

## 9.2 Other permitted financial instruments

Each Sub-Fund may depart from the investment restrictions set out in 9.1 above by:

(a) investing up to 10% of its net assets in securities and money market instruments other than those mentioned under 9.1;

(b) holding up to 49% of its net assets in liquid assets; in certain exceptional cases, these Sub-Funds may also hold a share in excess of 49% if and insofar as this appears expedient in the interests of shareholders.

(c) borrowing the equivalent of up to 10% of its net assets for a short period. Covering transactions in connection with the writing of options or the purchase or sale of forward contracts and futures are not deemed to constitute borrowing for the purposes of this investment restriction;

(d) acquiring foreign currency as part of a 'back-to-back' transaction.

## 9.3 Investment restrictions to be complied with

(a) A Sub-Fund may invest no more than 10% of its net assets in securities or money market instruments from the same issuer. A Sub-Fund may invest no more than 20% of its net assets in deposits with the same institution. The counterparty's default risk in transactions of a Sub-Fund involving OTC derivatives may not exceed 10% of its net assets, if the counterparty is a credit institution as described in 9.1) (f). In other cases, the limit is a maximum of 5% of the Sub-Fund's net assets.

(b) The total value of the securities and money market instruments of issuers in which the Sub-Fund has invested more than 5% of its net assets may not exceed 40% of the value of its net assets. This limit does not apply to deposits and transactions involving OTC derivatives carried out with a financial institution which is subject to official supervision.

Irrespective of the individual upper limits indicated in 9.3 (a), a Sub-Fund may invest with one and the same institution up to 20% of its net assets in a combination of

- securities or money market instruments issued by this institution;
- deposits with this institution and/or
- investing in OTC derivative transactions effected with this institution.

- (c) The upper limit indicated in 9.3 (a) sentence 1 is increased to a maximum of 35% if the securities or money market instruments are issued or guaranteed by a Member State or its territorial authorities, by a third state or by international public law institutions to which at least one Member State belongs.
- (d) The upper limit indicated in section 9.3) a), sentence 1 rises to a maximum of 25% for specific bonds if these are issued by a credit institution with registered office in a Member state, and which is subject to specific official supervision on the basis of the legal provisions for the protection of holders of these bonds. In particular, the law must stipulate that the proceeds from the issue of these bonds are invested in assets which adequately cover the liabilities arising from the bonds during their entire lifetime and which are designated primarily for the repayment of the capital and the payment of interest in the event of the default of the issuer.
- If a Sub-Fund invests more than 5% of its net assets in bonds as defined in this letter (d) that are issued by one and the same issuer, the total value of these investments may not exceed 80% of the value of the Sub-Fund's net assets.
- (e) The securities and money market instruments mentioned in 9.3 (c) and (d) are not included when applying the investment limit of 40% provided in 9.3 (b).
- The limits indicated in 9.3 (a), (b), (c) and (d) may not be added together; accordingly, pursuant to 9.3 (a), (b), (c) and (d), investments made in securities and money market instruments from one and the same issuer or in deposits with those issuers or in derivatives from the same, may not exceed 35% of the net assets of the Sub-Fund in question.
- Companies which belong to the same group of companies with regard to the preparation of consolidated accounts within the meaning of Directive 83/349/EEC or under recognised international accounting rules, are regarded as a single issuer when calculating the investment limits provided in 9.3 (a) to (e).
- A Sub-Fund may cumulatively invest up to 20% of its net assets in securities and money market instruments of one and the same group of companies.
- (f) Notwithstanding the investment limits established in 9.3 (l) and (m) below, the upper limits indicated in 9.3 (a) to (e) for investments in equities and/or bonds of one and the same issuer shall not exceed 20% if the Sub-Fund's investment strategy aims to replicate an equity or bond index recognised by the CSSF which fulfils the following conditions: The condition for this is that
- the composition of the index is sufficiently diversified;
  - the index represents an appropriate reference for the market to which it relates;
  - the index is published in a suitable manner.
- (g) The limit established in 9.3 (f) amounts to 35% provided this is justified due to extraordinary market circumstances, particularly on regulated markets where certain securities or money market instruments are extremely dominant. An investment up to this upper limit is only possible with a single issuer.
- (h) The financial index used as the underlying index for a derivative shall be an index that meets all requirements set down under the 2010 Law and those of the CSSF.
- (i) Irrespective of the provisions under 9.3 (a) to (e), each Sub-Fund may, according to the principle of risk diversification, invest up to 100% of its net assets in different transferable securities and money market instruments issued or guaranteed by a Member State or its regional bodies or by an OECD member state, Singapore, Brazil, Russia, Indonesia and South Africa or international public law organizations to which one or more EU member states belong, provided that (a) such securities come from at least six different issues and (b) no more than 30% of the net assets of the Sub-Fund in question are invested in securities from one and the same issue.**
- (j) Unless indicated otherwise in the Special Part, a Sub-Fund may not invest more than 10% of its net assets in other UCITS and/or other UCIs. Should a Sub-Fund be permitted to invest more than 10% of its net assets in other UCITS and/or other UCIs, it may acquire shares of other UCITS and/or other UCIs within the meaning of 9.1 (e) if it does not invest more than 20% of its net assets in one and the same UCITS or another UCI.
- In applying this investment limit, each sub-fund of an umbrella fund as per the 2010 Law is to be regarded as an independent issuer, provided the principle of the individual liability of each sub-fund with respect to third parties applies.
- (k) Investments in shares of other UCIs as UCITS may not in total exceed 30% of the net assets of a Sub-Fund.
- If a Sub-Fund has acquired shares in a UCITS and/or other UCIs, the investment values of the UCITS or other UCIs shall not be taken into consideration in relation to the upper limits indicated in 9.3) (a) to (e).
- If a Sub-Fund acquires shares of other UCITS and/or other UCIs, which are managed by the same management company or another company that is affiliated with the management company, the management company or the other company

may not charge fees for the subscription or redemption of shares of other UCITS and/or other UCIs.

With regard to the investments of a Sub-Fund in UCITS and other UCIs connected with the Management Company as described in the previous paragraph, the total amount of management fees (less performance fees if there are any) charged to the Sub-Fund and any affected UCITS or other UCIs may not – provided the Sub-Fund invests a significant proportion of its fund assets in other UCITS and/or UCIs – exceed 4% of the net assets managed accordingly. A statement will be made in the annual report as to the maximum extent of the share of management fees which is to be borne by the Sub-Fund concerned and the UCITS and other UCIs in which the Sub-Fund has invested in the relevant period.

However, if a Sub-Fund invests in shares of a UCITS and/or other UCIs which are launched and/or managed by other companies, it should be noted that issuing, conversion and redemption fees may be charged for these target funds. The issuing, conversion and redemption fees paid by the respective Sub-Fund are specified in the relevant accounting report.

If a Sub-Fund invests in UCITS and/or other UCIs, the Sub-Fund assets will incur the administration and management fees of the target funds as well as those of the investing fund. Thus, double charges with regard to fund administration and management fees cannot be ruled out.

- (l) The Fund must not acquire voting shares for any of its Sub-Funds to an extent which allows it to exercise material influence on the management of the issuer.

Moreover, a single Sub-Fund may not acquire more than:

- 10% of non-voting shares of one and the same issuer;
- 10% of the bonds of one and the same issuer;
- 25% of the shares of one and the same UCITS and/or other UCI;
- 10% of the money market instruments of one and the same issuer.

The limits set out in the second, third and fourth points do not need to be complied with at the acquisition date if the gross amount of the bonds or money market instruments or the net amount of the shares issued cannot be calculated at the date of acquisition.

- (m) The above provisions as per 9.3 (l) are not applicable in respect of:

(i) securities and money market instruments issued or guaranteed by a Member State or its territorial authorities;

(ii) securities and money market instruments issued or guaranteed by a third country;

(iii) securities and money market instruments that are issued by international public law organisations to which one or more EU member states belong;

(iv) Shares of companies that have been established under the laws of a country that is not an EU member state provided (a) such a company primarily invests in securities of issuers from this country, (b) under the country's laws, the only way the sub-fund can acquire securities from issuers of this country is by acquiring a stake in such a company and (c) this company observes the investment restrictions when investing assets pursuant to 9.3 (a) to (e) and 9.3 (j) to 9.3 (l) above.

(v) shares held by one or more investment companies in subsidiaries which, in their country of establishment, only carry out certain investment, advisory or distribution activities for these investment companies with respect to the redemption of shares at the request of shareholders.

- (n) The Fund will ensure for each Sub-Fund that the overall risk associated with derivatives does not exceed the Sub-Fund's total net asset value. In calculating this risk, account will be taken of the market value of the respective underlying assets, the default risk of the counterparty, future market fluctuations and the time required for liquidation of the positions.

A Sub-Fund may invest in derivatives as part of its investment strategy within the limits stipulated under 9.3. (e), provided the overall risk of the underlying securities does not exceed the investment limits given in 9.3 (a) to (e) above. If a Sub-Fund invests in index-based derivatives, these investments do not need to be taken into account for the limits given in 9.3 (a) to (e) above.

Derivatives embedded in securities or money market instruments must be included when complying with the provisions of this letter (n).

- (o) No Sub-Fund may acquire commodities or precious metals or certificates on these.

(p) No Sub-Fund may invest in real estate, although investments in real estate-backed securities or interest thereon or investments in securities issued by companies which invest in real estate, and interest thereon, are permissible.

- (q) No credits or guarantees issued on behalf of third parties may be charged to a Sub-Fund's assets.

This investment limit shall not prevent any Sub-Fund from investing in non-fully paid-up securities, money market instruments or other financial instruments pursuant to 9.1 (e), (g) and (h), provided that the Sub-Fund concerned has sufficient cash or other liquid funds to be meet outstanding payments on demand; such reserves must not have already been taken into account as part of the sale of options.

- (r) Short selling of securities, money market instruments or financial instruments other than those noted in 9.1 (e), (g) and (i) above is not permitted.
- (s) A Sub-Fund (the “investing Sub-Fund”) can subscribe to, acquire and/or hold shares to be issued or already issued by one or more other Sub-Funds (a “target Sub-Fund”) on condition that:
- the target Sub-Fund does not for its part invest in the investing Sub-Fund; and
  - no more than 10% of the assets of the target Sub-Fund are invested in accordance with its investment policy in units of other UCITS or UCIs; and
  - the investing Sub-Fund may invest up to 20% of its net asset in shares of one and the same target Sub-Fund; and
  - any voting rights attached to shares in the target Sub-Fund are to be suspended for as long as the shares are held by the investing Sub-Fund in question, notwithstanding the proper performance of accountancy procedures and periodic reports; and
  - the value of these shares, for as long as they are held by the investing Sub-Fund, are not included in the calculation of the Fund’s net asset value for the purpose of ensuring adherence to the minimum net asset threshold stipulated by the 2010 Law; and
  - there is no double charging of management, issuing or redemption fees between such fees at the level of the investing Sub-Fund and at the level of the target Sub-Fund.

#### 9.4 Other restrictions

- (a) Sub-funds do not necessarily have to comply with the investment limits given in 9.1 to 9.3 when exercising their subscription rights associated with securities or money market instruments held as part of their net fund assets.
- (b) Newly licensed Sub-Funds may deviate from the provisions set out in 9.3 (a) to (k) above for a six-month period following their approval, provided they ensure adequate risk diversification.
- (c) If these provisions are exceeded for reasons which lie outside the Sub Fund’s control or on account of

subscription rights, the relevant Sub-Fund must strive as a matter of priority to rectify the situation by conducting selling transactions, taking due account the interests of its shareholders.

In accordance with the 2010 Law, in the case of any UCITS which includes more than one sub-fund, each sub-fund shall be regarded as an autonomous UCITS.

The Board of Directors reserves the right to stipulate other investment restrictions if they prove necessary to comply with the laws and provisions of countries in which the Fund’s shares are offered or sold.

#### 9.5 Total Return Swaps

Total Return Swaps are derivatives by means of which all income and change in the value of an underlying are transferred to another party, the counterparty.

The Management Company or the Investment Managers may conduct for the Sub-Funds transactions in Total Return Swaps for hedging purposes and as part of the investment strategy, e.g. total return swaps can be used to exchange the performance of two different portfolios, for example, the performance of certain assets of a Sub-Fund against the performance of an index. As a result, the risk of loss of a Sub-Fund may be increased.

In case a Sub-Fund conducts transactions with Total Return Swaps, this is disclosed in the relevant section of the Sub-Fund supplement of the Special Part.

The income from total return swaps is fully allocated to the respective Sub-Fund, net of transaction costs.

Counterparties of the Sub-Funds for Total Return Swaps are normally credit and financial services institutions established in one EEA Member State or in one OECD Member State. In principle, the counterparty must have a minimum rating of investment grade. Further details on the selection criteria and a list of approved counterparties are available at the registered office of the Management Company. Risks of a failure of the counterparties can be found in point 7. Notice to General Risks.

The respective counterparty cannot influence the composition or management of the investment portfolios of the Sub-Funds or the underlyings of the Total Return Swaps. Transactions in connection with the investment portfolios of the Sub-Funds do not require the consent of the counterparty.

Further information on the share of the assets under management that are expected to be used for total return swap transactions are described in the Special Part for the respective Sub-Fund.

#### 9.6 Collateral

##### General rules on collateral

While using certain types of investment (e.g. so-called OTC derivatives) and techniques and instruments, a counterparty risk is regularly created. This risk may not

exceed specific limits set out by law and may be reduced for example by providing collateral in the sense of CSSF circular 13/559. The risk exposure to a counterparty will be considered globally on the basis of all transactions entered into with this specific counterparty. In the same manner all collateral provided by a counterparty will be considered in its entirety.

The collateral should be sufficient to cover the receivables it refers to. Any collateral received will be subject to a haircut of up to 13% of their market value, subject to the class of assets, the maturity and issuer credit quality of the collateral.

The Fund may accept collateral as long as the following conditions are complied with:

a) Liquidity – any collateral received other than cash should be highly liquid, i.e. it can be sold at short notice and close to the price on which the valuation is based, and traded on a regulated market or multilateral trading facility with transparent pricing. Collateral received should also comply with the provisions of 9.3 (m) and (n) above.

b) Valuation – Collateral received should be valued at least on each trading day based on the last available price on the day before the valuation date. The Management Company applies for the collateral received gradual haircuts (taking into account the specific characteristics of the collateral, the issuer and the counterparty) (so-called Haircut strategy). Based on this, margin calls can be made daily in case of underfunding.

c) Issuer credit quality – the issuer of collateral received should be of high quality.

d) Correlation – the collateral received should be issued by an entity that is independent from the counterparty and is expected not to display a high correlation with the performance of the counterparty.

e) Collateral diversification (asset concentration) – collateral should be sufficiently diversified in terms of country, markets and issuers. The criterion of sufficient diversification with respect to issuer concentration is considered to be respected if the UCITS 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 the net asset value. When UCITS are exposed to different counterparties, the different baskets of collateral should be aggregated to calculate the 20% limit of exposure to a single issuer.

f) Risks linked to the management of collateral are being identified, managed and mitigated by the risk management process.

g) Where there is a title transfer, the collateral received should be held by the Depository. For other types of collateral arrangement, the collateral can be held by a third party custodian which is subject to prudential

supervision, and which is unrelated to the provider of the collateral.

h) Collateral received should be capable of being fully enforced by the Fund at any time without reference to or approval from the counterparty.

(i) The collateral is held with a depository which is subject to effective supervision and which is independent of the guarantor or is legally protected against a default of an involved party.

Collateral in the form of bank deposits shall be deposited with the depository or - with the consent of the depository - at other credit institutions, provided that the credit institution concerned has its head office in a Member State or, if the head office of the credit institution is located in a third country, if it is subject to regulatory provisions which are equivalent to those of the community law from the point of view of the CSSF.

Any risks associated with the collateral management, in particular operational and legal risks, will be identified, assessed and controlled by risk management.

**Collateral accepted by the Fund and Collateral Management**

Collateral is accepted in the form of cash or high-quality government bonds. The Sub-Funds may receive government bonds as collateral issued by the governments of the following countries:

- Federal Republic of Germany,
- France,
- United Kingdom,
- United States of America,
- Canada,
- the Netherlands,
- Sweden and
- Switzerland,

and that are rated at least “AA-” (Standard & Poor’s) and/or “Aa3” (Moody’s) whichever is lower in the case of a discrepancy between the ratings of both agencies.

A Sub-Fund may only receive less than 30% of its net asset value in collateral.

Cash collateral received will not be reinvested. Government bonds received will not be disposed of, reinvested or pledged. The management company will apply gradual haircuts to collateral received, taking into account the characteristics of the collateral, its issuer and the counterparty involved. The following table contains the spreads for the haircuts applied to different kinds of collateral:

Collateral	Spreads
Cash	0%
Government bonds with residual maturity < 1 year	0% - 3%

Government bonds with residual maturity from 1 to 5 years	2% - 5%
Government bonds with residual maturity from 5 to 10 years	2% - 7%
Government bonds with residual maturity above 10 years up to 30 years	5% - 13%

### 9.7 Techniques and instruments used to hedge currency risks

For the purposes of hedging currency risks, the Fund may for each Sub-Fund carry out the following transactions on a stock exchange or other regulated market or over the counter: conclude foreign exchange forwards or futures contracts, sell currency call options or buy currency put options, in order to reduce or completely eliminate exposure in the currency regarded as risky and to shift into the reference currency or another currency considered less risky within the investment universe.

For the purposes of hedging currency risks, a Sub-Fund may carry out foreign exchange forward transactions, including foreign exchange forward sales, write currency call options or purchase currency put options, and operate in a foreign currency up to the level of weighting of the foreign currency in the reference index or in a customised reference index up to the weighting of the foreign currency in a part reference index, if there is no complete hedge through investments in the corresponding foreign currency. Investors must be notified of the reference index or part reference index (customised index). With the same objective the Fund may also sell or exchange currencies forward, specifically within the context of transactions on a non-regulated market concluded with first-class financial institutions which specialise in these transactions. The hedge objective sought through the aforementioned transactions requires the existence of a direct relationship between these assets and those to be hedged; this means that transactions carried out in a certain currency may as a rule neither exceed the value of assets denominated in this currency nor their term of ownership or residual life in order to be considered as a hedge.

In its accounting reports, the Fund must list the total amount of liabilities for the various sorts of transactions carried out arising from transactions current on the reporting date for the reports concerned. The Fund may also sell currencies forward or engage in currency swaps over the counter that are concluded with first-class financial institutions which specialise in these transactions.

### 10. DETERMINATION OF THE NET ASSET VALUE OF SHARES

The total net asset value of the Fund is stated in EUR for accounting and reporting purposes. The net asset value of each Share Class and the issue, redemption, conversion or transfer price per share shall be expressed in the currency of the relevant Share Class.

Unless otherwise stipulated in the Special Part, the net asset value of the Sub-Funds and the Share Classes shall be, in principle, determined on each Business Day, as defined in section 12 "Issue of Shares", except of the Business Days on which the determination of the net asset value has been postponed in accordance with section 16 "Temporary suspension of Net Asset Value calculation, Issues, Redemptions and Conversions of Shares", (the "Valuation Day"). However, the net asset value of the Sub-Funds and the Share Classes may also be calculated on days which are not Business Days. Such net asset value may be made available, but may only be used for performance or fee calculations and statistics and cannot serve as a basis for subscriptions, redemptions, conversions or transfers of shares in the Sub-Funds.

The Sub-Funds and Share Classes must be valued at least twice a month.

The net asset value of the corresponding Sub-Funds, i.e. the market value of the Sub-Fund assets minus the liabilities attributable to such Sub-Fund, shall be divided by the number of shares issued by the relevant Sub-Fund and the result shall be rounded up or down to the nearest unit of the relevant currency as instructed by the Board of Directors. For the various Share Classes, the rules described in C apply.

If, since the close of business on any Valuation Day there has been a material change in the quotations on the markets on which a substantial portion of the investments of the Fund attributable to a particular Sub-Fund is dealt or listed, the Fund may cancel the first valuation and carry out a second valuation to safeguard the interests of the shareholders. This second valuation shall apply for all expenses, redemptions and conversions transacted on this Valuation Day.

The determination of the net asset value of the shares of the different Sub-Funds shall be expressed in the currency of the relevant Sub-Fund and Share Class as a value-per-share, provided that a calculation in EUR shall be made to ascertain the value of the capital of the Fund for reporting purposes.

The expenditure as well as the profit and loss resulting from the policy of hedging against the foreign currency risk of a Share Class will be borne by each Share Class for which the hedging was adopted. Likewise, costs arising in connection with the currency conversion of subscription or redemption amounts for shares of one class into or out of the Reference Currency of the Sub-Fund shall be borne by that Share Class. The expenditure and repercussions of that hedging will be reflected in the net asset value and in the performance of the corresponding Share Class.

A. The assets of the Fund shall be deemed to include:

- (a) all cash on hand or on deposit, including any interest accrued thereon;

- (b) all bills, demand notes and accounts receivable (including proceeds of securities sold but not delivered);
- (c) all bonds, after-sight bills, units/shares in undertakings for collective investment, shares, equity securities, subscription rights, convertible bonds and debt instruments, warrants, options, money-market instruments and other investments and securities in the possession of the Fund or that have been purchased for its account;
- (d) all stock, stock dividends, cash dividends and cash distributions receivable by the Fund (provided that the Fund may make adjustments with regard to fluctuations in the market value of securities caused by trading ex-dividends, ex-rights, or by similar practices);
- (e) all interest accrued on any interest-bearing securities owned by the Fund except if this interest is included or reflected in the nominal value of that relevant security;
- (f) the preliminary expenses of the Fund insofar as these have not been written off;
- (g) all other assets of any kind and nature, including prepaid expenses.

The value of these assets shall be determined as follows:

- (1) The value of any cash on hand or on deposit, bills and demand notes and accounts receivable, prepaid expenses, cash dividends and interest declared or accrued as aforementioned and not yet received shall be deemed to be the full amount thereof, unless it is possible that the same is unlikely to be paid or received in full, in which case the value thereof shall be arrived at by deducting a sum that the Company considers appropriate in such case to reflect the true value thereof.
- (2) The value of all securities and/or derivative financial instruments listed or traded on the exchange is based on the last-known price on the day before the Valuation Day. Exceptions to this are the securities and/or derivative financial instruments held by the Sub-Funds specified in the Special Part, which, in accordance with their investment policy, are invested in Asia and the Far East and the value of which is measured on the basis of the last-known price at the time of valuation on the Valuation Day.
- (3) The value of securities and/or derivative financial instruments traded on other regulated markets shall be calculated on the basis of the closing price on the day preceding the Valuation Day.
- (4) If any of the securities and/or derivative instruments in the Fund's portfolio on the relevant Valuation Day are neither listed or traded on any official stock exchange nor on any other regulated market or if, the price as determined pursuant to paragraphs (2) and (3) is not representative of the

fair market value of the relevant securities and/or derivative instruments listed or traded on an official stock exchange or other regulated market, the value of these securities and/or derivative instruments shall be determined prudently and in good faith based on a value resulting from the application of the recognized valuation rules or models.

- (5) For fixed-income or variable-rate money market paper and securities with a residual term to maturity of less than three months, the valuation price may be successively adjusted to the redemption price, taking the net purchase price as a starting point, while maintaining the resulting yield. The valuation price calculated using this method may differ from the actual market price, if it can be ensured that this will not lead to a material difference between the actual value of the security and the adjusted valuation price. Where significant differences in market conditions exist, the basis for valuing the individual investments will be adapted in line with new market yields.
- (6) Units or shares in undertakings for collective investment shall be valued at the last available net asset value.
- (7) In the event that the above valuation methods should prove inappropriate or misleading, the Board of Directors may adjust the value of the investments or allow the use of a different valuation method for the Fund's assets.

The Board of Directors is entitled to temporarily apply other generally recognised valuation methods that are used in good faith and are verifiable by the Fund's auditors in order to calculate the assets of the Fund and/or the assets of a Sub-Fund if the aforementioned valuation criteria appear to be impossible or inexpedient due to exceptional circumstances, or if this is in the interests of the Fund or a Sub-Fund and/or shareholders (e.g. to avoid market timing) to achieve an appropriate valuation of the Fund and/or the Sub-Fund concerned.

- B. The liabilities of the Fund shall be deemed to include:
  - (a) all loans, bills and accounts payable;
  - (b) all accrued or payable administrative expenses (including investment advisory fee, custodian fee and administrator's fees);
  - (c) all known liabilities, present and future, including all matured contractual obligations for payments of money or property, including the amount of any unpaid dividends declared by the Fund where the Valuation Day falls on the cut-off date for determination of the persons entitled thereto or is subsequent thereto;
  - (d) an appropriate provision for future taxes on the Fund's capital and income accrued as at the Valuation Day, as determined from time to time by the Board of Directors, any other provisions

approved by the Board of Directors, plus any provisions deemed appropriate by the Board of Directors for contingent liabilities;

- (e) all other liabilities of the Fund of whatsoever nature, with the exception of liabilities represented by shares of the Fund. When calculating the amount of these liabilities, the Fund must take account of all expenses due by the Fund, including the costs of formation, fees for the management company (where applicable), for investment advisors, asset managers, auditors, Depositary and its correspondent banks, the domiciliary, registrar and transfer agents, all paying agents, all permanent representatives at the places of registration and all other representatives of the Fund, fees for the services of lawyers and auditors, sales, printing, reporting and publication costs, including advertising costs, the costs of producing, translating and printing sales prospectuses, explanatory memoranda or registration applications; taxes or charges and all other operating costs, including the costs of buying and selling assets, interest payments, bank and brokerage fees, dispatch costs, telephone and telex charges. The Fund may estimate the administrative costs and other regularly recurring costs in advance for one year or any other period and apportion the same on an even basis over such a period of time.
- C. Where different Share Classes are issued in one Sub-Fund, the net asset value per share of each class of the relevant Sub-Fund is computed by dividing the net asset value of the relevant Sub-Fund allocated to this Share Class by the total number of shares of the relevant class in circulation. The percentage of the total net assets of the relevant Sub-Fund to be allocated to each Share Class and which was originally the same as the percentage of the total number of shares represented by this Share Class, changes, pursuant to payment of dividends or other distributions or payment of other liabilities as follows:
- (a) each time a distribution or other liabilities are paid, the total net assets attributable to a Share Class shall be reduced by the amount of such dividend or payment (thus decreasing the percentage of the total net assets of the relevant Sub-Fund attributable to the relevant Share Classes), while the total net assets attributable to the other Share Classes shall remain the same (thus increasing the percentage of total net assets of the relevant Sub-Fund attributable to the other Share Classes);
  - (b) whenever the capital of a Sub-Fund is increased as a result of the issuance of new shares of a given class, the total net assets attributable to the corresponding Share Class shall be increased by the proceeds of the issue;
  - (c) upon redemption of shares in a certain class by the relevant Sub-Fund, the total net assets attributable

to the corresponding Share Class shall be decreased by the price paid for the redemption of such shares.

- (d) upon conversion of shares of one class into shares of another class, the total net assets attributable to this Share Class shall be decreased by the net asset value of the shares converted, and the total net asset value attributable to the corresponding Share Class shall be increased by this amount.

D. For this purpose:

- (a) shares of the Fund to be redeemed shall be treated as existing and taken into account until immediately after the close of business on the relevant Valuation Day; from such time on and until payment is made, the price shall be deemed to be a liability of the Fund;
- (b) shares to be issued by the Fund pursuant to subscription applications received shall be treated as being in issue as from immediately after the close of business on the Valuation Day on which the net asset value was determined, and this price shall be deemed a debt due to the Fund until received by the Fund;
- (c) all investments, cash balances and other assets of the Fund not expressed in the currency of the net asset value of the different Sub-Funds shall be valued on the Valuation Day while taking account of the exchange rate applicable on the transaction day on which the net asset value of the shares was calculated; and
- (d) account shall be taken on the respective Valuation Days of any purchases or sales of securities by the Fund on such Valuation Day, to the extent practicable.

E. Swing pricing

Trading in a Sub-Fund (in particular subscription and redemption activities) translates as a rule in corresponding trading activities in the portfolio of the relevant Sub-Fund (i.e. purchase of additional instruments in case of subscriptions and sale of instruments held in the portfolio of the relevant Sub-Fund in case of redemptions). Such trading activities entail various costs, including but not limited to bid-ask spreads, brokerage fees, transaction taxes and similar. Frequent trading in the portfolio of a Sub-Fund arising from frequent trading in the Sub-Fund may result in transaction costs that might be non-negligible and have a detrimental financial impact on the investors in the Sub-Fund, in particular on the long-term investors. To protect those investors, the Board of Directors may decide to apply single swing pricing mechanism (the "SSP") in any Sub-Fund. The SSP mechanism adjusts the net asset value of the affected Sub-Fund, as calculated above, if a predetermined net capital activity threshold is exceeded ("partial" SSP), to accommodate it for those transaction costs. Subsequently, the

adjustment takes place at the level of the relevant Sub-Fund and not at the level of an individual investor.

The adjustments of the net asset value on any Valuation Day in accordance with the SSP mechanism are made as follows:

- a) the net asset value of all Share Classes of the relevant Sub-Fund shall be increased by the applicable swing factor, as defined below, if the total subscriptions less the total redemptions for all Share Classes of the Sub-Fund on the relevant transaction day results in a net asset inflow (net subscriptions). Subsequently, subscribing investors shall receive a lower number of shares than they would receive without the application of the SSP while redeeming investors shall receive a higher redemption amount than they would receive without the application of the SSP (investors subscribing for a certain number of shares shall pay a higher total subscription amount); or
  - b) the net asset value of all Share Classes of the relevant Sub-Fund shall be decreased by the applicable swing factor, as defined below, if the total subscriptions less the total redemptions for all Share Classes of the Sub-Fund on the relevant transaction day results in a net asset outflow (net redemptions). Subsequently, subscribing investors shall receive a higher number of shares than they would receive without the application of the SSP while redeeming investors shall receive a lower redemption amount than they would receive without the application of the SSP (investors subscribing for a certain number of shares shall pay a lower total subscription amount); or
  - c) no change shall be made if the net asset inflow or net asset outflow on the relevant transaction day does not exceed a certain threshold which may be determined by the Board of Directors for the relevant Sub-Fund (single swing pricing threshold).
- (b) Derivatives from other investments shall be attributed to the same Sub-Fund as the underlying assets. Furthermore, any increase or diminution in value arising from a revaluation shall be applied to the relevant Sub-Fund.
  - (c) Where the Fund incurs a liability which relates to any assets of a particular Sub-Fund or to any action taken in connection with an asset of a particular Sub-Fund, such liability shall be allocated to the relevant Sub-Fund.
  - (d) If any asset or liability of the Fund arising from a specific Sub-Fund cannot be attributed to a particular Sub-Fund, this asset or liability shall be allocated to all Sub-Funds in proportion to their net asset values.
  - (e) Following the record date on which the persons entitled to any dividend declared in respect of a Sub-Fund are determined, the net asset value of the relevant Sub-Fund shall be reduced by the amount of such dividends.

The maximum adjustment that may be made to the net asset value of the relevant Sub-Fund, as described above (single swing pricing factor) has been determined by the Board of Directors to amount to 1% of the net asset value of the relevant Sub-Fund.

The list of the Sub-Funds subject to the application of the SSP mechanism may be consulted on the internet at [vontobel.com/am](http://vontobel.com/am).

#### F. Allocation of assets and liabilities

The assets and liabilities of the Fund shall be allocated to the relevant Sub-Funds as follows:

- (a) The proceeds from the issue of shares in a Sub-Fund and the assets and liabilities, income and expenditure attributable thereto shall be applied to this Sub-Fund in the books of the Fund, subject to the provisions below.

If several Share Classes are set up within a single Sub-Fund, the rules above shall apply mutatis mutandis to the allocation of assets and liabilities between Share Classes.

If, in the reasonable opinion of the Board of Directors, a valuation in accordance with the above rules is rendered impossible or incorrect due to special or changed circumstances, the Board of Directors shall be entitled to use other generally recognized and auditable valuation principles in order to value the relevant Sub-Fund's assets or liabilities.

#### 11. SHARES

Shares shall only be issued in registered form. Issuance of bearer shares cannot be requested by the investor. Investors may not ask for their registered shares to be converted into bearer shares.

No certificates shall be issued. Upon request, a confirmation can be issued to the investor regarding the shares held by this investor.

All shares issued by the Fund shall be entered in the register of shareholders which shall be kept by the Administrator.

Shares shall be issued only upon acceptance of the subscription, as set forth in section 12 (Issue of shares).

The shares of each Sub-Fund must be fully paid-up. They have no par value.

Except in the case of suspension of voting rights according to the provision set forth in clause 9.3 (t), the shares issued by the Fund carry one vote per share regardless of their net asset value.

Subject to any provisions to the contrary in the Special Part, fractional registered shares shall be allotted to up to three decimal places. Fractional shares do not carry voting rights.

## 12. ISSUE OF SHARES

The provisions in this section shall apply unless otherwise specified in the Special Part.

The Board of Directors is not obliged to grant existing shareholders in the Fund the right to subscribe to additional shares issued. The Board of Directors reserves the right to cease the issue and sale of shares at any time, without giving reasons and without prior notice.

The shares are accepted for clearance and settlement through Euroclear, Fundsettle and Clearstream. The shares will be registered in Euroclear, Fundsettle or Clearstream in uncertified form. All shares held in Euroclear, Fundsettle or Clearstream will be held in the name of the nominee of Euroclear, Fundsettle or Clearstream or its depository.

Fractional shares will be issued in denominations of up to 3 decimal places. Confirmation will be sent to the subscriber within 10 Business Days from the transaction day.

The Board of Directors can merge all shares issued in a Sub-Fund or in a share class of a Sub-Fund or split them into a larger number of shares.

Shares are issued on each Valuation Day, as defined below.

Subject to any provisions to the contrary set forth in the Special Part and in section 16, "Temporary suspension of the calculation of net asset value, issue, redemption and conversion of shares", the following operational cycle applies:

Shareholders may submit subscription requests for shares on any transaction day. Shareholders may submit subscription requests for shares on any day on which the banks in Luxembourg are open for normal business in Luxembourg (i.e. excluding Saturdays, Sundays, Good Friday, 24 December, 31 December and public holidays, the "Business Day"). A day on which one or more exchanges or markets on which instruments are traded that build the basis for valuing a substantial portion of the total net assets of a specific Sub-Fund are closed is not the Business Day.

By way of derogation from the above, December 24 and December 31 are considered as Business Days for the Sub-Fund VARIOPARTNER SICAV - MIV GLOBAL MEDTECH FUND.

Determination of each day as a Business Day takes place for each Sub-Fund separately and independently from any other Sub-Fund. Subsequently, determination of any particular day as being not a Business Day for one Sub-Fund has no influence on its determination as Business Day or Non-Business Day for any other Sub-Fund.

Subscription applications can be sent by fax, by post or by any other communication means accepted by the Administrator and must be received by the 30

Administrator, one of the Fund's distributor or any other duly appointed agent of the Fund on a Business Day before 3.45 p.m. Luxembourg time (cut-off time, the "Subscription Day").

Investors who have invested in the Fund through an intermediary may be subject to a different cut-off time which will be earlier than the relevant cut-off time set forth here above in any case.

The orders received after the relevant cut-off time on any given Business Day shall be deemed to be received on the following Business Day.

The Board of Directors may at any time and at its sole discretion reject one or more subscription orders, without indication of reasons and without prior notice.

The orders received on the Subscription Day before the relevant cut-off time shall be considered for the calculation of the net asset value on the immediately following Business Day being the Valuation Day for the subscription order. The contract notes indicating the relevant information on the subscribed shares, such as the net asset value per share, number of the shares subscribed, amount to be paid, shall be sent to the investors on the Valuation Day.

The subscription price of shares is calculated according to the provisions in section 10 "Determination of the Net Asset Value of Shares" and is, normally, based on the closing prices of the Subscription Day. Unless otherwise provided elsewhere, the subscription price is based on the net asset value per share plus a subscription fee, if any, that may amount up to 5% of the net asset value per share, and any taxes, commissions and other applicable fees. The subscription price, including subscription fee, taxes, commissions and other fees, where applicable, must have been paid onto the relevant Fund's account within three (3) Business Days following the Subscription Day.

The Fund may, however, and upon request process a purchase application once the subscription sum has been received by a Paying Agent or the Depository in addition to the subscription application. Any differing amounts of up to CHF 25 per order (or the equivalent of that amount in the reference currency) arising on subscription on the basis of the reimbursement of incurred transaction costs shall not be reimbursed to shareholders. Any difference will be credited to the assets of the Sub-Fund in question.

The Fund shall not issue shares in any share class/category of a Sub-Fund during the period in which calculation of the net asset value of this Sub-Fund has been suspended on the basis of the authorisation described below, as stipulated in the Articles of Association and under section 16 "Temporary suspension of the calculation of net asset value, issues, redemptions and conversions of shares".

Subject to applicable laws and regulations, the Depository, the local paying agents or any other duly authorized agent may, at their sole discretion and upon

an investor's request, accept the payment in currencies other than the Reference Currency or the subscription currency of the class that is sought to be subscribed. Exchange rates shall be established on the Valuation Day. Investor shall bear all fees associated with currency exchange.

The Board of Directors may determine at its full discretion and without giving any justification therefor that no further shares in a particular Sub-Fund or a particular Share Class will be issued.

An application for issue of shares is irrevocable, except during the suspension period where calculation of the net asset value for the relevant Share Class or the issuance of the shares of the relevant Class is suspended.

The orders received on the Subscription Day before the relevant cut-off time shall be considered for the calculation of the net asset value on the immediately following Business Day being the Valuation Day for the subscription order. The contract notes indicating the relevant information on the subscribed shares, such as the net asset value per Share, number of the shares subscribed, amount to be paid, shall be sent to the investors on the Valuation Day.

Specific details on the initial issue of shares are given in the corresponding Sub-Fund appendix of the Special Part.

#### **Contribution in kind**

Upon request of an investor, the Board of Directors may issue shares in return for delivery of securities, money market instruments or other permissible assets (Contribution in kind) on the condition that such a delivery is suitable to achieve the investment objective of the relevant Sub-Fund and is compliant with its investment policy.

The Fund's auditors will issue a valuation report relating to the payment in-kind without undue delay. All costs in connection with subscription in-kind (including auditors' costs and fees) shall be borne by the shareholder requesting such subscription.

#### **Prevention of money laundering and terrorist financing**

In accordance with international regulations and Luxembourg laws and regulations (including, but not limited to, the amended Law of 12 November 2004 on the fight against money laundering and financing of terrorism), the Grand Ducal Regulation dated 1 February 2010, CSSF Regulation 12-02 of 14 December 2012, CSSF Circulars 13/556, 15/609 and 17/650 concerning the fight against money laundering and terrorist financing, and any respective amendments or replacements, obligations have been imposed on all professionals of the financial sector in order to prevent undertakings for collective investment from occurrences of money laundering and financing of terrorism. As a result of such provisions, the register and transfer agent of a Luxembourg undertaking for collective investment must ascertain the identity of the

subscriber in accordance with Luxembourg laws and regulations. The Administrator and the relevant distributor may require subscribers to provide any document they deem necessary to effect such identification.

In case of delay or failure by an applicant to provide the required documentation, the subscription request will not be accepted and in the event of redemption, payment of redemption proceeds delayed. Neither the Fund nor the Management Company, nor the Administrator will be held responsible for said delay or for failure to process deals resulting from not providing documentation or providing incomplete documentation.

From time to time, shareholders may be asked to supply additional or updated identification documents in accordance with clients' ongoing due diligence obligations according to the relevant laws and regulations.

The Fund and the Administrator are authorized to request from the distributor at any time evidence of compliance with all regulations and procedures concerning the identification of the potential investors and beneficial owners of a subscription. The distributors also observe all applicable local provisions regarding the prevention of money laundering and terrorist financing. If a distributor is not a financial sector professional, or is a financial sector professional but is not subject to a requirement to identify the potential investors and beneficial owners of a subscription that is equivalent to the requirement under Luxembourg law, the Administrator is responsible for ensuring that the above identification is carried out.

In accordance with the Luxembourg law of 13 January 2019 establishing a register of beneficial owners, Shareholders are informed that the Fund or its delegates or service providers may need to communicate certain information to the register of beneficial owners in Luxembourg. The relevant authorities as well as the general public can access the register and the relevant information of the beneficial owners of the Fund, including the name, the month and year of birth, the country of residence and nationality. This law defines beneficial owners by reference to economic beneficiaries under the amended Law of 12 November 2004 on the fight against money laundering and financing of terrorism as Shareholders who own more than 25% of the shares of the Fund or who otherwise control the Fund.

#### **13. REDEMPTION OF SHARES**

The provisions in this section shall apply unless otherwise specified in the Special Part.

Shareholders may, in principle, request the redemption of some or all of their shares on any Business Day. Redemption applications can be sent by fax, by post or by any other communication means accepted by the Administrator and must be received by the Administrator, one of the Fund's distributor or any other duly appointed agent of the Fund on a Business Day before 3.45 p.m. Luxembourg time (cut-off time, the

“Redemption Day”). The orders received after the relevant cut-off time on any given Business Day shall be deemed to be received on the following Business Day.

The orders received on the Redemption Day before the relevant cut-off time shall be considered for the calculation of the net asset value on the immediately following Business Day being the Valuation Day for the redemption order and shall be based on the closing prices of the Redemption Day. The contract notes indicating the relevant information on the redeemed shares, such as the net asset value per share, number of shares redeemed, amount to be paid, shall be sent to the investors on the Valuation Day.

The redemption price of shares is calculated according to the provisions in section 10 “Determination of the Net Asset Value of Shares” and is, normally, based on the closing prices of the Redemption Day. Unless otherwise provided elsewhere, the redemption price is based on the net asset value per share minus a redemption fee, if any, and any taxes, commissions or other applicable fees and expenses.

The maximum amount of the redemption fee, if any, can be found in the relevant Sub-Fund description of the Special Part.

The redemption price, minus a redemption fee, if any, and any taxes, commissions or other applicable fees and expenses, shall normally be paid no later than three (3) Business Days after the Redemption Day. Payment is made by bank transfer to an account for which details have been provided by the Shareholder and at the risk of the Shareholder.

Where redemption applications constitute more than 5% of the net assets of the relevant Sub-Fund on a Redemption Day, the Board of Directors may in the interests of investors only decide to execute redemption applications provided no more 5% of the net asset value of the respective Sub-Fund is affected on any single Business Day.

The redemption applications received on the following Redemption Days shall be treated in a chronological order once the large redemption requests have been completely served. The investors shall be appropriately informed of the application of the large redemption procedure set forth above.

The payment in full of the redemption price may be suspended for up to five (5) Business Days in the following cases:

(a) if due to exceptional circumstances on one or more markets in which a substantial proportion of the investments in a Sub-Fund are invested, investment positions cannot be sold within a short space of time at their real value;

(b) redemption applications affect a Sub-Fund in which sensitive investment positions are held in line with its investment policy such as small-cap equities, which

may not be sold immediately by the Investment Manager in the interests of shareholders without incurring a loss in value of the net assets of a Sub-Fund;

(c) redemption applications affect a Sub-Fund in which significant positions are, in line with its investment policy, held in investments traded in various time zones and various currencies or in currencies (e.g. Brazilian real, Indian rupee) whose tradability may be restricted.

The Board of Directors shall decide on any deferred payment of the redemption price in the above cases, taking into account the interests of all shareholders in this Sub-Fund. The resumption of normal payments shall take place gradually to ensure that the payments reflect the chronological order of redemption applications.

All redemption applications are irrevocable unless the valuation of the assets of the relevant share class is suspended (see Section 16, “Temporary suspension of the calculation of the net asset value, issue, redemption and conversion of shares”). In this case, the revocation will be effective only if written notification is received by the Transfer Agent, Registrar and Domiciliary Agent prior to termination of the suspension period. In the absence of a revocation, the redemption is carried out on the first Valuation Day after the suspension.

If the total net asset value of the shares of a Sub-Fund falls below or has not reached a level that permits effective portfolio management of the assets of the Sub-Fund, the Board of Directors may decide to repurchase all the shares of the Sub-Fund concerned. This repurchase shall be made at the net asset value applicable on a Valuation Day determined by the Board of Directors. Investors of the Sub-fund concerned shall not bear any additional costs or other financial burdens as a result of this redemption. The provisions of this paragraph apply to compulsory redemptions of shares of a Share Class *mutatis mutandis*.

Compulsory redemptions of shares, as described in the previous paragraph, shall further be allowed in the event that the investor does not fulfil one or several conditions for holding shares in the relevant Share Class. The Board of Directors is also entitled to redeem all shares held by an investor in any other circumstances in which the Board of Directors determines in its absolute discretion that such compulsory redemption would help to avoid material legal, regulatory, pecuniary, tax, economic, proprietary, administrative or other disadvantages to the Fund, including but not limited to the cases where such shares are held by investors who fail to comply or to prove their compliance with any applicable laws and regulations.

Upon request of the shareholder subject to a forced redemption, the Board of Directors may permit this shareholder to convert his shares into the shares of a Share Class for which the shareholder fulfils all applicable requirements. The conversion shall be undertaken in accordance with the provisions of section 14 “Conversion of Shares”.

Subject to any applicable laws and regulations, the Depositary and/or any of the entities entrusted by the Depositary may, at their discretion and upon investors' request, accept to pay to the investor redemption proceeds in currencies other than the reference currency of the relevant Sub-Fund or the subscription currency of the relevant Share Class that has been redeemed by the investor. The exchange rate shall be established on the Valuation Day. Investor shall bear all fees associated with currency exchange.

Following a request from a shareholder and upon the authorization by the Board of Directors, a redemption in kind may be carried out. The investor should, as far as possible, receive a representative selection of the assets of the relevant Sub-Fund in assets and cash, equivalent in value to the value of shares redeemed. By selecting the assets from the portfolio in question, the Board of Directors shall take into account the interests of the redeeming investor and the investors remaining in the relevant Sub-Fund and shall observe the requirement to treat all shareholders equally. The assets and cash that remain in the portfolio of the relevant Sub-Fund after the redemption in kind shall still be suitable to achieve the investment objective of this Sub-Fund and be compliant with its investment policy. The value of the redemption in kind shall be confirmed by the auditors in accordance with Luxembourg law. All costs in connection with redemptions in-kind (including auditors' costs and fees) shall be borne by the shareholder requesting such redemption.

#### 14. CONVERSION OF SHARES

The provisions in this section shall apply unless otherwise specified in the Special Part.

Shareholders may on any Business Day apply to convert all or part of their shares in one Share Class into shares in another Share Class of the same Sub-Fund or into shares in a Share Class of another Sub-Fund. The request for conversion is treated as a request for redemption (switch-out) and a subsequent request for issue of the shares in the desired Share Class (switch-in), provided that the relevant shareholder is eligible to subscribe into the switch-in Share Class. Conversion requests can be sent by fax, by post or by any other communication means accepted by the Administrator and must be received by the Administrator, one of the Fund's distributor or any other duly appointed agent of the Fund on a Business Day before 3.45 p.m. Luxembourg time (cut-off time, the "Conversion Day"). The orders received after the relevant cut-off time on any given Business Day shall be deemed to be received on the following Business Day.

The orders received on the Conversion Day before the relevant cut-off time shall be considered for the calculation of the relevant net asset values on the immediately following Business Day being the Valuation Day for the conversion order and shall be based on the closing prices of the Conversion Day. The contract notes indicating the relevant information on the converted shares, such as the net asset values per share, number of shares switched-out and switched-in,

amount to be paid, if any, shall be sent to the investors on the Valuation Day.

The Conversion price is calculated according to the provisions in section 10 "Determination of the Net Asset Value of Shares" and is, normally, based on the closing prices of the Conversion Day. Unless otherwise provided elsewhere, the conversion price, if any, is based on the net asset values per share in the switched-out and in the switched-in Share Classes plus a conversion fee, if any, that may amount up to 3% of the value of the transaction and any taxes, commissions and other applicable fees.

The Conversion price, if any, must be received by the Depositary of the Fund no later than three (3) Business Days after the Conversion Day. The residual from the Conversion, if any, shall normally be paid no later than three (3) Business Days after the Conversion Day. Payment is made by bank transfer to an account for which details have been provided by the shareholder and with no liability whatsoever accepted by the Fund.

The number of shares to be issued in the switched-in Share Class is determined as follows:

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

- A is the number of shares to be issued in the switched-in Share Class;
- B is the number of shares of the switched-out Share Class;
- C is the applicable net asset value per share of the switched-out Share Class minus any conversion fees, any taxes, commissions and other applicable fees if any;
- D is the applicable net asset value per share of the switched-in Share Class;
- E is the exchange rate (if any) between the currency of the switched-out and switched-in Share Classes.

Fractional shares of the new Share Class will be allotted to up to 3 decimal places. Any differences arising upon conversion shall only be refunded to shareholders if their amount exceeds CHF 25 (or the equivalent value of this sum in the respective currency) per request due to the transaction costs that would be incurred in connection with the remitting of such refund. If a difference is not refunded, it will be credited to that Sub-Fund whose shares are to be converted.

The provisions of sections 12 ("Issue of Shares") and 13 ("Redemption of Shares") relating to revocation of orders, rejection of orders as well as to the payments in currencies other than the currencies of the relevant Share Classes apply *mutatis mutandis*.

#### 15. TRANSFER OF SHARES

The transfer of shares may normally be carried out by submitting a confirmation of this transfer to the Administrator. For the purposes of identification of shareholders, a new owner of shares undertakes to complete a subscription request if they are new shareholders in the Fund.

If the Administrator receives a transfer application, it shall, following examination of the endorsement, be entitled to request that the signature(s) be verified by a bank, stockbroker or notary determined by it.

Prior to effecting such a transfer, shareholders are advised to contact the Administrator to obtain assurance that they hold all documents required for the execution of this transfer.

The provisions of sections 12 ("Issue of Shares") and 13 ("Redemption of Shares") apply *mutatis mutandis*.

#### **16. TEMPORARY SUSPENSION OF NET ASSET VALUE CALCULATION, ISSUES, REDEMPTIONS AND CONVERSIONS OF SHARES**

The Board of Directors is empowered temporarily to suspend the calculation of the net asset value of one or more Sub-Funds or one or more share classes and valuation per share as well as the issue, redemption and conversion of shares in the following cases:

- (a) If one or more stock exchanges or other markets used as the basis for valuing a substantial portion of the total net assets of a specific Sub-Fund are closed on days other than normal bank holidays, or trading is suspended or if these exchanges and markets are subject to restrictions or considerable short-term volatility;
- (b) in an emergency as a result of which the availability or the determination of the valuation of assets owned by the Sub-Fund attributable to such a Sub-Fund would be impracticable; or
- (c) when the means of communication normally used in setting the price or value of investments in a particular Sub-Fund or used for the applicable prices or values on a securities exchange is interrupted;
- (d) during any period when the Fund is unable to repatriate funds for the purpose of paying the redemption price of the shares of such share class or when – in the opinion of the Board of Directors – any transfer of funds involved in the realisation or acquisition of investments or in payments due on redemption of shares cannot be effected at normal exchange rates; or
- (e) in the event of publication (i) of a notification convening a general meeting of shareholders to resolve on liquidation of the Fund or of a Sub-Fund, or of a resolution of the Fund's Board of Directors to liquidate one or more Sub-Funds, or (ii), if suspension is justified with a view to protecting shareholders, in the event of a notification convening a general meeting of shareholders to resolve on merging the Fund or a Sub-Fund, or of a resolution of the Fund's Board of Directors with regard to merging one or more Sub-Funds.

The Board of Directors may notify shareholders of the suspension in an appropriate manner. Shareholders

who have submitted an application for subscription or redemption of shares in the Sub-Funds for which calculation of net asset value has been suspended will be notified immediately of the beginning and end of the period of suspension.

Such suspension in relation to any Sub-Fund shall have no effect on the calculation of the net asset value, the issue, redemption, conversion and transfer of the shares of any other Sub-Fund.

#### **17. RISK MANAGEMENT PROCEDURE**

The Management Company employs a risk management process, which enables it to monitor and measure at any time the risk of the positions and their contribution to the overall risk profile of each Sub-Fund, and covers notably market, liquidity, credit, counterparty risk and all other risks including operational risks, which are material for the Sub-Funds. In particular, it shall not solely or mechanically rely on the credit ratings issued by credit rating agencies for assessing the creditworthiness of the Sub-Funds' assets. The Management Company employs a process for accurate and independent assessment of the value of OTC derivative instruments.

The measurement and monitoring of the global exposure of the Sub-Funds will be carried out either using a value at risk (VaR) or a commitment approach.

The commitment approach is generally calculated by converting the derivative contract into the equivalent position in the underlying asset embedded in that derivative, based on the market value of the underlying, and by applying netting and hedging in accordance with ESMA guidelines 10/788. The commitment arising from financial derivative instruments may not exceed the total net asset value of the Sub-Fund.

The VaR approach measures the potential loss to a fund at a particular confidence (probability) level over a specific time period and under normal market conditions. The Management Company uses the 99% confidence interval and one month measurement period for the purposes of carrying out this calculation.

There are two types of VaR measure which can be used to monitor and manage the global exposure of a Sub-Fund: "Relative VaR" and "Absolute VaR". The absolute VaR approach calculates a Sub-Fund's VaR as a percentage of the net asset value of the relevant Sub-Fund, and shall not exceed an absolute limit of 20%.

Relative VaR is where the VaR of a Sub-Fund is divided by the VaR of an appropriate benchmark or reference portfolio, allowing the global exposure of a Sub-Fund to be compared to, and limited by reference to, the global exposure of the appropriate benchmark or reference portfolio. The VaR of the Sub-Fund shall not exceed twice the VaR of its benchmark. The specific approach used by each Sub-Fund is set out in the relevant Sub-Fund appendix in the Special Part.

## **18. DISTRIBUTION POLICY**

The Board of Directors may decide to issue the shares of a Sub-Fund either as accumulation shares or income shares.

In the case of income shares, the general meeting of shareholders may decide to undertake distributions and the Board of Directors may also decide to pay interim distributions. Details on the shares available can be found in the relevant Sub-Fund appendix in the Special Part.

Distributions may be paid out of realized or unrealized profit as well as out of invested capital. However, distributions shall not result in the Fund's net assets falling below the stipulated minimum level as defined in the 2010 Law. Payment of distributions out of unrealized profit or out of invested capital may result in a reduction of the net asset value per share over time and the net asset value per Share may fluctuate more than other Share Classes. Distribution of capital represents a withdrawal of a part of an investor's original investment. Payment of distributions out of unrealized profit may result in payment out of invested capital if the realization of the relevant position yields a return lower than its value calculated for the purpose of determining the distribution amount (i.e. if the relevant position exhibits a negative return during the period of calculating the distribution amount and the realization of this position).

No distributions shall be paid for accumulation shares. Shareholders of accumulation shares participate in the Sub-Fund's profit and loss through a corresponding adjustment in value of their share.

Dividends not claimed within 5 years from their due date will lapse and revert to the relevant Share Class of the Sub-Fund.

## **19. MARKET TIMING AND LATE TRADING**

Repeatedly buying and selling shares in order to exploit valuation inefficiencies in the Fund ("market timing") may affect the Fund's investment strategies and increase the Fund's costs, thus having a detrimental impact on the interests of long-term shareholders in the Fund.

The Board of Directors does not permit such market timing practices and reserves the right to reject subscription and conversion applications from shareholders whom the Board of Directors suspects of engaging in such practices, and to take any measures necessary to protect other shareholders in the Fund.

Market timing is a form of arbitrage in which shareholders systematically subscribe and redeem/convert shares in the same investment fund during a short period of time by exploiting time differences and/or errors/inefficiencies in calculating the fund's net asset value.

Late trading refers to the acceptance of subscription, conversion or redemption applications after the defined cut-off time on the respective transaction day and the

execution of such orders based on the net asset value determined for the same day.

Accordingly, subscriptions, conversions and redemptions of shares are carried out on the basis of an unknown net asset value ("forward pricing").

## **20. FEES AND EXPENSES**

### **20.1 Management fee**

Unless otherwise specified in the relevant Special Part, the relevant Sub-Fund pays a fee, known as a "management fee", which covers all costs relating to possible services rendered in connection with investment management and distribution and is payable at the end of every month. This management fee – unless otherwise stipulated in the Special Part for the relevant Sub-Fund – is calculated based on the average of the daily net asset values of the Sub-Fund concerned during the relevant month. Information regarding the applicable management fee for each Sub-Fund is given in the Special Part for the individual Sub-Funds.

### **20.2 Performance fee**

In addition, a performance-related commission ("performance fee") may be charged to the Sub-Fund assets or to the relevant share classes, if such a performance fee is envisaged in the Special Part applicable to the Sub-Fund in question. If and for as long as different share classes are issued in a Sub-Fund, and if these share classes have differing net asset values or are subject to a different management fee, then the performance fee shall be calculated separately for each share class.

In case a Sub-Fund applies the single swing pricing mechanism, any performance fee in this Sub-Fund will be calculated and accrued on the basis of the unswung net asset value.

Unless stipulated otherwise for the relevant Sub-Fund or for a share class of the Sub-Fund, the following principles shall apply to the calculation of the performance fee.

The performance fee shall be calculated on each Valuation Day of the relevant Sub-Fund or relevant share class in accordance with a period defined for the relevant Sub-Fund ("performance fee period"), and accrued in accounting terms. At the end of each performance fee period, the performance fee shall be paid insofar as it is owed.

No "equalization accounting" methods shall be applied in calculating the performance fee, nor shall different series of shares or share classes be issued ("multi-series accounting"). This may mean that an investor does not share in a positive performance, depending on the point in time when said investor subscribes to shares, but is nonetheless charged a performance fee because of the positive overall performance of the Sub-Fund over the performance fee period.

If shares are redeemed during a performance fee period, that part of the performance fee which has been accrued during the relevant performance fee period up to the Valuation Day on which the shares are redeemed (in accordance with section 12. “Redemption of shares”) shall also be paid – irrespective of whether or not a performance fee is payable at the end of the relevant performance fee period.

The performance fee shall be calculated either by means of cumulative application of both the “high watermark” principle (“HWM principle”) and the “hurdle rate” principle, or, alternatively, by application of one or other of these two principles. The calculation method to be applied is stipulated in the Special Part for the relevant Sub-Fund.

(a) Calculation based only on the HWM principle

If the performance fee is calculated solely by application of the HWM principle and unless stipulated otherwise in the Special Part for the relevant Sub-Fund/a share class of the Sub-Fund, then a performance fee shall be owed if the net asset value of the relevant share class of a Sub-Fund is higher than the adjusted HWM of the Valuation Day in question (“outperformance”). The net asset value of the respective share class of the Sub-Fund is always calculated before any reduction/increase of the accrued performance fee.

“Adjusted HWM” refers to the HWM that has been reduced by the amount of redemptions during the relevant performance fee period/increased by the amount of new share subscriptions during the relevant performance fee period.

If the above conditions for an “outperformance” are met, then the performance fee owed for the relevant share class shall be ascertained, accrued in accounting terms and paid at the end of the performance fee period.

When the corresponding share class of the Sub-Fund is launched, the first HWM is identical to the initial issue price for the relevant share class of the Sub-Fund. Two different methods may be used to determine subsequent HWMs. The method to be applied is set down in the Special Part applying to the relevant Sub-Fund.

Method 1: “HWM adjusted without reset”: If the net asset value of the relevant share class of the Sub-Fund in question on the last Valuation Day of the performance fee period is above the adjusted HWM, then the adjusted HWM for the period to follow is set at this net asset value of the relevant share class of the Sub-Fund. If the net asset value does not exceed the HWM, then the HWM remains unchanged.

Method 2: “HWM adjusted with reset”: Using this method, the HWM is reset on the last Valuation Day of the performance fee period. The HWM for

the following performance fee period is the net asset value of the relevant share class of the Sub-Fund in question on the last Valuation Day of the preceding period.

(b) Calculation based only on the hurdle rate principle

If the performance fee is calculated solely by application of the hurdle rate principle, then a performance fee shall be owed – unless stipulated otherwise in the Special Part applying to the relevant Sub-Fund or for a share class of the Sub-Fund – if the change in the net asset value of the relevant share class of a Sub-Fund between the current Valuation Day and the preceding Valuation Day is higher than the hurdle rate defined in the relevant Sub-Fund for the share class in question (“outperformance”) for the same period. If the above conditions are met, then the performance fee owed for the relevant share class shall be ascertained, accrued in accounting terms and paid at the end of the performance fee period.

The hurdle rate is a benchmark or a percentage; this does not have to be a fixed number but may be a varying one which can be adjusted on the last Valuation Day of the performance fee period in line with prevailing market conditions. The hurdle rate is set down in the Special Part applying to the relevant Sub-Fund.

(c) Calculation based on HWM principle and hurdle rate principle

If the performance fee is calculated cumulatively according to the HWM principle and the hurdle rate principle, and unless the Special Part for the respective Sub-Fund or for a share class specifies otherwise, a performance fee shall be owed if the net asset value of the respective share class of a Sub-Fund on a Valuation Day exceeds the adjusted HWM, where the HWM can be determined using either method 1: “HWM adjusted without reset” or method 2: “HWM adjusted with reset”, as provided for in the Special Part, and the change in net asset value per share between the preceding Valuation Day and the current Valuation Day is higher than the hurdle rate defined in the relevant Sub-Fund for the share class in question for the same period (“outperformance”).

If the above conditions are met at the same time, then the performance fee owed for the relevant share class shall be ascertained, accrued in accounting terms and paid at the end of the performance fee period.

### 20.3 Service fee

In addition, the Sub-Fund pays a service fee, which covers the costs involved in central administration, management, the depositary function and support for the Fund. This service fee is calculated based on the average of the daily net asset values of the Sub-Fund concerned during the relevant month and is charged to the assets of the relevant Sub-Fund at the end of each

month. Commissions due to the Management Company the Transfer Agent, Registrar and Domiciliary Agent, the Administrator, the Depositary, the representative and the paying agent in Switzerland are paid from this service fee (where applicable).

Unless otherwise stipulated in the Special Part for the Sub-Fund, the service fee amounts to a maximum of 0.6% p.a. Unless the Special Part for the Sub-Fund stipulates otherwise, this service fee is calculated based on the average of the daily net asset values of the Sub-Fund concerned during the relevant month.

#### **20.4 Additional fees and costs**

The Fund shall bear the fees and expenses of its auditors.

The Sub-Fund can also bear its operational costs (which are set out in greater detail under section 10 "Determination of the net asset value of the shares"), including the costs of buying and selling securities as well as other transaction costs, costs for research services, governmental charges, audit consultancy fees (including tax consultancy and tax reporting costs) as well as legal fees, interest, advertising, reporting and publishing expenses, fees for the representatives and paying agents in the countries in which the Sub-Fund is sold (except Switzerland), expenses for investor and distribution country specific reporting and data provision, postage, telephone, telex and other electronic communication charges and index fees, where applicable, as well as similar fees. These fees and expenses are charged to the relevant Sub-Fund and are accrued daily in the price of shares.

The costs and expenses of establishing a Sub-Fund are borne by this Sub-Fund and amortized over the first five years or written off directly against income and capital. Current expenses will be charged first against income and any excess amounts will be charged to capital.

The Administrator may levy an annual service charge on shareholders resident in certain countries of not more than 1.5% per annum on the total net asset value of all shares of the Fund registered in the name of these shareholders to cover its additional servicing costs in such countries, provided the specific documentation handed out to shareholders in these countries together with the Sales Prospectus provides for, and the shareholder accepts, this charge at the time of subscription. To cover these costs, the shareholder may allow the sale of fractions of his/her shares.

If an investment manager of a Sub-Fund commissions a third-party company to provide operational support in offering services to this Sub-Fund, for example in relation to middle-office support functions, and this is provided for in the Special Part, the fees for these services are charged to the Sub-Fund in question separately.

In relation to the payment or the receipt of any fees, charges, costs or commissions, the Management Company must act honestly, fairly and professionally in

accordance with the best interests of the relevant Sub-Fund. The Management Company will not be regarded as acting so if, in relation to the activities of investment management and administration of the relevant Sub-Fund, it pays or is paid any fee or commission, or provides or is provided with any non-monetary benefit, other than the following:

a) a fee, commission or non-monetary benefit paid or provided to or by the relevant Sub-Fund or a person on behalf of the relevant Sub-Fund;

b) a fee, commission or non-monetary benefit paid or provided to or by a third party or a person acting on behalf of a third party, where the following conditions are satisfied:

i) the existence, nature and amount of the fee, commission or benefit, or, where the amount cannot be ascertained, the method of calculating that amount must be clearly disclosed to the relevant Sub-Fund in a manner that is comprehensive, accurate and understandable, prior to the provision of the relevant service;

ii) the payment of the fee or commission, or the provision of the non-monetary benefit must be designed to enhance the quality of the relevant service and not impair compliance with the Management Company's duty to act in the best interests of the relevant Sub-Fund;

iii) the payment of the fee or commission, or the provision of the non-monetary benefit must be directly related to the management of the Fund;

iv) payments due to a brokerage commission or fee shall be done in favour of entities and not of individuals;

v) payment of a fee, commission or non-monetary benefit by or to the Investment Managers shall be disclosed and reported to the Management Company on a regular basis;

c) proper fees which enable or are necessary for the provision of the relevant service, including custody costs, settlement and exchange fees, regulatory levies or legal fees, and which, by their nature, cannot give rise to conflicts with the Management Company's duties to act honestly, fairly and professionally in accordance with the best interests of the relevant Sub-Fund.

For the purposes of letter b) point i) here above, the Management Company may disclose the essential terms of the arrangements relating to the fee, commission or non-monetary benefit in summary form, provided that the Management Company undertakes to disclose further details at the request of the shareholder and provided that it honours that undertaking. .

The exact amount of remuneration paid for fees and expenses is given in the semi-annual and annual report.

## 21. TAXATION

### 21.1 The Fund

In accordance with Luxembourg legislation and administrative practice, the Fund is not subject to income tax in Luxembourg. All sub-funds in Luxembourg are subject to a subscription tax (*taxe d'abonnement*) amounting to 0.05% p.a. of net assets. This tax is to be paid quarterly, based on the net assets for the sub-fund calculated at the end of the quarter. The *taxe d'abonnement* is reduced to 0.01% p.a. for each share class reserved for institutional investors within the meaning of article 174 of the 2010 Law. The *taxe d'abonnement* shall not apply to the value of Fund investments in other Luxembourg undertakings for collective investment that are also subject to this levy.

No stamp duty or other tax will be payable in Luxembourg on the issue of shares of the Fund except a one-off flat fee of EUR 1,250 which fell due and was paid upon incorporation of the Fund.

Under current law and administrative practice, the realized or unrealized capital appreciation of the assets of the Fund is not subject to investment income tax in Luxembourg. Capital gains, dividend income and interest payments and other earnings originating in other countries may be subject to withholding or investment income taxes in these countries.

### 21.2 Shareholders

Prospective investors should seek professional advice on the possible tax-related or other consequences of the buying, holding, conversion, disposal or redemption of shares of the Fund in their own country, at their place of residence or tax domicile.

Except as described in "European Legislation" below, under current legislation shareholders are not subject to investment income tax, income tax, estate duties, inheritance tax or any other tax in Luxembourg (with the exception of shareholders with a tax domicile, residence or business establishment in Luxembourg).

### European Legislation

#### 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 multi-lateral 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.

Accordingly, the Fund may require its 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 responding to CRS-related questions is mandatory. Information regarding a shareholder and his/her/its account to the Luxembourg tax authorities (*Administration des Contributions Directes*), which shall thereafter automatically transfer this information to the competent tax authorities on a yearly basis if such account is deemed a CRS reportable account under the CRS Law. The Fund shall communicate any information to the Investor according to which (i) the Fund 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. The Investor has a right of access to and rectification of the data communicated to the Luxembourg tax authorities (*Administration des Contributions Directes*) which can be exercised by contacting the Fund at its registered office.

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-EU-Member States; it requires agreements on a country-by-country basis.

The Fund 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.

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

**The above is simply a summary of the effects of the CRS and of the Luxembourg Law and is based on its current interpretation. This summary makes no claim to being complete. It includes no investment or tax advice. Investors are therefore advised to obtain advice from their financial or tax advisor with regard to all the effects of the CRS and of the Luxembourg Law relevant to themselves.**

## 22. GENERAL INFORMATION

### 22.1 Organisation

The Fund is an investment company formed as a public limited company under Luxembourg law. It has the specific legal form of an investment company with variable capital (SICAV). The Fund was established in Luxembourg on 10 May 2002 under the name Helvetia Patria Fund with fully paid-up share capital of EUR 31.000. The Articles of Association of the Fund were published for the first time on 6 June 2002 in the *Mémorial C, Recueil des Sociétés et Associations* ("Mémorial"). The Articles of Association were last amended on 5 April 2018 by an extraordinary General Meeting of the shareholders and amendments were

published in the RESA ("Recueil Electronique des Sociétés et Associations") on 30 April 2018. The Fund is entered in the commercial register of Luxembourg, under no. B 87.256. Copies of the amended Articles of Association are available for inspection in the commercial register of Luxembourg and the registered office of the Fund in Luxembourg.

## **22.2 Investor information**

The currently valid version of the Sales Prospectus, the Fund's Articles of Association, the latest annual report, or the latest semi-annual report where this is more recent, and the KIIDs for the Sub-Funds are available from the Administrator, the Depositary, the relevant Paying and Information Agents in the countries in which the Fund is distributed and the representative in Switzerland. The Management Company may give to Investors further information to enable the relevant Investors to comply with the legal and regulatory requirements applicable to them.

## **22.3 Publication of prices**

The net asset value per share shall be calculated on each Valuation Day. A list of the days on which the net asset value per share is not calculated is available on request from the Management Company's head office. The net asset value calculated on a particular Valuation Day is published with the date of the transaction day, exceptions to this – where applicable – being the Sub-Funds listed in the Special Part, which in accordance with the investment policy are invested in Asia and the Far East, for which the net asset value calculated on the Valuation Day is published with the date of the Valuation Day. The net asset value shall be determined in the currency of the Sub-Fund concerned. The net asset value per share class as well as the issue and redemption prices shall be made available at the registered office of the Fund and through the representatives of the Fund in the countries where the Fund has been approved for distribution.

## **22.4 General meetings and reporting**

The annual general meeting of Shareholders of the Fund will be held each year at the registered office of the Fund or any other location specified in the invitation to the meeting in Luxembourg within six months after the end of the accounting year of the Fund. The date and the time of each general meeting will be determined by the Board of Directors separately. Insofar as required by law, notices convening all general meetings are published in the RESA and in newspapers decided by the Board of Directors. Shareholders are sent a notice convening the meeting at least 8 days prior to the general meeting at the addresses entered in the register. These invitations will include information on the time and place of the General Meeting, the conditions for admission, the agenda and on the necessary quorum and majority provisions under Luxembourg law. The conditions for admission and the provisions on quorum and majorities for all general meetings are set out in Art. 450-1 and 450-3 of the Law of 10 August 1915 (as amended) of the Grand Duchy of Luxembourg and in the articles of association. According to the Articles of Association, any resolution that concerns only one class of shares or Sub-Fund or that unfavourably alters the rights of

one class of shares or Sub-Fund shall be valid only if approved by a majority within each class of shares or each affected Sub-Fund as provided by law and the Articles of Association.

Audited annual reports for the Fund, converted into euro ("EUR"), and for each of the Sub-Funds, drawn up in the currency of the relevant Sub-Fund, as well as unaudited semi-annual reports, may be obtained at the registered office of the Fund and shall be mailed free of charge to registered shareholders upon request.

The Fund's financial year ends on 30 June.

## **22.5. Merger or liquidation of Sub-Funds or share classes**

1. Pursuant to the Articles of Association, the Board of Directors may decide to liquidate a Sub-Fund or share class if the net asset value of a Sub-Fund/share class has fallen to a value set by the Board of Directors as the minimum value for economically efficient management of this Sub-Fund/share class, or if a change in the economic or political situation which affects the Sub-Fund/share class concerned justifies such liquidation under consideration of the interests of shareholders, or if liquidation of a Sub-Fund/share class is in the interests of shareholders for any other reason. The liquidation decision will be published prior to the effective date of the liquidation, and the published announcement will indicate the reasons for the liquidation and the key data relating to the liquidation. This information can instead be made public by sending a letter by registered mail to the shareholders. Shareholders of the Sub-Funds/share classes to be liquidated may continue to request redemption or conversion of their shares, unless the Board of Directors decides that this is not admissible and justifies this as being in the interest of the shareholders or in order to guarantee equal treatment of the shareholders. When calculating the liquidation price, provisions will be built to cover the costs likely to be caused by the liquidation and which are to be charged to the assets of the Sub-Fund to be liquidated. Liquidation proceeds which it was not possible to distribute upon completion of the liquidation of the relevant Sub-Fund or share class will be deposited with the *Caisse de Consignation* in Luxembourg in favour of the beneficiaries in accordance with the applicable laws and regulations after liquidation is completed.
2. The merger of Sub-Funds of the Fund, the merger of Sub-Funds of the Fund with sub-funds of other UCITS and the merger of the Fund with another fund are subject to the rules in this regard contained in the 2010 Law and to any implementing regulation. Accordingly, the Board of Directors shall decide on any merger of Sub-Funds of the Fund or of Sub-Funds of the Fund with sub-funds of other UCITS, unless the Board of Directors resolves to submit the decision on merging to a meeting of shareholders in the Sub-Fund or Sub-Funds affected. No quorum rule shall

apply to this meeting, and decisions shall be passed by simple majority of votes cast. If the Fund is dissolved as a result of the merging of Sub-Funds, the meeting of shareholders must approve such a merger, whereby the same quorum and majority rules shall apply as to an amendment of the Articles of Association.

3. The Board of Directors may decide to divide a Sub-Fund into two or more Sub-Funds if it ascertains that this is in the interests of the shareholders of the Sub-Fund in question or in particular if such a division appears expedient due to a change in the economic or political situation. The decision will be published or announced to Shareholders by registered mail. The announcement will also contain additional information about the new Sub-Funds. The announcement will be published at least one month before the date on which the restructuring takes effect and Shareholders will have the right to request redemption that their shares be redeemed, free of charge, before the restructuring enters into force.
4. If a merger, subdivision or division, as described above, results in holders being allocated fractions of shares and if the relevant shares are admitted for settlement in a clearing system which however is not permitted to authorize the clearance or liquidation of fractions of shares, the Board of Directors may redeem the relevant fraction. The net asset value of the redeemed fraction will be distributed to the relevant shareholders unless such amount is less than EUR 17. This also applies if the Board of Directors has decided not to launch any fractions of shares in the Sub-Fund concerned.
5. The Board of Directors may invest and manage all or any part of the assets of two or more Sub-Funds (hereafter referred to as "Participating Sub-Funds") on a pooled basis. Any such enlarged asset pool (an "Enlarged Asset Pool") shall first be formed by transferring to it cash or (subject to the limitations mentioned below) other assets from each of the Participating Sub-Funds. The Board of Directors may make subsequent further transfers to the Enlarged Asset Pool at any time. The Board of Directors may also transfer assets from the Enlarged Asset Pool to a Participating Sub-Fund, up to the amount of the participation of the Participating Sub-Fund concerned. Assets other than cash may be transferred to an Enlarged Asset Pool only if they are suitable for the investment sector of the Enlarged Asset Pool concerned. The assets of the Enlarged Asset Pool to which each Participating Sub-Fund shall be entitled on a proportionate basis shall be determined in accordance with the allocations and withdrawals of assets by the Participating Sub-Fund and the allocations and withdrawals made on behalf of the other Participating Sub-Funds.

Dividends, interest payments and other distributions considered as income received in respect of the assets in an Enlarged Asset Pool will

be credited to the Participating Sub-Funds, in proportion to their respective entitlements to the assets in the Enlarged Asset Pool at the time the relevant payment is received.

#### **22.6 Dissolution of the Fund**

The Fund is formed for an unspecified period and the dissolution thereof will be decided by an extraordinary general meeting. Such a meeting must be convened by the Board of Directors within 40 days, as soon as the net assets of the Fund have fallen to below two thirds of the legal minimum capital. This meeting, for which no quorum is required, shall be authorised to decide to dissolve the Company with a simple majority of the shares present or represented at the meeting. If the net assets should fall below one fourth of the minimum capital, the dissolution may be decided by the investors who hold one fourth of the share at the meeting.

If the Fund is dissolved, the procedure will be in accordance with the provisions of the Law of 2010, which contains information about the way in which the investors can take part in the liquidation payments, and provides that the sums, which could not be paid out upon the conclusion of the liquidation, are to be deposited with the *Caisse de Consignation* in Luxembourg. The right to payment of these sums shall cease after the expiry of the relevant period as provided by Luxembourg law. The net proceeds from the liquidation of each Sub-Fund will be paid out to the investors of that Sub-Fund in proportion to their investments.

#### **22.7 Contracts of fundamental importance**

The following contracts, which are or might be of fundamental importance and that were not entered into in the normal course of business, were concluded by the Fund:

- an agreement between the Fund and RBC Investor Services Bank S.A., under the terms of which the latter was appointed Depositary for the assets of the Fund;
- an agreement between the Fund and Vontobel Management S.A. under the terms of which the latter was appointed Management Company of the Fund. As a result of the merger of Vontobel Management S.A. into Vontobel Asset Management S.A., this agreement was transferred by way of universal succession to the latter with effect from 1 April 2015.

The following agreement has been concluded between the Management Company and the Fund:

- an agreement between the Vontobel Management S.A., the Fund and RBC Investor Services Bank S.A., under the terms of which the latter was appointed Administrator and Transfer, Register and Domiciliary Agent of the Fund. As a result of the merger of Vontobel Management S.A. into Vontobel Asset Management S.A., this agreement was transferred by way of universal succession to the latter with effect from 1 April 2015.

**22.8 Performance**

The performance of the Sub-Funds and share classes concerned can be found in the relevant KIIDs as well in the periodic reports produced for the Fund.

**22.9 Inspection of documents**

Copies of the Articles of Association of the Fund, the latest annual and semi-annual reports of the Fund and of each Sub-Fund and of the material contracts referred to above are available for inspection at the registered office of the Fund in Luxembourg. Copies of the Articles of Association and of the latest reports may be obtained there free of charge.

**22.10 Country-specific appendices**

Additional information for investors resident outside Luxembourg can be appended.

**22.11 EU Benchmark Regulation**

Regulation (EU) 2016/1011 (also known as the “EU Benchmark Regulation”) requires the Management Company to produce and maintain robust written plans setting out the actions that it would take in the event that a benchmark (as defined by the EU Benchmark Regulations) materially changes or ceases to be provided. The Management Company shall comply with this obligation. Further information on the plan is available on request at the registered office of the Management Company.

### 1. VARIOPARTNER SICAV – HELVETIA INTERNATIONAL BOND

This Appendix is only valid in connection with the current Sales Prospectus. This Appendix relates to the Sub-Fund VARIOPARTNER SICAV – HELVETIA INTERNATIONAL BOND (the “Sub-Fund”).

#### 1. Reference currency

EUR

#### 2. Share classes

The following categories of shares are issued:

Type	Category	Currency	ISIN	Valor no.
Income shares	A <sub>1</sub>	EUR	LU0141229319 (not launched)	
Accumulation shares	A <sub>3</sub>	EUR	LU0141229822 (not launched)	
Income shares	C <sub>1</sub>	EUR	LU0141230325	1674640
Income shares	C <sub>2</sub>	EUR	LU0141230754 (not launched)	

Class A shares and class C shares are issued in the form of registered shares.

The Fund shall issue category C1 shares or undertake conversions into category C1 shares exclusively for institutional investors as defined by Article 174 of the 2010 Law where, these relate to Helvetia Holding, St. Gallen, or its direct or indirect subsidiaries or branches. If it comes to the notice of the Board of Directors that shares have been bought by ineligible persons as per the Fund’s Articles of Association and this Sales Prospectus, these shares may be forcibly bought back by the Fund. The Board of Directors also reserves the right to dissolve a Sub-Fund if it should come to its notice that all shares are held by a single ineligible person.

Interested investors should obtain information about any restrictions on subscriptions before submitting a subscription request to the Fund.

The minimum subscription amounts are:

(a) Class A:

Initial subscription: an amount of EUR 1, calculated on the day of subscription;

(b) Class C:

Initial subscription: an amount of EUR 1, calculated on the day of subscription.

#### 3. Investment goal and policy

This Sub-Fund aims to achieve the best possible investment returns. While respecting the principle of risk diversification, at least 80% of the Sub-Fund’s total assets are invested directly or indirectly in bonds and similar fixed and variable rate debt instruments issued by borrowers worldwide. Up to 20% of the Sub-Fund’s total assets may be invested worldwide in convertible bonds and in debt-with-equity warrants issued by first-class borrowers with an A rating or equivalent. Investments in other UCITS or UCIs within the meaning of section 9.1 (e) of the General Part may not exceed 10% of the total assets.

The above limits must be observed for indirect investments via derivatives or other UCITS or UCIs on a transparent basis.

Equities, equity stakes and participation certificates on companies which come from exercising convertible bonds, rights or equity warrants, must be sold within a reasonable period while taking due account of investors’ interests. Equity warrants held in the portfolio and originally attached to debt instruments that were bought by the Fund must be sold within a reasonable period of time following the sale of the debt instruments to which they were attached, while taking due account of investors’ interests. The same rules apply to any equity participation resulting from the exercise of those equity warrants.

#### **4. Derivatives**

The Sub-Fund may, for the purpose of hedging (incl. currency hedging) and the efficient management of the portfolio, make use of derivative financial instruments, which under certain circumstances may result in a corresponding leverage effect. These derivative financial instruments include forwards, futures, in particular bond futures, swaps including interest rate swaps, total return swaps and credit derivatives such as credit default swaps.

#### **5. Total Return Swaps**

The Sub-Fund currently does not engage in Total Return Swap transactions.

#### **6. Investment Manager**

The Management Company has appointed Helvetia Schweizerische Versicherungsgesellschaft AG, Dufourstrasse 40, CH-9000 St. Gallen, Switzerland as Investment Manager of the Sub-Fund (the "Investment Manager").

#### **7. Valuation day**

The net asset value of every share class in the Sub-Fund is calculated for each Business Day, except days on which one of the Sub-Fund's essential primary stock exchanges and/or essential regulated markets is closed.

#### **8. Subscription of shares and issuing commission**

Shares shall be issued at the net asset value (plus the issuing commission mentioned below) of the relevant category as determined on the Valuation Day following the relevant transaction day.

Confirmation of subscriptions executed are sent to the investor within ten business days after the issue of the shares, at the latter's own risk, to the address indicated in the subscription application.

An issuing commission of up to 5% of the issue price/net asset value per share, with a minimum of EUR 100, may be charged on subscriptions.

#### **9. Conversion of shares and conversion commission**

Any investor may request conversion of some or all of his shares from one category into shares of another category of the same share class or into other categories of the same share class of the sub-funds Variopartner SICAV – Helvetia International Bond, Variopartner SICAV – Helvetia European Equity and Variopartner SICAV – Helvetia International Equity (ex Europe) (the "permitted sub-funds") at the respective net asset values of the relevant categories on the Valuation Day in question. This means, for example, that it is possible to convert "A1" to "A3" shares of a permitted Sub-Fund or to "A1" or "A3" shares of another permitted Sub-Fund, but investors may not convert their "A1" or "A3" shares to "C1", "C2" or "C3" shares of the same or another permitted Sub-Fund.

The price at which all or part of the shares in a given category (the "original category") are converted into shares of another category (the "new category") is determined by means of applying the following formula:

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

- A is the number of shares to be allocated from the new category;
- B is the number of shares of the original category to be converted;
- C is the applicable net asset value per share of the original category;
- D is the applicable net asset value per share of the new category;
- E is the exchange rate (if any) between the currency of the original and the new categories.

To cover costs, investors may be charged a handling fee of up to EUR 100 or, if higher than EUR 100, up to 1.5% of A x D.

Fractional units of the registered shares in the new category will be allotted to up to 3 decimal places. Conversions must be made in an amount of at least EUR 2,500, with the exception that investors can apply to have their entire shareholding converted at any time even if this is less than EUR 2,500. If converting shares would reduce the value of the investor's remaining shares to below EUR 2,500, the investor shall be deemed to have requested conversion of all his/her shares in this Sub-Fund.

Conversion requests for registered shares may be sent by an electronic method acceptable to the Transfer Agent, Registrar and Domiciliary Agent.

For shares issued in the form of registered shares, a written conversion request must be sent to the Transfer Agent, Registrar and Domiciliary Agent. No other documents are normally required.

For the purpose of protecting investors who have stayed in a class or this Sub-Fund, the Fund is not required to convert or redeem a number of shares that represents more than 10% of the net asset value of a class or a Sub-Fund on one Valuation Day. This restriction applies to all investors who have submitted their shares for repurchase or conversion on the same transaction day. Redemptions and conversions are carried out in proportion to the shares delivered by investors for redemption and conversion on the Valuation Day in question. Any redemption or conversion request not carried out on this day will be carried forward to the next Valuation Day and will be given priority for execution in accordance with the date of the redemption or conversion request on this Valuation Day, subject to the aforesaid limitation. In case of such a postponement of redemption or conversion applications, the Fund will inform the investors concerned accordingly.

An investor may not revoke his/her request for conversion, except in the cases and subject to the same conditions as set out under "Redemption of shares and redemption commission" below.

#### **10. Redemption of shares and redemption commission**

No redemption commission is charged to the investor.

The redemption price of the shares is available at the registered office of the Fund.

Redemption requests for registered shares may be sent by an electronic method acceptable to the Transfer Agent, Registrar and Domiciliary Agent.

For registered shares, a written redemption request must be sent to the Transfer Agent, Registrar and Domiciliary Agent. Normally, no other documents are required.

Individual investors may not effect redemptions for less than EUR 2,500 (unless all the shares held by the shareholder are to be redeemed). If redeeming or selling shares would reduce the value of the investor's remaining shares to below EUR 2,500, the investor shall be deemed to have requested redemption of all his/her shares in this Sub-Fund.

#### **11. Settlement of subscription/redemption/conversion applications**

By way of derogation from the provisions of Sections 12 to 14 of the General Part, the subscription/redemption/conversion applications for the Sub-Fund on any one transaction day (T) shall be settled at the issue/redemption/conversion price calculated on the next Valuation Day (T+1). The payment of the issue/conversion price must be received by the Depositary within two (2) Business Days following the corresponding transaction date, or within one (1) Business Day following the corresponding valuation date (T+2). The payment of redemption proceeds shall normally be made within two (2) Business Days following the corresponding transaction date, or one (1) Business Day following the corresponding valuation date (T+2).

#### **12. Fees and expenses**

The maximum rates set out below for the management fee will be charged to the share classes of the Sub-Fund at the end of each month. General information on the management fee can be found in section 20 "Fees and expenses" of the General Part.

Share class A (for categories A <sub>1</sub> and A <sub>3</sub> ) and Share class C (for category C <sub>2</sub> )	up to 1.5% p.a.
Share class C (for category C <sub>1</sub> )	No management fee is charged at the level of the Sub-Fund

The exact amount of the management fees paid is given in the semi-annual and annual report.

For category C1 shares, no management fee is charged at the level of the Sub-Fund; the remuneration for services that this management fee normally covers is paid for category C1 shares by Helvetia Holding, St. Gallen, or its direct or indirect subsidiaries or branches.

In addition, the share classes of the Sub-Fund are charged a maximum of the rate specified for the service fee in the General Part under 20.3 "Service fee" on a monthly basis.

Additional fees and expenses are described in section 20.4 "Additional fees and costs" of the General Part.

#### **13. Typical investor profile**

The share classes A1 and A3 are aimed at investors who want to obtain a reasonable investment return, while preserving their capital over the medium term.

Investments in share categories C1 and C2 are reserved for institutional investors.

**14. Risk profile**

Investors should note that investments in the Sub-Fund are subject to market volatility and there is a risk that they may not recoup the original sum invested.

Investments in fixed and variable rate securities are subject to volatility at all times. Investments in foreign currencies are also subject to currency fluctuations. A shareholder may not receive back in full the amount invested. Past performance is no guarantee of future results.

**15. Risk classification**

This Sub-Fund is a fund for which the global risk resulting from the Sub-Fund's investments is determined using the commitment approach.

**16. Historical performance**

The performance can be found in the KIID of each share class of this Sub-Fund, which is available at the registered office of the Fund.

## 2. VARIOPARTNER SICAV – HELVETIA EUROPEAN EQUITY

This Appendix is only valid in connection with the current Sales Prospectus. This Appendix relates to the Sub-Fund VARIOPARTNER SICAV – HELVETIA EUROPEAN EQUITY (the "Sub-Fund").

### 1. Reference currency

EUR

### 2. Share classes

The following categories of shares are issued:

Type	Category	Currency	ISIN	Valor no.
Income shares	A <sub>1</sub>	EUR	LU 0141236876 (not launched)	
Accumulation shares	A <sub>3</sub>	EUR	LU 0141237254 (not launched)	
Income shares	C <sub>1</sub>	EUR	LU 0141237338	1674666
Income shares	C <sub>2</sub>	EUR	LU 0141237502 (not launched)	

Class A shares and class C shares are issued in the form of registered shares.

The Fund shall issue category C1 shares or undertake conversions into category C1 shares exclusively for institutional investors as defined by Article 174 of the 2010 Law where, these relate to Helvetia Holding, St. Gallen, or its direct or indirect subsidiaries or branches. If it comes to the notice of the Board of Directors that shares have been bought by ineligible persons as per the Fund's Articles of Association and this Sales Prospectus, these shares may be forcibly bought back by the Fund. The Board of Directors also reserves the right to dissolve a Sub-Fund if it should come to its notice that all shares are held by a single ineligible person.

Interested investors should obtain information about any restrictions on subscriptions before submitting a subscription request to the Fund.

The minimum subscription amounts are:

(a) Class A:

Initial subscription: an amount of EUR 1, calculated on the day of subscription;

(b) Class C:

Initial subscription: an amount of EUR 1, calculated on the day of subscription.

### 3. Investment goal and policy

This Sub-Fund aims to achieve the best possible investment returns in EUR. While respecting the principle of risk diversification, at least 90% of the Sub-Fund's total assets are invested directly or indirectly in equity paper (shares, participation certificates on companies etc., "equity securities") denominated in EUR or in other freely convertible currencies. At least 90% of the total assets are invested directly or indirectly in fully paid-up equity securities issued by companies with registered office in the European Union. In addition, up to 10% of the Sub-Fund's total assets may be invested directly or indirectly in equity securities issued by companies with their registered office outside the European Union as well as in convertible and warrant bonds denominated in a freely convertible currency, as well as in bonds denominated in EUR and similar fixed and variable rate debt instruments issued by borrowers worldwide. The liquid assets are held in EUR or other freely convertible currencies. Investments in other UCITS or UCIs within the meaning of section 9.1 (e) of the General Part may not exceed 10% of the total assets.

The above limits must be observed for indirect investments via derivatives or other UCITS or UCIs on a transparent basis. Short-term debt paper or bank deposits that cover obligations arising from derivatives on equity securities in accordance with the paragraph above must be included in the calculation of the 90% limit above.

Short-term debt paper and bank deposits including (i) bonds (excluding convertible and warrant bonds) and similar debt securities issued by borrowers worldwide with a residual maturity of up to twelve months that are issued by private and

public borrowers worldwide, (ii) money market instruments issued by private and public borrowers worldwide, and (iii) sight and time deposits held with banks of up to twelve months.

The aforementioned equity securities must primarily include the following:

- (a) fully paid-up shares that are included in an organised market, according to the requirements of an EEA member state, which trades on a regular basis, is regulated and monitored by a state supervisory body and is directly or indirectly accessible to the public (organised market);
- (b) fully paid-up shares or profit participation rights in a country outside the EEA that have been granted an official listing.

#### **4. Derivatives**

The Sub-Fund may, for the purpose of hedging (incl. currency hedging) and the efficient management of the portfolio, make use of derivative financial instruments, which under certain circumstances may result in a corresponding leverage effect.

#### **5. Investment Manager**

The Management Company has appointed Helvetia Schweizerische Versicherungsgesellschaft AG, Dufourstrasse 40, CH-9000 St. Gallen, Switzerland as Investment Manager of the Sub-Fund (the "Investment Manager").

#### **6. Valuation day**

The net asset value of every share class in the Sub-Fund is calculated for each Business Day, except days on which one of the Sub-Fund's essential primary stock exchanges and/or essential regulated markets is closed.

#### **7. Subscription of shares and issuing commission**

Shares shall be issued at the net asset value (plus the issuing commission mentioned below) of the relevant category as determined on the Valuation Day following the relevant transaction day.

Confirmation of subscriptions executed are sent to the investor within ten business days after the issue of the shares, at the latter's own risk, to the address indicated in the subscription application.

An issuing commission of up to 5% of the issue price/net asset value per share, with a minimum of EUR 100, may be charged on subscriptions.

#### **8. Conversion of shares and conversion commission**

Any investor may request conversion of some or all of his shares from one category into shares of another category of the same share class or into other categories of the same share class of the sub-funds Variopartner SICAV – Helvetia International Bond, Variopartner SICAV – Helvetia European Equity and Variopartner SICAV – Helvetia International Equity (ex Europe) (the "permitted sub-funds") at the respective net asset values of the relevant categories on the Valuation Day in question. This means, for example, that it is possible to convert "A1" to "A3" shares of a permitted Sub-Fund or to "A1" or "A3" shares of another permitted Sub-Fund, but investors may not convert their "A1" or "A3" shares to "C1", "C2" or "C3" shares of the same or another permitted Sub-Fund.

The price at which all or part of the shares in a given category (the "original category") are converted into shares of another category (the "new category") is determined by means of applying the following formula:

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

A is the number of shares to be allocated from the new category;

B is the number of shares of the original category to be converted;

C is the applicable net asset value per share of the original category;

D is the applicable net asset value per share of the new category;

E is the exchange rate (if any) between the currency of the original and the new categories.

To cover costs, investors may be charged a handling fee of up to EUR 100 or, if higher than EUR 100, up to 1.5% of A x D.

Fractional units of the registered shares in the new category will be allotted to up to 3 decimal places. Conversions must be made in an amount of at least EUR 2,500, with the exception that investors can apply to have their entire shareholding converted at any time even if this is less than EUR 2,500. If converting shares would reduce the value of the investor's remaining shares to below EUR 2,500, the investor shall be deemed to have requested conversion of all his/her shares in this Sub-Fund.

Conversion requests for registered shares may be sent by an electronic method acceptable to the Transfer Agent, Registrar and Domiciliary Agent.

For shares issued in the form of registered shares, a written conversion request must be sent to the Transfer Agent, Registrar and Domiciliary Agent. No other documents are normally required.

For the purpose of protecting investors who have stayed in a class or this Sub-Fund, the Fund is not required to convert or redeem a number of shares that represents more than 10% of the net asset value of a class or a Sub-Fund on one Valuation Day. This restriction applies to all investors who have submitted their shares for repurchase or conversion on the same transaction day. Redemptions and conversions are carried out in proportion to the shares delivered by investors for redemption and conversion on the Valuation Day in question. Any redemption or conversion request not carried out on this day will be carried forward to the next Valuation Day and will be given priority for execution in accordance with the date of the redemption or conversion request on this Valuation Day, subject to the aforesaid limitation. In case of such a postponement of redemption or conversion applications, the Fund will inform the investors concerned accordingly.

An investor may not revoke his/her request for conversion, except in the cases and subject to the same conditions as set out under "Redemption of shares and redemption commission" below.

#### **9. Redemption of shares and redemption commission**

No redemption commission is charged to the investor.

The redemption price of the shares is available at the registered office of the Fund.

Redemption requests for registered shares may be sent by an electronic method acceptable to the Transfer Agent, Registrar and Domiciliary Agent.

Where registered shares have been issued, a written redemption request must be sent to the Transfer Agent, Registrar and Domiciliary Agent. Normally, no other documents are required.

Individual investors may not effect redemptions for less than EUR 2,500 (unless all the shares held by the shareholder are to be redeemed). If redeeming or selling shares would reduce the value of the investor's remaining shares to below EUR 2,500, the investor shall be deemed to have requested redemption of all his/her shares in this Sub-Fund.

#### **10. Settlement of subscription/redemption/conversion applications**

By way of derogation from the provisions of Sections 12 to 14 of the General Part, the subscription/redemption/conversion applications for the Sub-Fund on any one transaction day (T) shall be settled at the issue/redemption/conversion price calculated on the next Valuation Day (T+1). The payment of the issue/conversion price must be received by the Depositary within two (2) Business Days following the corresponding transaction date, or within one (1) Business Day following the corresponding valuation date (T+2). The payment of redemption proceeds shall normally be made within two (2) Business Days following the corresponding transaction date, or one (1) Business Day following the corresponding valuation date (T+2).

#### **11. Fees and expenses**

The maximum rates set out below for the management fee will be charged to the share classes of the Sub-Fund at the end of each month. General information on the management fee can be found in section 20 "Fees and expenses" of the General Part.

Share class A (for categories A <sub>1</sub> and A <sub>3</sub> ) and share class C (for categories C <sub>2</sub> )	up to 1.5% p.a.
Share class C (for category C <sub>1</sub> )	No management fee is charged at the level of the Sub-Fund

The exact amount of the management fees paid is given in the semi-annual and annual report.

For category C1 shares, no management fee is charged at the level of the Sub-Fund; the remuneration for services that this management fee normally covers is paid for category C1 shares by Helvetia Holding, St. Gallen, or its direct or indirect subsidiaries or branches.

In addition, the share classes of the Sub-Fund are charged a maximum of the rate specified for the service fee in the General Part under 20.3 "Service fee" on a monthly basis.

Additional fees and expenses are described in section 20.4 "Additional fees and costs" of the General Part.

#### **12. Typical investor profile**

The share categories A1 and A3 are aimed at investors who want to obtain a reasonable investment return over the medium term, predominantly from equity securities, while being aware of the associated price fluctuations.

Investments in share categories C1 and C2 are reserved for institutional investors.

#### **13. Risk profile**

Investors should note that investments in the Sub-Fund are subject to market volatility and there is a risk that they may not recoup the original sum invested.

Investments in equities are subject to price fluctuations at all times. Investments in foreign currencies are also subject to currency fluctuations. A shareholder may not receive back in full the amount invested. Past performance is no guarantee of future results.

#### **14. Risk classification**

This Sub-Fund is a fund for which the global risk resulting from the Sub-Fund's investments is determined using the commitment approach.

#### **15. Historical performance**

The performance can be found in the KIID of each share class of this Sub-Fund, which is available at the registered office of the Fund.

### 3. VARIOPARTNER SICAV – HELVETIA INTERNATIONAL EQUITY (EX EUROPE)

This Appendix is only valid in connection with the current Sales Prospectus. This Appendix relates to the Sub-Fund VARIOPARTNER SICAV – HELVETIA INTERNATIONAL EQUITY (EX EUROPE) (the “Sub-Fund”).

#### 1. Reference currency

EUR

#### 2. Share classes

The following categories of shares are issued:

Type	Category	Currency	ISIN	Valor no.
Income shares	A <sub>1</sub>	EUR	LU 0141237924 (not launched)	
Accumulation shares	A <sub>3</sub>	EUR	LU 0141238062 (not launched)	
Income shares	C <sub>1</sub>	EUR	LU 0141238146	1674678
Income shares	C <sub>2</sub>	EUR	LU 0141238575 (not launched)	

Class A shares and class C shares are issued in the form of registered shares.

The Fund shall issue category C1 shares or undertake conversions into category C1 shares exclusively for institutional investors as defined by Article 174 of the 2010 Law where, these relate to Helvetia Holding, St. Gallen, or its direct or indirect subsidiaries or branches. If it comes to the notice of the Board of Directors that shares have been bought by ineligible persons as per the Fund's Articles of Association and this Sales Prospectus, these shares may be forcibly bought back by the Fund. The Board of Directors also reserves the right to dissolve a Sub-Fund if it should come to its notice that all shares are held by a single ineligible person.

Interested investors should obtain information about any restrictions on subscriptions before submitting a subscription request to the Fund.

The minimum subscription amounts are:

(a) Class A:

Initial subscription: an amount of EUR 1, calculated on the day of subscription;

(b) Class C:

Initial subscription: an amount of EUR 1, calculated on the day of subscription.

#### 3. Investment goal and policy

This Sub-Fund aims to achieve the best possible investment returns in EUR. While respecting the principle of risk diversification, at least 90% of the Sub-Fund's total assets are invested directly or indirectly in equity paper (shares, participation certificates on companies etc., “equity securities”) from issuers worldwide and denominated in any currency and traded in a freely convertible currency. At least 90% of the total assets are invested directly or indirectly in fully paid-up equity securities issued by companies with registered office outside the European Union. In addition, up to 10% of the Sub-Fund's total assets may be invested in convertible and warrant bonds denominated in a freely convertible currency, as well as in bonds denominated in EUR and similar fixed and variable rate debt instruments issued by borrowers worldwide. The Sub-Fund may invest up to 100% of its net assets in assets that are not denominated in this Sub-Fund's currency. The liquid assets are held in EUR or other freely convertible currencies. Investments in other UCITS or UCIs within the meaning of section 9.1 (e) of the General Part may not exceed 10% of the total assets.

The above limits must be observed for indirect investments via derivatives or other UCITS or UCIs on a transparent basis. Short-term debt paper or bank deposits that cover obligations arising from derivatives on equity securities in accordance with the paragraph above must be included in the calculation of the 90% limit above.

Short-term debt paper and bank deposits including (i) bonds (excluding convertible and warrant bonds) and similar debt securities issued by borrowers worldwide with a residual maturity of up to twelve months that are issued by private and public borrowers worldwide, (ii) money market instruments issued by private and public borrowers worldwide, and (iii) sight and time deposits held with banks of up to twelve months.

The aforementioned equity securities must primarily include the following:

- (a) fully paid-up shares that are included in an organised market, according to the requirements of an EEA member state, which trades on a regular basis, is regulated and monitored by a state supervisory body and is directly or indirectly accessible to the public (organised market);
- (b) fully paid-up shares or profit participation rights in a country outside the EEA that have been granted an official listing.

#### **4. Derivatives**

The Sub-Fund may, for the purpose of hedging (incl. currency hedging) and the efficient management of the portfolio, make use of derivative financial instruments, which under certain circumstances may result in a corresponding leverage effect.

#### **5. Investment Manager**

The Management Company has appointed Helvetia Schweizerische Versicherungsgesellschaft AG, Dufourstrasse 40, CH-9000 St. Gallen, Switzerland as Investment Manager of the Sub-Fund (the "Investment Manager").

#### **6. Valuation day**

The net asset value of every share class in the Sub-Fund is calculated for each Business Day, except days on which one of the Sub-Fund's essential primary stock exchanges and/or essential regulated markets is closed.

#### **7. Subscription of shares and issuing commission**

Shares shall be issued at the net asset value (plus the issuing commission mentioned below) of the relevant category as determined on the Valuation Day following the relevant transaction day.

Confirmation of subscriptions executed are sent to the investor within ten business days after the issue of the shares, at the latter's own risk, to the address indicated in the subscription application.

An issuing commission of up to 5% of the issue price/net asset value per share, with a minimum of EUR 100, may be charged on subscriptions.

#### **8. Conversion of shares and conversion commission**

Any investor may request conversion of some or all of his shares from one category into shares of another category of the same share class or into other categories of the same share class of the sub-funds Variopartner SICAV – Helvetia International Bond, Variopartner SICAV – Helvetia European Equity and Variopartner SICAV – Helvetia International Equity (ex Europe) (the "permitted sub-funds") at the respective net asset values of the relevant categories on the Valuation Day in question. This means, for example, that it is possible to convert "A1" to "A3" shares of a permitted Sub-Fund or to "A1" or "A3" shares of another permitted Sub-Fund, but investors may not convert their "A1" or "A3" shares to "C1", "C2" or "C3" shares of the same or another permitted Sub-Fund.

The price at which all or part of the shares in a given category (the "original category") are converted into shares of another category (the "new category") is determined by means of applying the following formula:

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

A is the number of shares to be allocated from the new category;

B is the number of shares of the original category to be converted;

C is the applicable net asset value per share of the original category;

D is the applicable net asset value per share of the new category;

E is the exchange rate (if any) between the currency of the original and the new categories.

To cover costs, investors may be charged a handling fee of up to EUR 100 or, if higher than EUR 100, up to 1.5% of A x D.

Fractional units of the registered shares in the new category will be allotted to up to 3 decimal places. Conversions must be made in an amount of at least EUR 2,500, with the exception that investors can apply to have their entire shareholding converted at any time even if this is less than EUR 2,500. If converting shares would reduce the value of the investor's

remaining shares to below EUR 2,500, the investor shall be deemed to have requested conversion of all his/her shares in this Sub-Fund.

Conversion requests for registered shares may be sent by an electronic method acceptable to the Transfer Agent, Registrar and Domiciliary Agent.

Where shares have been issued in the form of registered shares, a written conversion request must be sent to the Transfer Agent, Registrar and Domiciliary Agent. No other documents are normally required.

For the purpose of protecting investors who have stayed in a class or this Sub-Fund, the Fund is not required to convert or redeem a number of shares that represents more than 10% of the net asset value of a class or a Sub-Fund on one Valuation Day. This restriction applies to all investors who have submitted their shares for repurchase or conversion on the same transaction day. Redemptions and conversions are carried out in proportion to the shares delivered by investors for redemption and conversion on the Valuation Day in question. Any redemption or conversion request not carried out on this day will be carried forward to the next Valuation Day and will be given priority for execution in accordance with the date of the redemption or conversion request on this Valuation Day, subject to the aforesaid limitation. In case of such a postponement of redemption or conversion applications, the Fund will inform the investors concerned accordingly.

An investor may not revoke his/her request for conversion, except in the cases and subject to the same conditions as set out under "Redemption of shares and redemption commission" below.

#### **9. Redemption of shares and redemption commission**

No redemption commission is charged to the investor.

The redemption price of the shares is available at the registered office of the Fund.

Redemption requests for registered shares may be sent by an electronic method acceptable to the Transfer Agent, Registrar and Domiciliary Agent.

Where registered shares have been issued, a written redemption request must be sent to the Transfer Agent, Registrar and Domiciliary Agent. Normally, no other documents are required.

Individual investors may not effect redemptions for less than EUR 2,500 (unless all the shares held by the shareholder are to be redeemed). If redeeming or selling shares would reduce the value of the investor's remaining shares to below EUR 2,500, the investor shall be deemed to have requested redemption of all his/her shares in this Sub-Fund.

#### **10. Settlement of subscription/redemption/conversion applications**

By way of derogation from the provisions of Sections 12 to 14 of the General Part, the subscription/redemption/conversion applications for the Sub-Fund on any one transaction day (T) shall be settled at the issue/redemption/conversion price calculated on the next Valuation Day (T+1). The payment of the issue/conversion price must be received by the Depositary within two (2) Business Days following the corresponding transaction date, or within one (1) Business Day following the corresponding valuation date (T+2). The payment of redemption proceeds shall normally be made within two (2) Business Days following the corresponding transaction date, or one (1) Business Day following the corresponding valuation date (T+2).

#### **11. Fees and expenses**

The maximum rates set out below for the management fee will be charged to the share classes of the Sub-Fund at the end of each month. General information on the management fee can be found in section 20 "Fees and expenses" of the General Part.

Share class A (for categories A <sub>1</sub> and A <sub>3</sub> ) and share class C (for categories C <sub>2</sub> )	up to 1.5% p.a.
Share class C (for category C <sub>1</sub> )	No management fee is charged at the level of the Sub-Fund

The exact amount of the management fees paid is given in the semi-annual and annual report.

For category C1 shares, no management fee is charged at the level of the Sub-Fund; the remuneration for services that this management fee normally covers is paid for category C1 shares by Helvetia Holding, St. Gallen, or its direct or indirect subsidiaries or branches.

In addition, the share classes of the Sub-Fund are charged a maximum of the rate specified for the service fee in the General Part under 20.3 "Service fee" on a monthly basis.

Additional fees and expenses are described in section 20.4 "Additional fees and costs" of the General Part.

**12. Typical investor profile**

The share categories A1 and A3 are aimed at investors who want to obtain a reasonable investment return over the medium term, predominantly from equity securities, while being aware of the associated price fluctuations.

Investments in share categories C1 and C2 are reserved for institutional investors.

**13. Risk profile**

Investors should note that investments in the Sub-Fund are subject to market volatility and there is a risk that they may not recoup the original sum invested.

Investments in equities are subject to price fluctuations at all times. Investments in foreign currencies are also subject to currency fluctuations. A shareholder may not receive back in full the amount invested. Past performance is no guarantee of future results.

**14. Risk classification**

This Sub-Fund is a fund for which the global risk resulting from the Sub-Fund's investments is determined using the commitment approach.

**15. Historical performance**

The performance can be found in the KIID of each share class of this Sub-Fund, which is available at the registered office of the Fund.

#### 4. VARIOPARTNER SICAV – TARENO GLOBAL WATER SOLUTIONS FUND

This Appendix is only valid in connection with the current Sales Prospectus. This Appendix relates to the Sub-Fund VARIOPARTNER SICAV – TARENO GLOBAL WATER SOLUTIONS FUND (the “Sub-Fund”).

##### 1. Reference currency

EUR

##### 2. Share classes

The following share classes are issued at the time of this Prospectus:

Share classes	Currency	Type	Investor type	Subscription minimum	ISIN	Launch date
A DIS EUR	EUR	Distribution	Private and institutional	None	LU2001709034	06.09.2019
A DIS USD	USD	Distribution	Private and institutional	None	LU2057889995	25.11.2019
A H DIS CHF	CHF, hedged	Distribution	Private and institutional	None	LU2001709547	06.09.2019
I EUR	EUR	Capitalisation	Institutional	None	LU2001709976	06.09.2019
I USD	USD	Capitalisation	Institutional	None	LU2057889565	25.11.2019
N EUR	EUR	Capitalisation	Private and institutional	None	LU2001710396	06.09.2019
R1 EUR	EUR	Capitalisation	Private and institutional	None	LU0319773478	10.09.2007
R1 H CHF	CHF, hedged	Capitalisation	Private and institutional	None	LU0866520306	03.01.2013
R1 H USD	USD, hedged	Capitalisation	Private and institutional	None	LU1143080999	19.12.2014
W EUR	EUR	Capitalisation	Private and institutional	100'000	LU0319773635	04.01.2008
W H CHF	CHF, hedged	Capitalisation	Private and institutional	100'000	LU0866532574	03.01.2013
W H USD	USD, hedged	Capitalisation	Private and institutional	100'000	LU1143081534	19.12.2014

Class A: Shares of the class A are intended for private and institutional investors.

Class R: Shares of the class R are intended for private and institutional investors and are issued as capitalisation shares.

Class W: Shares of the class W are intended for private and institutional investors and are issued as capitalisation shares.

Share of the class W shall be issued exclusively to the following investors:

1. Investors who make an initial subscription of at least 100,000 in the currency of the relevant share class, as calculated on the day of subscription; or
2. Investors who do not make the above minimum subscription but who have concluded a written agreement with an asset manager. The asset manager must have been granted appropriate authorisation by the Management Company or by a Distributor appointed directly or indirectly by the Management Company.

The shares do not grant any rebates or retrocessions.

The Sub-Fund will solely issue class W shares or undertake conversions into class W shares for the above investors.

Class G: Shares of the class G may be subscribed only by institutional investors in the sense of Art. 174 par. 2 lett. C) of the 2010 Law and are issued as capitalisation shares.

Shares of the class G shall be issued exclusively to the following institutional investors:

Institutional investors who

1. invest and hold at least 20,000,000 in the currency of the relevant share class, as calculated on the day of subscription. An investor is still considered eligible for this Share Class if the value of his holdings falls below the above minimum holding threshold due to market movements; and
2. have concluded a written agreement with the Investment Manager Tareno AG.

The Sub-Fund will solely issue class G shares or undertake conversions into class G shares for the above investors.

Class I: Shares of the class I may be subscribed only by institutional investors in the sense of Art. 174 par. 2 lett. C) of the 2010 Law.

Class N: Shares of the class N are intended for private and institutional investors and are issued as capitalisation shares.

- Shares of the class N shall be issued exclusively to the following investors:
- investors in the United Kingdom and the Netherlands and investors in other countries, acting on their own behalf or on behalf of their own clients (who may be any type of investor) and who have concluded a separate agreement with their clients. The universe of such investors acting on behalf of their own clients include entities who have received a discretionary portfolio management mandate or signed an independent advisory services agreement with their clients.

The shares do not grant any rebates or retrocessions to the investors.

The Sub-Fund will solely issue class N shares or undertake conversions into class N shares for the above investors.

The share classes may be issued in currencies other than the reference currency of the Sub-Fund. The respective share class shall receive an abbreviation for the currency after the denomination of the relevant share class.

The share classes may receive a subsequent number after the denomination of the relevant share class (e.g. 1,2,3).

The currency risk of the share classes issued in currencies other than the reference currency is not hedged against the reference currency of the Sub-Fund. **Investors in these share classes should therefore note that they are subject to currency risk.**

Share classes with the addition "H" in its denomination in connection with the abbreviation for the currency in which the share class is issued shall extensively hedge the currency risk. Unless specified anything to the contrary, the Sub-Fund shall extensively hedge the currency risk of those share classes against the reference currency of the Sub-Fund.

Share classes are normally issued as capitalisation classes. If a share class is a distribution share class, the share classes denomination shall receive an addition DIS for distribution.

Any use of the share class denomination without specification of the way of income use (i.e. distribution or capitalisation) shall mean that the relevant statement or share class feature apply to both ways of income use (i.e. distribution and capitalisation). The same applies mutatis mutandis to share classes issued in non-reference currencies and hedged the currency risk.

If it comes to the notice of the Board of Directors that shares have been bought by ineligible persons as per the Fund's Articles of Association and this Sales Prospectus, these shares may be forcibly bought back by the Fund. The Board of Directors also reserves the right to dissolve a Sub-Fund if it should come to its notice that all shares are held by a single ineligible person.

Interested investors should obtain information about any restrictions on subscriptions before submitting a subscription request to the Fund.

The list of active Share Classes can be found on [www.tareno.ch](http://www.tareno.ch).

### **3. Investment goal and policy**

This Sub-Fund aims to achieve maximum capital growth by means of investments in water-sector companies worldwide. In order to achieve this, and taking account of the principle of risk diversification, more than three quarters of the Sub-Fund's total assets are invested directly in participation certificates (equities, parts of companies) from issuers worldwide, active in the water sector. In addition, less than one quarter of the Sub-Fund's total assets can be invested (i) in convertible bonds and bonds with warrants denominated in a freely convertible currency and (ii) directly or indirectly in equity-like securities of companies that do or do not operate in the water sector and (iii) directly or indirectly in participation certificates of companies that do not operate in the water sector. The allocation to investments in other UCITS or UCIs within the meaning of section 9.1 (e) of the General Part may not exceed 10% of the total assets. The liquid assets are held in EUR or other freely convertible currencies.

Without restricting the scope of the term "water sector", companies in the water sector shall in this context specifically include companies that are active directly in the field of research, development, extraction, preparation, purification and reprocessing, conveyance, transportation, storage, distribution, bottling, measurement, cultivation, analysis, marketing and sale of water and those that support such companies with specific services such as quality assurance or upkeep, with investments, products and technologies as well as companies whose main business is participating in or financing such companies. Within the one quarter limit, the above limits must be observed for indirect investments via derivatives or other UCITS or UCIs on a transparent basis. Short-term debt paper or bank deposits which cover obligations from derivatives on participation securities and equity-like securities must be included when determining the above one-quarter restriction.

Short-term title securities and cash at bank include (i) bonds (excluding convertibles and warrant-linked bonds) and similar notes from issuers worldwide with a remaining term of at most twelve months from private and public debtors worldwide, (ii) money-market instruments from private and public debtors worldwide, and (iii) call and time deposits with terms up to twelve months.

The Sub-Fund may hold ancillary liquid assets.

### **4. Derivatives and securities lending**

The Sub-Fund may, for the purpose of hedging (incl. currency hedging) and the efficient management of the portfolio, make use of derivative financial instruments, which under certain circumstances may result in a corresponding leverage effect.

The Sub-Fund does not engage in any securities lending transactions.

### **5. Investment Manager**

According to an agreement dated 27 August 2008, the Management Company has appointed Tareno AG, St. Jakobs-Strasse 18, CH-4052 Basel, Switzerland as Investment Manager of the Sub-Fund (the "Investment Manager"). The Investment Manager is responsible for the daily management of the Sub-Fund.

Tareno AG has the option of commissioning a third-party company to provide operational support in offering services with respect to middle-office functions.

### **6. Valuation day**

The net asset value of every share class in the Sub-Fund is calculated for each Business Day, except days on which one of the Sub-Fund's essential primary stock exchanges and/or essential regulated markets is closed.

### **7. Subscription of shares and issuing commission**

Shares shall be issued at the net asset value (plus the issuing commission mentioned below) of the relevant category as determined on the Valuation Day following the relevant transaction day.

Confirmation of subscriptions executed are sent to the investor within ten business days after the issue of the shares, at the latter's own risk, to the address indicated in the subscription application.

An issuing commission of up to 3% of the issue price/net asset value per share, with a minimum of EUR 100, may be charged on subscriptions.

### **8. Conversion of shares and conversion commission**

Any investor may request conversion of all or part of his shares from one class into shares of the same class of another Sub-Fund of the Variopartner SICAV for which Tareno AG is appointed Investment Manager, at the respective net asset values of the relevant share class on the Valuation Day in question.

The price at which all or part of the shares in a given class (the "original class") are converted into the same share class of another Sub-Fund (the "new class") is determined by means of the following formula:

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

- A is the number of shares to be allocated from the new class;
- B is the number of shares of the original class to be converted;
- C is the applicable net asset value per share of the original class;
- D is the applicable net asset value per share of the new class;
- E is the exchange rate (if any) between the currency of the original and the new classes.

To cover costs, investors may be charged a handling fee of up to EUR 100 or, if higher than EUR 100, up to 1.5% of A x D.

Fractional registered shares of the new category shall be allotted to up to three decimal places. Conversions must be made in an amount of at least EUR 2,500, with the exception that investors can apply to have their entire shareholding converted at any time even if this is less than EUR 2,500. If converting shares would reduce the value of the investor's remaining shares to below EUR 2,500, the investor shall be deemed to have requested conversion of all his/her shares in this Sub-Fund.

Conversion requests for registered shares may be sent by an electronic method acceptable to the Transfer Agent, Registrar and Domiciliary Agent.

Where registered shares have been issued, a written conversion request must be sent to the Transfer Agent, Registrar and Domiciliary Agent. No other documents are normally required.

For the purpose of protecting investors who have stayed in a class or this Sub-Fund, the Fund is not required to convert or redeem a number of shares that represents more than 10% of the net asset value of a class or a Sub-Fund on one Valuation Day. This restriction applies to all investors who have submitted their shares for repurchase or conversion on the same transaction day. Redemptions and conversions are carried out in proportion to the shares delivered by investors for redemption and conversion on the Valuation Day in question. Any redemption or conversion request not carried out on this day will be carried forward to the next Valuation Day and will be given priority for execution in accordance with the date of the redemption or conversion request on this Valuation Day, subject to the aforesaid limitation. In case of such a postponement of redemption or conversion applications, the Fund will inform the investors concerned accordingly.

An investor may not revoke his/her request for conversion, except in the cases and subject to the same conditions as set out under "Redemption of shares and redemption commission" below.

#### **9. Redemption of shares and redemption commission**

No redemption commission is charged to the investor.

The redemption price of the shares is available at the registered office of the Fund.

Redemption requests for registered shares may be sent by an electronic method acceptable to the Transfer Agent, Registrar and Domiciliary Agent.

Where registered shares have been issued, a written redemption request must be sent to the Transfer Agent, Registrar and Domiciliary Agent. Normally, no other documents are required.

#### **10. Fees and expenses**

The maximum rates set out below for the management fee will be charged to the share classes of the Sub-Fund at the end of each month. General information on the management fee can be found in section 20 "Fees and expenses" of the General Part. The management fee is calculated based on the daily net asset value of the sub-fund.

Class A	up to 1.65% p.a.
Class I	up to 0.825% p.a.
Class R	up to 1.8% p.a.
Class W	up to 1.0% p.a.

Class G	up to 0.50% p.a.
Class N	up to 1.0% p.a.

Derived share classes (e.g. hedged) shall have the same pricing as the base share class set forth in the foregoing table.

The exact amount of the management fees paid is given in the semi-annual and annual report.

In addition, the share classes of the Sub-Fund are charged a maximum of the rate specified for the service fee in the General Part under 20.3 "Service fee" on a monthly basis.

Additional fees and expenses are described in section 20.4 "Additional fees and costs" of the General Part.

Tareno AG has the option of commissioning an external third-party company to provide operational support in offering services to this Sub-Fund, for example in relation to middle-office functions. The fees for these services are charged to the Fund separately. These fees may be a maximum of 0.2% p.a. for all share categories in relation to middle-office functions.

#### **11. Typical investor profile**

This Sub-Fund is geared to private and institutional investors, who wish to invest in a widely diversified portfolio of international companies in the water sector for the medium to the long-term and to attain an attractive long-term performance on the basis of an adjusted risk. The investor is at all times aware of the risks connected to the investment goal and investment policy of the Sub-Fund.

#### **12. Risk profile**

Investors should note that investments in the Sub-Fund are subject to market volatility and there is a risk that they may not recoup the original sum invested.

Investments in equities are subject to price fluctuations at all times. Investments in foreign currencies are also subject to currency fluctuations. A shareholder may not receive back in full the amount invested. Past performance is no guarantee of future results.

#### **13. Risk classification**

This Sub-Fund is a fund for which the global risk resulting from the Sub-Fund's investments is determined using the commitment approach.

#### **14. Historical performance**

The performance can be found in the KIID of each share class of this Sub-Fund, which is available at the registered office of the Fund and at [www.tareno.com](http://www.tareno.com).

## 5. VARIOPARTNER SICAV – TARENO FIXED INCOME FUND

This Appendix is only valid in connection with the current Sales Prospectus. This Appendix relates to the Sub-Fund VARIOPARTNER SICAV – TARENO FIXED INCOME FUND (the “Sub-Fund”).

### 1. Reference currency

EUR

### 2. Share classes

The following shares classes are issued at the time of this Prospectus:

Share classes	Currency	Type	Investor type	Subscription minimum	ISIN	Launch date
T DIS EUR	EUR	Distribution	Private and institutional	None	LU1299722972	06.11.2015
T H DIS CHF	CHF	Distribution	Private and institutional	None	LU1299723277	06.11.2015
T H DIS USD	USD	Distribution	Private and institutional	None	LU1299723194	06.11.2015

Class T: Shares of the class T are intended for private and institutional investors.

These shares are issued exclusively to investors who have signed an agreement with Tareno AG.

Class R: Shares of the class R are intended for private and institutional investors.

Class W: Shares of the class W are intended for private and institutional investors.

Shares of the class W shall be issued exclusively to the following investors:

1. Investors who make an initial subscription of at least 100,000 in the currency of the relevant share class, as calculated on the day of subscription; or
2. Investors who do not make the above minimum subscription but who have concluded a written agreement with an asset manager. The asset manager must have been granted appropriate authorisation by the Management Company or by a Distributor appointed directly or indirectly by the Management Company.

The shares do not grant any rebates or retrocessions.

The Sub-Fund will solely issue Class W shares or undertake conversions into Class W shares for the above investors.

Class N: Shares of the class N are intended for private and institutional investors.

– Shares of the class N shall be issued exclusively to the following investors:

- investors in the United Kingdom and the Netherlands and
- investors in other countries, acting on their own behalf or on behalf of their own clients (who may be any type of investor) and who have concluded a separate agreement with their clients. The universe of such investors acting on behalf of their own clients include entities who have received a discretionary portfolio management mandate or signed an independent advisory services agreement with their clients.

– The shares do not grant any rebates or retrocessions to the investors.

The Sub-Fund will solely issue class N shares or undertake conversions into class N shares for the above investors.

The share classes may be issued in currencies other than the reference currency of the Sub-Fund. The respective share class shall receive an abbreviation for the currency after the denomination of the relevant share class.

The currency risk of the share classes issued in currencies other than the reference currency is not hedged against the reference currency of the Sub-Fund. **Investors in these share classes should therefore note that they are subject to currency risk.**

Share classes with the addition "H" in its denomination in connection with the abbreviation for the currency in which the share class is issued shall extensively hedge the currency risk. Unless specified anything to the contrary, the Sub-Fund shall extensively hedge the currency risk of those share classes against the reference currency of the Sub-Fund.

Share classes may be issued as distribution or capitalisation classes. The share classes denomination shall receive an addition DIS or CAP for distribution or capitalisation, respectively.

Any use of the share class denomination without specification of the way of income use (i.e. distribution or capitalisation) shall mean that the relevant statement or share class feature apply to both ways of income use (i.e. distribution and capitalisation). The same applies mutatis mutandis to share classes issued in non-reference currencies and hedged the currency risk.

If it comes to the notice of the Board of Directors that shares have been bought by ineligible persons as per the Fund's Articles of Association and this Sales Prospectus, these shares may be forcibly bought back by the Fund. The Board of Directors also reserves the right to dissolve a Sub-Fund if it should come to its notice that all shares are held by a single ineligible person.

Interested investors should obtain information about any restrictions on subscriptions before submitting a subscription request to the Fund.

The list of active Share Classes can be found on [www.tareno.ch](http://www.tareno.ch).

### **3. Investment objective and policy**

This Sub-Fund aims to preserve the nominal value of the assets.

While respecting the principle of risk diversification, the Sub-Fund invests at least more than half of its net assets directly or indirectly in investment-grade fixed and variable interest securities. These include instruments such as notes, bonds and other comparable financial instruments, including securities with embedded derivatives, such as convertible bonds and warrant bonds. Investment-grade shall be understood to mean the segment with a Standard & Poor's rating of between AAA and BBB- or an equivalent rating from another recognised agency. These securities can be issued or guaranteed by government, government-backed or supranational institutions or companies domiciled anywhere in the world.

A maximum of 25% of the Sub-Fund's net assets may be invested in convertibles and warrant-linked bonds. *As of 21 February 2020:* The Sub-Fund is furthermore permitted to invest up to 10% of its net assets in contingent convertible bonds (CoCo-Bonds).

Up to 49 percent of the Sub-Fund's net assets may be invested in asset classes or instruments outside the investment universe defined above (for example, equities, fixed and variable interest securities without investment grade rating of issuers worldwide, cash and money market instruments).

The above limits must be observed for indirect investments via structured products or other UCITS or UCIs on a transparent basis. The Sub-Fund may invest up to 100% of its net assets in other UCITS or UCIs within the meaning of section 9.1 (e) of the General Part.

Investments in currencies other than the reference currency of the Sub-Fund may be hedged against the reference currency.

### **4. Use of derivatives and securities lending**

The Sub-Fund may, for the purpose of hedging (incl. currency hedging), the efficient management of the portfolio and achieving the investment objective, make use of derivative financial instruments, which under certain circumstances may result in a corresponding leverage effect.

The Sub-Fund does not engage in any securities lending transactions.

### **5. Investment Manager**

According to an agreement dated 27 August 2008, the Management Company has appointed Tareno AG, St. Jakobs-Strasse 18, CH-4052 Basel, Switzerland as Investment Manager of the Sub-Fund (the "Investment Manager"). The Investment Manager is responsible for the daily management of the Sub-Fund.

Tareno AG has the option of commissioning a third-party company to provide operational support in offering services with respect to middle-office functions.

#### **6. Valuation day**

The net asset value of every share class in the Sub-Fund is calculated for each Business Day, except days on which one of the Sub-Fund's essential primary stock exchanges and/or essential regulated markets is closed.

#### **7. Subscription of shares and issuing commission**

Shares shall be issued at the net asset value (plus the issuing commission mentioned below) of the relevant category as determined on the Valuation Day following the relevant transaction day.

Confirmation of subscriptions executed are sent to the investor within ten business days after the issue of the shares, at the latter's own risk, to the address indicated in the subscription application.

An issuing commission of up to 3% of the issue price/net asset value per share, with a minimum of EUR 100, may be charged on subscriptions.

#### **8. Conversion of shares and conversion commission**

Any investor may request conversion of all or part of his shares from one class into shares of the same class of another Sub-Fund of the Variopartner SICAV for which Tareno AG is appointed Investment Manager, at the respective net asset values of the relevant share class on the Valuation Day in question.

The price at which all or part of the shares in a given class (the "original class") are converted into the same share class of another Sub-Fund (the "new class") is determined by means of the following formula:

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

- A is the number of shares to be allocated from the new class;
- B is the number of shares of the original class to be converted;
- C is the applicable net asset value per share of the original class;
- D is the applicable net asset value per share of the new class;
- E is the exchange rate (if any) between the currency of the original and the new classes.

To cover costs, investors may be charged a handling fee of up to EUR 100 or, if higher than EUR100, up to 1.5% of A x D.

Fractional registered shares of the new category shall be allotted to up to three decimal places. Conversions must be made in an amount of at least EUR 2,500, with the exception that investors can apply to have their entire shareholding converted at any time even if this is less than EUR 2,500. If converting shares would reduce the value of the investor's remaining shares to below EUR 2,500, the investor shall be deemed to have requested conversion of all his/her shares in this Sub-Fund.

Conversion requests for registered shares may be sent by an electronic method acceptable to the Transfer Agent, Registrar and Domiciliary Agent.

Where registered shares have been issued, a written conversion request must be sent to the Transfer Agent, Registrar and Domiciliary Agent. No other documents are normally required.

For the purpose of protecting investors who have stayed in a class or this Sub-Fund, the Fund is not required to convert or redeem a number of shares that represents more than 10% of the net asset value of a class or a Sub-Fund on one Valuation Day. This restriction applies to all investors who have submitted their shares for repurchase or conversion on the same transaction day. Redemptions and conversions are carried out in proportion to the shares delivered by investors for redemption and conversion on the Valuation Day in question. Any redemption or conversion request not carried out on this day will be carried forward to the next Valuation Day and will be given priority for execution in accordance with the date of the redemption or conversion request on this Valuation Day, subject to the aforesaid limitation. In case of such a postponement of redemption or conversion applications, the Fund will inform the investors concerned accordingly.

An investor may not revoke his/her request for conversion, except in the cases and subject to the same conditions as set out under "Redemption of shares and redemption commission" below.

**9. Redemption of shares and redemption commission**

Shares shall be redeemed at the net asset value (plus the redemption commission mentioned below) of the relevant category as determined on the Valuation Day following the relevant transaction day.

A redemption commission of up to 3 percent of the net asset value shall be charged to the investor.

The redemption price of the shares is available at the registered office of the Fund.

Redemption requests for registered shares may be sent by an electronic method acceptable to the Transfer Agent, Registrar and Domiciliary Agent.

Where registered shares have been issued, a written redemption request must be sent to the Transfer Agent, Registrar and Domiciliary Agent. Normally, no other documents are required.

**10. Fees and expenses**

The maximum rates set out below for the management fee will be charged to the share classes of the Sub-Fund at the end of each month. General information on the management fee can be found in section 20 "Fees and expenses" of the General Part. The management fee is calculated based on the daily net asset value of the sub-fund.

Class T	up to 0.4% p.a.
Class R	up to 0.8% p.a.
Class W	up to 0.6% p.a.
Class N	up to 0.6% p.a.

Derived share classes (e.g. hedged) shall have the same pricing as the base share class set forth in the foregoing table.

The exact amount of the management fees paid is given in the semi-annual and annual report.

In addition, the share classes of the Sub-Fund are charged a maximum of the rate specified for the service fee in the General Part under 20.3 "Service fee" on a monthly basis.

Additional fees and expenses are described in section 20.4 "Additional fees and costs" of the General Part.

Tareno AG has the option of commissioning an external third-party company to provide operational support in offering services to this Sub-Fund, for example in relation to middle-office functions. The fees for these services are charged to the Fund separately. These fees may be a maximum of 0.2% p.a. for all share classes.

**11. Profile of the typical investor**

This Sub-Fund is aimed at private and institutional investors with a medium-term investment horizon, who wish to invest in a diversified portfolio of investment-grade interest-bearing securities of issuers worldwide with the aim of preserving their nominal capital in knowledge of the associated price fluctuations. The investor is at all times aware of the risks connected to the investment objective and investment policy of the Sub-Fund.

**12. Risk profile**

Investors should note that investments in the Sub-Fund are subject to market volatility and there is a risk that they may not recoup the original sum invested.

Investments in interest-bearing securities are subject to price fluctuations at all times. Investments in foreign currencies are also subject to currency fluctuations. A shareholder may not receive back in full the amount invested. Past performance is no guarantee of future results.

**13. Global risk**

This Sub-Fund is a fund for which the global risk resulting from the Sub-Fund's investments is determined using the commitment approach.

**14. Historical performance**

The performance for each share class of this Sub-Fund can be found in the respective KIID. KIIDs can be obtained from the registered office of the Fund and at [www.tareno.com](http://www.tareno.com).

## 6. VARIOPARTNER SICAV – TARENO GLOBAL EQUITY FUND

This Appendix is only valid in connection with the current Sales Prospectus. This Appendix relates to the Sub-Fund VARIOPARTNER SICAV – TARENO GLOBAL EQUITY FUND (the “Sub-Fund”).

### 1. Reference currency

EUR

### 2. Share classes

The following share classes are issued at the time of this Prospectus:

Share classes	Currency	Type	Investor type	Subscription minimum	ISIN	Launch date
T CAP EUR	EUR	Capitalisation	Private and institutional	None	LU1299721909	06.11.2015
T H CAP CHF	CHF, hedged	Capitalisation	Private and institutional	None	LU1299722113	06.11.2015
T H CAP USD	USD, hedged	Capitalisation	Private and institutional	None	LU1299722030	06.11.2015

Class T: Shares of the class T are intended for private and institutional investors and are issued as capitalisation shares.

These shares are issued exclusively to investors who have signed an agreement with Tareno AG.

Class R: Shares of the class R are intended for private and institutional investors and are issued as capitalisation shares.

Class W: Shares of the class W are intended for private and institutional investors and are issued as capitalisation shares.

Shares of the class W shall be issued exclusively to the following investors:

1. Investors who make an initial subscription of at least 100,000 in the currency of the relevant share class, as calculated on the day of subscription; or
2. Investors who do not make the above minimum subscription but who have concluded a written agreement with an asset manager. The asset manager must have been granted appropriate authorisation by the Management Company or by a Distributor appointed directly or indirectly by the Management Company.

The shares do not grant any rebates or retrocessions.

The Sub-Fund will solely issue Class W shares or undertake conversions into Class W shares for the above investors.

Class N: Shares of the class N are intended for private and institutional investors and are issued as capitalisation shares.

– Shares of the class N shall be issued exclusively to the following investors:

- investors in the United Kingdom and the Netherlands and
- investors in other countries, acting on their own behalf or on behalf of their own clients (who may be any type of investor) and who have concluded a separate agreement with their clients. The universe of such investors acting on behalf of their own clients include entities who have received a discretionary portfolio management mandate or signed an independent advisory services agreement with their clients.

The shares do not grant any rebates or retrocessions to the investors.

The Sub-Fund will solely issue class N shares or undertake conversions into class N shares for the above investors.

The share classes may be issued in currencies other than the reference currency of the Sub-Fund. The respective share class shall receive an abbreviation for the currency after the denomination of the relevant share class.

The currency risk of the share classes issued in currencies other than the reference currency is not hedged against the reference currency of the Sub-Fund. **Investors in these share classes should therefore note that they are subject to currency risk.**

Share classes with the addition "H" in its denomination in connection with the abbreviation for the currency in which the share class is issued shall extensively hedge the currency risk. Unless specified anything to the contrary, the Sub-Fund shall extensively hedge the currency risk of those share classes against the reference currency of the Sub-Fund.

Share classes may be issued as distribution or capitalisation classes. The share classes denomination shall receive an addition DIS or CAP for distribution or capitalisation, respectively.

Any use of the share class denomination without specification of the way of income use (i.e. distribution or capitalisation) shall mean that the relevant statement or share class feature apply to both ways of income use (i.e. distribution and capitalisation). The same applies mutatis mutandis to share classes issued in non-reference currencies and hedged the currency risk.

If it comes to the notice of the Board of Directors that shares have been bought by ineligible persons as per the Fund's Articles of Association and this Sales Prospectus, these shares may be forcibly bought back by the Fund. The Board of Directors also reserves the right to dissolve a Sub-Fund if it should come to its notice that all shares are held by a single ineligible person.

Interested investors should obtain information about any restrictions on subscriptions before submitting a subscription request to the Fund.

The list of active Share Classes can be found on [www.tareno.ch](http://www.tareno.ch).

### **3. Investment objective and policy**

This Sub-Fund aims to achieve the highest possible capital growth.

While respecting the principle of risk diversification, the Sub-Fund invests a minimum of two thirds of its net assets directly or indirectly in equities (equities, equity-like transferable securities, participation certificates, etc.) of companies worldwide.

The above limits must be observed for indirect investments via structured products or other UCITS or UCIs on a transparent basis. The Sub-Fund may invest up to 100% of its net assets in other UCITS or UCIs within the meaning of section 9.1 (e) of the General Part.

With a view to achieving the investment objective, up to one third of the Sub-Fund's net assets may be invested in asset classes or instruments outside the investment universe specified above if the market environment provides the opportunity to do so. The Sub-Fund may also liquid assets.

Investments in currencies other than the reference currency of the Sub-Fund may be hedged against the reference currency.

### **4. Use of derivatives and securities lending**

The Sub-Fund may, for the purpose of hedging (incl. currency hedging), the efficient management of the portfolio and achieving the investment objective, make use of derivative financial instruments, which under certain circumstances may result in a corresponding leverage effect.

The Sub-Fund does not engage in any securities lending transactions.

### **5. Investment Manager**

According to an agreement dated 27 August 2008, the Management Company has appointed Tareno AG, St. Jakobs-Strasse 18, CH-4052 Basel, Switzerland as Investment Manager of the Sub-Fund (the "Investment Manager"). The Investment Manager is responsible for the daily management of the Sub-Fund.

Tareno AG has the option of commissioning a third-party company to provide operational support in offering services with respect to middle-office functions.

## 6. Valuation day

The net asset value of every share class in the Sub-Fund is calculated for each Business Day, except days on which one of the Sub-Fund's essential primary stock exchanges and/or essential regulated markets is closed.

## 7. Subscription of shares and issuing commission

Shares shall be issued at the net asset value (plus the issuing commission mentioned below) of the relevant category as determined on the Valuation Day following the relevant transaction day.

Confirmation of subscriptions executed are sent to the investor within ten business days after the issue of the shares, at the latter's own risk, to the address indicated in the subscription application.

An issuing commission of up to 3% of the issue price/net asset value per share, with a minimum of EUR 100, may be charged on subscriptions.

## 8. Conversion of shares and conversion commission

Any investor may request conversion of all or part of his shares from one class into shares of the same class of another Sub-Fund of the Variopartner SICAV for which Tareno AG is appointed Investment Manager, at the respective net asset values of the relevant share class on the Valuation Day in question.

The price at which all or part of the shares in a given class (the "original class") are converted into the same share class of another Sub-Fund (the "new class") is determined by means of the following formula:

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

- A is the number of shares to be allocated from the new class;
- B is the number of shares of the original class to be converted;
- C is the applicable net asset value per share of the original class;
- D is the applicable net asset value per share of the new class;
- E is the exchange rate (if any) between the currency of the original and the new classes.

To cover costs, investors may be charged a handling fee of up to EUR 100 or, if higher than EUR 100, up to 1.5% of  $A \times D$ .

Fractional registered shares of the new category shall be allotted to up to three decimal places. Conversions must be made in an amount of at least EUR 2,500, with the exception that investors can apply to have their entire shareholding converted at any time even if this is less than EUR 2,500. If converting shares would reduce the value of the investor's remaining shares to below EUR 2,500, the investor shall be deemed to have requested conversion of all his/her shares in this Sub-Fund.

Conversion requests for registered shares may be sent by an electronic method acceptable to the Transfer Agent, Registrar and Domiciliary Agent.

Where registered shares have been issued, a written conversion request must be sent to the Transfer Agent, Registrar and Domiciliary Agent. No other documents are normally required.

For the purpose of protecting investors who have stayed in a class or this Sub-Fund, the Fund is not required to convert or redeem a number of shares that represents more than 10% of the net asset value of a class or a Sub-Fund on one Valuation Day. This restriction applies to all investors who have submitted their shares for repurchase or conversion on the same transaction day. Redemptions and conversions are carried out in proportion to the shares delivered by investors for redemption and conversion on the Valuation Day in question. Any redemption or conversion request not carried out on this day will be carried forward to the next Valuation Day and will be given priority for execution in accordance with the date of the redemption or conversion request on this Valuation Day, subject to the aforesaid limitation. In case of such a postponement of redemption or conversion applications, the Fund will inform the investors concerned accordingly.

An investor may not revoke his/her request for conversion, except in the cases and subject to the same conditions as set out under "Redemption of shares and redemption commission" below.

### 9. Redemption of shares and redemption commission

Shares shall be redeemed at the net asset value (plus the redemption commission mentioned below) of the relevant category as determined on the Valuation Day following the relevant transaction day.

A redemption commission of up to 3 percent of the net asset value shall be charged to the investor.

The redemption price of the shares is available at the registered office of the Fund.

Redemption requests for registered shares may be sent by an electronic method acceptable to the Transfer Agent, Registrar and Domiciliary Agent.

Where registered shares have been issued, a written redemption request must be sent to the Transfer Agent, Registrar and Domiciliary Agent. Normally, no other documents are required.

### 10. Fees and expenses

The maximum rates set out below for the management fee will be charged to the share classes of the Sub-Fund at the end of each month. General information on the management fee can be found in section 20 "Fees and expenses" of the General Part. The management fee is calculated based on the daily net asset value of the sub-fund.

Class T	up to 0.6% p.a.
Class R	up to 1.4% p.a.
Class W	up to 0.9% p.a.
Class N	up to 0.9% p.a.

Derived share classes (e.g. hedged) shall have the same pricing as the base share class set forth in the foregoing table.

The exact amount of the management fees paid is given in the semi-annual and annual report.

In addition, the share classes of the Sub-Fund are charged a maximum of the rate specified for the service fee in the General Part under 20.3 "Service fee" on a monthly basis.

Additional fees and expenses are described in section 20.4 "Additional fees and costs" of the General Part.

Tareno AG has the option of commissioning an external third-party company to provide operational support in offering services to this Sub-Fund, for example in relation to middle-office functions. The fees for these services are charged to the Fund separately. These fees may be a maximum of 0.2% p.a. for all share classes.

### 11. Profile of the typical investor

This Sub-Fund is aimed at private and institutional investors with a long-term investment horizon, who wish to invest in a broadly diversified portfolio of shares and to achieve a reasonable investment return and high capital gains, while being aware of the associated price fluctuations.

### 12. Risk profile

Investors should note that investments in the Sub-Fund are subject to market volatility and there is a risk that they may not recoup the original sum invested.

Investments in equities are subject to price fluctuations at all times. Investments in foreign currencies are also subject to currency fluctuations. A shareholder may not receive back in full the amount invested. Past performance is no guarantee of future results.

### 13. Global risk

This Sub-Fund is a fund for which the global risk resulting from the Sub-Fund's investments is determined using the commitment approach.

### 14. Historical performance

The performance for each share class of this Sub-Fund can be found in the respective KIID. KIIDs can be obtained from the registered office of the Fund and at [www.tareno.com](http://www.tareno.com).

## 7. VARIOPARTNER SICAV – MIV GLOBAL MEDTECH FUND

This Appendix is only valid in connection with the current Sales Prospectus. This Appendix relates to the Sub-Fund VARIOPARTNER SICAV – MIV GLOBAL MEDTECH FUND (the “Sub-Fund”).

### 1. Reference currency

CHF

### 2. Share classes

The following shares classes are issued at the time of this Prospectus:

Share classes	Currency	Type	Investor type	Minimum subscription	ISIN	Launch date
P <sub>1</sub>	CHF	Capitalisation	Private and institutional	None	LU0329630999	11.03.2008
P <sub>2</sub>	EUR	Capitalisation	Private and institutional	None	LU0329630130	13.01.2010
P <sub>3</sub>	USD	Capitalisation	Private and institutional	None	LU0969575561	21.10.2013
I <sub>1</sub>	CHF	Capitalisation	Private and institutional	CHF 500,000	LU0329631377	11.03.2008
I <sub>2</sub>	EUR	Capitalisation	Private and institutional	EUR 300,000	LU0329631708	16.06.2010
I <sub>3</sub>	USD	Capitalisation	Private and institutional	USD 500,000	LU0969575645	04.11.2013
N <sub>1</sub>	CHF	Capitalisation	Private and institutional	None	LU1769944791	06.03.2018
N <sub>2</sub>	EUR	Capitalisation	Private and institutional	None	LU1769944874	06.03.2018
N <sub>3</sub>	USD	Capitalisation	Private and institutional	None	LU1050446076	03.04.2014

Class P: Shares of the class P are intended for private and institutional investors and are issued as capitalisation shares.

Class I: Shares of the class I are intended for private and institutional investors and are issued as capitalisation shares.

Shares of the class I shall be issued exclusively to the following investors:

1. Investors who make an initial subscription of CHF 500,000 for share class I1, an initial subscription of EUR 300,000 for share class I2 or an initial subscription of USD 500,000 for share class I3 or an initial subscription of the equivalent of CHF 500,000 for a share class in another currency than CHF, EUR or USD as calculated on the day of subscription; or
2. Investors who do not make the above minimum subscriptions but who have concluded a discretionary portfolio management mandate with an asset manager. The asset manager must have been granted appropriate authorisation by the Management Company or by a Distributor appointed directly or indirectly by the Management Company.

Class N: Shares of the class N are intended for private and institutional investors and are issued as capitalisation shares.

Shares of the class N may be subscribed only by:

- investors in the United Kingdom and the Netherlands and
- investors in other countries, acting on their own behalf or on behalf of their own clients (who may be any type of investor) and who have concluded a separate agreement with their clients. The universe of such investors acting on behalf of their own clients include entities who have received a discretionary portfolio management mandate or signed an independent advisory services agreement with their clients.

The shares do not grant any rebates or retrocessions.

The shares of all classes may be issued in currencies other than the reference currency of the Sub-Fund. The respective share class shall receive a subsequent number after the denomination of the relevant share class (e.g. 1,2,3), depending on the currency of the share class.

The currency risk of the share classes issued in currencies other than the reference currency are generally not hedged. Investors in these share classes should therefore note that they are subject to currency risk.

Share classes with the addition "H" in its denomination in connection with the subsequent number as the reference to the currency in which the share class is issued shall extensively hedge the currency risk. Unless specified anything to the contrary, the Sub-Fund shall extensively hedge the main investment currency of the Sub-Fund which is USD (as opposed to the reference currency of the Sub-Fund which is CHF) against the currency risk of those share classes.

Share classes are normally issued as capitalisation classes. If a share class is a distribution share class, the share classes denomination shall receive an addition DIS for distribution.

Any use of the share class denomination without specification of the way of income use (i.e. distribution or capitalisation) shall mean that the relevant statement or share class feature apply to both ways of income use (i.e. distribution and capitalisation). The same applies mutatis mutandis to share classes issued in non-reference currencies and hedged the currency risk.

The Fund will solely issue or convert class I and class N shares under the afore-mentioned conditions. I shares are not exclusively reserved for "institutional investors" within the meaning of article 174 of the 2010 Law.

If it comes to the notice of the Board of Directors that shares have been bought by ineligible persons as per the Fund's Articles of Association or if a holder of I or N shares no longer fulfils the criteria for acquiring I or N shares, the Fund shall be entitled at any time to repurchase the shares concerned in accordance with the provisions for redemption in the Sales Prospectus or convert the shares concerned into shares in another class of shares not expressly reserved for institutional investors (provided there is a similar share class with these characteristics). The shareholder shall then be informed that these measures are being taken.

The Board of Directors also reserves the right to dissolve a Sub-Fund if it should come to its notice that all shares are held by a single ineligible person.

Interested investors should obtain information about any restrictions on subscriptions before submitting a subscription request to the Fund.

In respect of the minimum subscription amounts for the class I financial institutions and other institutional investors with a comparable function are not permitted to add together the subscriptions of their custody account clients in order to achieve the minimum subscription amounts for class I.

The list of active share classes can be found on [www.mivglobalmedtech.ch](http://www.mivglobalmedtech.ch)

### **3. Investment goal and policy**

This Sub-Fund aims to achieve maximum capital growth by means of investments in the sector of medical technology worldwide.

In order to achieve this, and taking account of the principle of risk diversification, a minimum of two-thirds of the Sub-Fund's total assets are invested directly or indirectly in equities, equity-like transferable securities, participation certificates etc. from issuers worldwide, mainly active in the sector of medical technology.

Besides this, up to one third of the total assets of the Sub-Fund may be invested in participation securities from companies that are not or not principally active in the sector of medical technology. Furthermore, the Sub-Fund can also hold up to one third of its total net assets in liquid assets. The liquid assets are held in CHF or other freely convertible currencies. The foreign currency risks in the Sub-Fund may be hedged. Investments in other UCITS or UCI are not permitted.

Without limiting the range of the term "medical technology", in this connection companies in the field of medical technology include in particular companies which are principally active directly in the field of research, development, production and marketing of products in the sector of medical technology or which support such companies with specific services, or companies with the principal business of taking holdings in such companies.

The above limits must be transparently observed in indirect investments using derivatives. Short-term title securities or cash at bank which cover obligations from derivatives on participation securities from companies in the field of medical

technology, in accordance with the preceding paragraph, must be included when determining the above two-thirds restriction.

Short-term title securities and cash at bank include (i) bonds (excluding convertibles and warrant-linked bonds) and similar notes from issuers worldwide with a remaining term of at most twelve months from private and public debtors worldwide, (ii) money-market instruments from private and public debtors worldwide, and (iii) call and time deposits with terms up to twelve months.

#### **4. Derivatives and securities lending**

The Sub-Fund may, for the purpose of hedging (incl. currency hedging) and the efficient management of the portfolio, make use of derivative financial instruments, which under certain circumstances may result in a corresponding leverage effect.

The Sub-Fund does not engage in any securities lending transactions.

#### **5. Investment Manager**

According to an agreement dated 23 June 2009 with effect from December 2009, the Management Company has appointed MIV Asset Management AG (formerly Suter, Zülle & Partner AG), with registered office at Feldeggstrasse 55, CH-8008 Zurich as Investment Manager of the Sub-Fund (the "Investment Manager"). The Investment Manager is responsible for the daily management of the Sub-Fund.

#### **6. Valuation day**

The net asset value of every share class in the Sub-Fund is calculated for each Business Day, except days on which one of the Sub-Fund's essential primary stock exchanges and/or essential regulated markets is closed.

#### **7. Subscription of shares and issuing commission**

Shares shall be issued at the net asset value (plus any issuing commission mentioned below) of the relevant class as determined on the Valuation Day following the relevant transaction day.

Confirmation of subscriptions executed are sent to the investor within ten business days after the issue of the shares, at the latter's own risk, to the address indicated in the subscription application.

An issuing commission of up to 5% of the issue price/net asset value per share may be charged on subscriptions.

#### **8. Conversion of shares and conversion commission**

Any investor may request conversion of all or part of his shares within the class P as well as his shares within the class I as well as his shares within the class N at the respective net asset values of the relevant share class on the Valuation Day in question. Furthermore, a shareholder may request the conversion of all or part of his shares of class P into class I or N, provided the investor either makes a conversion amounting to the value of the above mentioned minimum subscription amount of the respective share class, has concluded a discretionary portfolio management mandate with an asset manager or has signed a separate fee agreement with a distribution partner of the Management Company as described in section 2 "Share classes" of the Sub-Fund Appendix. In addition, the regulations set forth in section 2 "Share classes" regarding persons who are not or are no longer authorized to purchase shares of the Sub-Fund Appendix shall also apply.

The price at which all or part of the shares in a given class (the "original class") are converted into share classes of another class of the Sub-Fund (the "new class") is determined by means of the following formula:

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

A is the number of shares to be allocated from the new class;

B is the number of shares of the original class to be converted;

C is the applicable net asset value per share of the original class;

D is the applicable net asset value per share of the new class;

E is the exchange rate (if any) between the currency of the original and the new classes.

To cover costs, investors may be charged a handling fee of up to EUR 100 or, if higher than EUR 100, up to 1.5% of A x D.

Fractional registered shares of the new share class shall be allotted to up to three decimal places. Conversions must be made in an amount of at least CHF 5,000, EUR 3,000, USD 5,000 or equivalent to CHF 5,000 in other currencies, with the exception that investors can apply to have their entire shareholding converted at any time even if this is less than CHF 5,000, EUR 3,000 or USD 5,000.

Conversion requests for registered shares may be sent by an electronic method acceptable to the Transfer Agent, Registrar and Domiciliary Agent.

Where registered shares have been issued, a written conversion request must be sent to RBC Investor Services Bank S.A. No other documents are normally required.

For the purpose of protecting investors who have stayed in a class or this Sub-Fund, the Fund is not required to convert or redeem a number of shares that represents more than 10% of the net asset value of a class or the Sub-Fund on one Valuation Day. This restriction applies to all investors who have submitted their shares for repurchase or conversion on the same transaction day. Redemptions and conversions are carried out in proportion to the shares delivered by investors for redemption and conversion on the Valuation Day in question. Any redemption or conversion request not carried out on this day will be carried forward to the next Valuation Day and will be given priority for execution in accordance with the date of the redemption or conversion request on this Valuation Day, subject to the aforesaid limitation. In case of such a postponement of redemption or conversion applications, the Fund will inform the investors concerned accordingly.

An investor may not revoke his/her request for conversion, except in the cases and subject to the same conditions as set out under "Redemption of shares and redemption commission" below.

#### **9. Redemption of shares and redemption commission**

No redemption commission is charged to the investor.

The redemption price of the shares is available at the registered office of the Fund.

Redemption requests for registered shares may be sent by an electronic method acceptable to the Transfer Agent, Registrar and Domiciliary Agent.

Where registered shares have been issued, a written redemption request must be sent to the Transfer Agent, Registrar and Domiciliary Agent. Normally, no other documents are required.

#### **10. Fees and expenses**

The maximum rates set out below for the management fee will be charged to the share classes of the Sub-Fund at the end of each month. General information on the management fee can be found in section 20 "Fees and expenses" of the General Part. The management fee is calculated based on the daily net asset value of the Sub-Fund.

Class P	up to 1.5% p.a.
Class I	up to 0.9% p.a.
Class N	up to 1.1% p.a.

The exact amount of the management fees paid is given in the semi-annual and annual report.

In addition, the share classes of the Sub-Fund are charged a maximum of the rate specified for the service fee in the General Part under 20.3 "Service fee" on a monthly basis.

Additional fees and expenses are described in section 20.4 "Additional fees and costs" of the General Part. This includes the costs arising for the Investment Manager in relation to this Sub-Fund, in particular for the production and dispatch of the Investment Manager's reports, websites, display and advertising costs as well as the publication costs of the net asset value.

#### **11. Typical investor profile**

This Sub-Fund is geared to private and/or institutional investors, who wish to invest in a widely diversified portfolio of companies in the sector of medical technology for the medium to the long term and to attain an attractive long-term performance on the basis of an adjusted risk. The investor is at all times aware of the risks connected to the goal and investment policy of the Sub-Fund.

**12. Risk profile**

Investors should note that investments in the Sub-Fund are subject to market volatility and there is a risk that they may not recoup the original sum invested.

Investments in equities are subject to price fluctuations at all times. Investments in foreign currencies are also subject to currency fluctuations. A shareholder may not receive back in full the amount invested. Past performance is no guarantee of future results.

**13. Risk classification**

This Sub-Fund is a fund for which the global risk resulting from the Sub-Fund's investments is determined using the commitment approach.

**14. Historical performance**

The performance can be found in the KIID of each share class of this Sub-Fund, which is available at the registered office of the Fund and at [www.mivglobalmedtech.ch](http://www.mivglobalmedtech.ch).

## 8. VARIOPARTNER SICAV – VONTOBEL CONVICTION CONSERVATIVE CHF

This Appendix is only valid in connection with the current Sales Prospectus. The Sub-Fund to which this Appendix relates is the Sub-Fund VARIOPARTNER SICAV – VONTOBEL CONVICTION CONSERVATIVE CHF (the Sub-Fund).

### 1. Reference currency

CHF

### 2. Share classes

The following share classes are issued at the time of this Prospectus:

Share classes	Currency	Type	Investor type	Subscription minimum	ISIN	Launch date

Class A: The shares of the class A are intended for private and institutional investors.

Class F: The shares of the class F are intended for private and institutional investors.

These shares are intended exclusively for investors who have signed at the time of subscription an agreement with a company in the Vontobel Group. The shares do not grant any rebates or retrocessions.

Class N: The shares of the class N are intended for private and institutional investors.

These shares are intended only for a company in the Vontobel Group acting as distributor on behalf of its own clients (who may be any type of investor) and who has concluded a separate agreement with its clients. The shares do not grant any rebates or retrocessions.

Class Q: The shares of the class Q are intended for private and institutional investors.

These shares are intended only for

- investors in the United Kingdom and the Netherlands and
- investors in other countries, acting on their own behalf or on behalf of their own clients (who may be any type of investor) and who have concluded a separate agreement with their clients. The universe of such investors acting on behalf of their own clients include entities who have received a discretionary portfolio management mandate or signed an independent advisory services agreement with their clients.

The shares do not grant any rebates or retrocessions.

Class I : The shares of the class I are intended exclusively for institutional investors in the sense of Art. 174 par. 2 lett. c) of the 2010 Law that invest and hold at least 100'000 in the currency of the share class. The shares do not grant any rebates or retrocessions.

Class G : These shares are intended exclusively for investors who have signed at the time of subscription a discretionary portfolio management agreement with a company in the Vontobel Group. The shares do not grant any rebates or retrocessions.

Class S: These shares may be subscribed only by institutional investors in the sense of Art. 174 par. 2 lett. c) of the 2010 Law who have signed at the time of subscription a special discretionary agreement with a company in the Vontobel Group. The shares do not grant any rebates or retrocessions..

Class R: The shares of the class R are intended for private and institutional investors.

These shares are intended exclusively for investors who are entitled, according to staff regulations of a Vontobel company, to hold shares in their respective account / deposit at Bank Vontobel AG, Zurich, according to employee terms or who have concluded a special agreement with a Vontobel company. It is therefore possible that these shares will be subscribed and held by persons who have access to non-public, material information in relation to the relevant Sub-Fund. In order to prevent conflicts of interest, the Vontobel Group and associated companies have issued

corresponding directives, compliance with which is constantly monitored. The shares do not grant any rebates or retrocessions.

- Class P: The shares of the class P are intended for private and institutional investors.
- These shares are intended exclusively for investors who have signed at the time of subscription an agreement with a company in the Vontobel Group and invest at least 100'000 in the currency of the share class. The shares do not grant any rebates or retrocessions.
- Class V: The shares of the class V are reserved for institutional investors in the sense of Art. 174 par. 2 lett. c) of the 2010 Law, who are a company of the Vontobel Group or who have a cooperation agreement with a company of the Vontobel Group. The shares do not grant any rebates or retrocessions.
- Class VE: The shares of the class VE are intended exclusively for investors, who are a company of the Vontobel Group or who have a cooperation agreement with a company of the Vontobel Group. The shares do not grant any rebates or retrocessions.
- Class U: These shares are intended exclusively for investors who have signed at the time of subscription a special discretionary agreement with a company in the Vontobel Group. The shares do not grant any rebates or retrocessions. Neither management fee nor performance fee are charged for this Share Class.
- Class Z: These shares may be subscribed only by institutional investors in the sense of Art. 174 par. 2 lett. c) of the 2010 Law who have signed at the time of subscription a special discretionary agreement with a company in the Vontobel Group. The shares do not grant any rebates or retrocessions. Neither management fee nor performance fee are charged for this Share Class.

The above-mentioned share class types or combinations thereof may contain the additional denominations from "1" to "10". These Shares shall have the same architecture as the share classes from which they have been derived, but shall have one or another feature distinguishing them from the share classes from which they have been derived. Such special feature may include distributors who are domiciled in certain countries or carry out their business in those countries and who act on behalf of their own clients (who may be any type of investor) providing they fulfil the general eligibility criteria for the relevant share class, investors who have concluded a corresponding agreement with a company belonging to the Vontobel Group or similar. The share classes may be issued in currencies other than the reference currency of the Sub-Fund.

The currency risk of the share classes issued in currencies other than the reference currency is not hedged against the reference currency of the Sub-Fund. **Investors in these share classes should therefore note that they are subject to currency risk.**

Share classes with the addition "H" in its denomination in connection with the abbreviation for the currency in which the share class is issued shall extensively hedge the currency risk. Unless specified anything to the contrary, the Sub-Fund shall extensively hedge the currency risk of those share classes against the reference currency of the Sub-Fund.

Share classes are normally issued as capitalisation classes. The share classes may be issued as distribution share classes. In this case, they shall receive an addition "D" in their denomination.

Any use of the share class denomination without specification of the way of income use (i.e. distribution or capitalisation) shall mean that the relevant statement or share class feature apply to both ways of income use (i.e. distribution and capitalisation). The same applies mutatis mutandis to share classes issued in non-reference currencies and hedged the currency risk.

If it comes to the notice of the Board of Directors that shares have been bought by ineligible persons as per the Fund's Articles of Association and this Sales Prospectus, or should a shareholder no longer fulfil eligibility criteria, then the Fund shall be entitled at any time to repurchase the shares concerned in accordance with the provisions for redemption in the Sales Prospectus or convert the shares concerned into shares in another class of shares not expressly reserved for these investors (provided there is a similar class with these characteristics). The affected shareholder will then be informed about measures taken.

The Board of Directors also reserves the right to dissolve a Sub-Fund if it should come to its notice that all shares are held by a single ineligible person.

Interested investors should obtain information about any restrictions on subscriptions before submitting a subscription request to the Fund.

The list of active share classes can be found on [www.vontobel.com](http://www.vontobel.com)

### **3. Investment objective and policy**

While respecting the principle of risk diversification, the Sub-Fund aims to achieve steady long-term growth in CHF while accepting low volatility and low portfolio risk.

The Sub-Fund invests in various asset classes, weighted according to the current market conditions and their risk contribution. Depending on the market environment, investments in individual asset classes may be dispensed with entirely.

Taking into account the general investment restrictions in section 9 "Investment and borrowing restrictions" of the General Part, the investment objective is expected to be achieved as follows:

- (a) The assets of the Sub-Fund can be invested entirely in bonds, notes and similar fixed and variable rate debt instruments, structured products or investment funds that invest primarily in these securities. The Sub-Fund is furthermore permitted to invest up to 20% of its assets in aggregate in asset- and mortgage-backed securities (ABS/MBS) markets, contingent convertible bonds (CoCo-Bonds) and distressed securities, whereby the investment in distressed securities shall not exceed 10% of the Sub-Fund's net assets.
- (b) Up to 40% of the Sub-Fund's assets may be invested in equities, equity-like transferable securities, participation certificates, structured products or investment funds that invest primarily in these securities.
- (c) Up to 30% of the Sub-Fund's assets may be invested in assets or financial instruments such as derivatives, structured products or investment funds that indirectly enable investors to participate in the performance of alternative investments such as real estate, precious metals and commodities and hedge funds. Exposure to real estate may only be indirect via eligible structured products like Delta-1-certificates (meaning that for a given move in the price of the underlying asset there is expected to be an identical move in the price of the certificate), eligible investment funds, including exchange-traded funds, and companies that themselves invest in or manage real estate (such as closed-ended Real Estate Investment Trusts (REITs) or Real Estate Investment Companies (REICs)) whose securities fulfil the requirement of transferable securities in the sense of section 9.1 "Financial instruments used by individual Sub-Funds" of the General Part, and derivatives whose underlyings are such eligible instruments or eligible real estate indices. Exposure to commodities and precious metals may also only be indirect via other suitable investment funds (UCITS and/or other UCIs), structured products, in particular certificates, and derivatives whose underlyings are eligible indices or structured products. Eligible structured products are those that are traded on a Regulated Market or another market that is regulated, operates regularly and is recognized and open to the public, or are admitted for official trading on the securities exchange of a non-Member State and that do not embed any derivatives.
- (d) The Sub-Fund may invest up to 100% of its net assets in shares of other UCITS and/or UCIs whose investment policy corresponds to that of the Sub-Fund.
- (e) The Sub-Fund may also hold cash.

The reference currency is not necessarily identical to the investment currencies of the Sub-Fund's assets.

The Sub-Fund may also raise its level of cash temporarily during periods in which the Investment Manager deems it advisable to do so for financial or political reasons, or if the opportunities for capital growth are limited.

Please refer to section 7 "Notice regarding general risks" of the General Part where the investment risks are set out in detail.

### **4. Derivatives and securities lending**

The Sub-Fund may, for the purpose of hedging (incl. currency hedging) and achieving the investment objective, make use of derivative financial instruments, which will result in a corresponding leverage effect.

The Sub-Fund does not engage in any securities lending transactions.

## 5. Investment Manager

The Management Company has appointed Bank Vontobel AG, Gotthardstrasse 43, CH-8022 Zurich, Switzerland as Investment Manager of the Sub-Fund (the "Investment Manager").

## 6. Sub-Investment Manager

Bank Vontobel AG has appointed Vontobel Asset Management AG, Gotthardstrasse 43, CH-8022 Zurich, Switzerland, and Vontobel Asset Management S.A. acting through its Munich Branch, Leopoldstrasse 8-10, D-80802 Munich, Germany as sub-investment managers (the "Sub-Investment Manager(s)").

## 7. Valuation day

The net asset value of every share class in the Sub-Fund is calculated for each Business Day, except days on which one of the Sub-Fund's essential primary stock exchanges and/or essential regulated markets is closed.

## 8. Subscription of shares/issuing commission

By way of derogation from the provisions of Section 12 of the General Part, the subscription applications received on any one transaction day (T) before 14:45 Luxembourg time (cut-off time, "Subscription Day") shall be settled at the issue price calculated on the next Business Day (T+1). The payment of the issue price must be received by the Depositary within two (2) Business Days following the Subscription Day (T+2). An issuing commission may amount up to 3.0% of the net asset value per share of the Sub-Fund and may be charged by the distributors of the Sub-Fund.

## 9. Conversion of shares

Any investor may request the full or partial conversion of some or all of his shares from one share class into other share classes of this Sub-Fund or into share classes of sub-funds for which Bank Vontobel AG has been appointed as Investment Manager, provided he fulfils the requirements of section 2 "Share classes" of this Sub-Fund Appendix and section 14 "Conversion of shares" of the General Part. The conversion is performed based on the net asset values of the two share classes in question calculated on a shared valuation date.

The price at which the shares in question are converted into shares of another share class is calculated using the following formula:

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

- A is the number of shares to be allocated from the new class;
- B is the number of shares of the original class to be converted;
- C is the applicable net asset value per share of the original class;
- D is the applicable net asset value per share of the new class;
- E is the exchange rate (if any) between the currency of the original and the new classes.

By way of derogation from the provisions of Section 14 of the General Part, the conversion applications received on any one transaction day (T) before 14:45 Luxembourg time (cut-off time, "Conversion Day") shall be settled at the conversion price calculated on the next valuation day (T+1). The payment of the conversion price, if any, must be received by the Depositary within two (2) Business Days following the Conversion Day (T+2).

## 10. Redemption of shares/redemption commission

By way of derogation from the provisions of Section 13 of the General Part, the redemption applications received on any one transaction day (T) before 14:45 Luxembourg time (cut-off time, "Redemption Day") shall be settled at the redemption price calculated on the next valuation day (T+1). The payment of redemption proceeds shall normally be made within two (2) Business Days following the Redemption Day (T+2). No redemption commission is charged to the investor.

## 11. Fees and expenses

The maximum rates set out below for the management fee will be charged to the share classes of the Sub-Fund:

Class A	up to 2.00% p.a.
Class F	up to 2.00% p.a.
Class N	up to 1.50% p.a.
Class G	up to 1.50% p.a.

Class Q	up to 1.50% p.a.
Class I	up to 1.50% p.a.
Class S	up to 1.50% p.a.
Class R	up to 2.00% p.a.
Class P	up to 1.50% p.a.
Class V	up to 1.00% p.a.
Class VE	up to 1.00% p.a.
Class U	up to 1.50% p.a.
Class Z	up to 1.50% p.a.

Derived share classes (e.g. hedged) or distribution share classes shall have the same pricing as the base share class set forth in the foregoing table.

In addition, a service fee as described in section 20.3 "Service fee" of the General Part will be charged to the share classes of the Sub-Fund. Additional fees and expenses are described in section 20.4 "Additional fees and costs" of the General Part.

## 12. Typical investor profile

This Sub-Fund is suitable for private and institutional investors with a medium- to long-term investment horizon, who wish to invest in a broadly diversified portfolio of shares and medium- and long-term fixed and variable interest securities and to achieve a reasonable investment and high capital gain and return in the knowledge of the associated price fluctuations.

## 13. Risk profile

Investors should note that investments in the Sub-Fund are subject to market volatility and there is a risk that they may not recoup the original sum invested. Investments in fixed and variable rate securities are subject to volatility at all times. Investments in foreign currencies are also subject to currency fluctuations. Past performance is no guarantee of future results.

Investors are advised to read section 7 "Notice Regarding Special Risks" of the General Part and should duly note the contents thereof prior to making any investment in the Sub-Fund. Please refer to the details below for information on risks that investments in this Sub-Fund may entail.

- Distressed securities are debt securities of companies that are in or near default. Investments in distressed securities are very speculative and their outcome strongly depends on the securities selection skills of the portfolio manager. In the case of the favourable outcome, the investment may yield an attractive return as the distressed securities may experience too high discount in their price which is not justified by the fair value of this security. In the reversed case, the total loss may be suffered by the investment if the issuer of the security goes bankrupt and investors do not receive any repayment on their borrowings.
- Distressed securities not only exhibit a higher degree of risk as compared to the risks inherent to the conventional investments in fixed-income securities, but also modify the importance of those and even become subject to risk types which are almost irrelevant for the debt securities of good standing.
- In the sector of the distressed securities, a judge risk gains importance (so-called "J-risk"). As stated above, the distressed securities may be involved in the bankruptcy process. During this process, it is usual that several court trials take place. Particular risks arise resulting from the uncertainty of the outcome of this trials, in particular out of the decisions made by the relevant judge.
- Investments in high-yield bonds are more risky and generally considered to constitute more speculative investments. These bonds comprise a higher credit risk, higher price fluctuations, a higher risk of loss of capital deployed and of ongoing earnings than bonds with a higher credit rating. The high-yield bonds are generally more sensitive to the changes in the macroeconomic conditions. The spread to the higher rated securities tends to widen during the economic slowdown and recession and to tighten during the economic upswing. Higher coupon payable to the high-yield bond holders is considered a compensation for a higher degree of risk taken by the investors.

- Liquidity risk is very important in the high yield bond area, in particular for the distressed securities. Given that many investors are not willing or even not allowed to hold distressed securities, the trading of these securities deteriorates drastically once a security becomes distressed. This may lead to drying up of the market, so that the liquidity risk may even become the most prominent risk for this type of the securities.
- Liquidity risk refers to the inability of a Fund to sell a security or liquidate a position at its fair value. A common consequence of reduced liquidity of a security resp. of a position is an additional discount on the selling resp. liquidation price leading to a wider bid-ask spread as compared to the bid-ask spread charged by the brokers to similar securities which have higher liquidity. In addition, reduced liquidity may have an adverse impact on the ability of the Fund to meet redemption requests, or to meet liquidity needs in response to a specific economic event in a timely manner.
- Contingent convertible bonds (so-called CoCo Bonds) are hybrid fixed-income instruments with embedded derivatives. The embedded derivative is executed automatically upon a certain pre-defined event or a set of events at the pre-determined conversion rate (so-called, trigger). The outcome of the conversion is that a fixed-income security is converted into an equity. This conversion may be detrimental for the investors as the equity holder are subordinated to the holders of the fixed-income securities and absorb all the losses in case of the total loss. An investment in a CoCo Bond can, therefore, experience a total loss.
- Individual design of each single CoCo Bond may bring additional risks which may be significant depending on their level and/ or their combination. These risks may include the following: Trigger level risk (i.e. depending on the trigger level in the relevant issue (i.e. the distance between the capital ratio and the trigger level)); coupon cancellation and their write-off (i.e. given that the CoCo Bonds are structured in a way that coupon payments are entirely discretionary, the cancellation may happen at any time and even in a going concern without triggering an event of default); capital structure inversion risk (i.e. CoCo Bonds investors may suffer a loss of capital even when equity holders do not); call extension risk: CoCo-Bonds are issued as perpetual instruments, callable at predetermined levels only with the approval of the competent authority; liquidity risk: The issuance of CoCo Bonds is generally limited by regulatory prescriptions, whereas investor base demand may further increase. This might lead to a limited trading market and, besides financial weakness of the issuer, legal or contractual restrictions on resale or transfer, political or other reason, entail reduced liquidity of the CoCo Bonds held by the Sub-Fund. A consequence of reduced liquidity of a security is an additional discount on the selling respectively liquidation price. In addition, reduced liquidity may account for an adverse impact on the ability of the Sub-Fund to meet redemption requests, or to meet liquidity needs in response to a specific economic events in a timely manner.
- The investors are strongly advised to consult the general part of the Prospectus for a more detailed description of the risks of investing in CoCo Bonds. In case of doubts, the investors are advised to consult their own financial, legal and/or tax consultant.
- The attention of the investors is drawn to the fact that the structure of ABS/MBS and the pools backing them are often intransparent and the Sub-Fund may be exposed to greater credit and prepayment risks (extension or contraction risks) depending on which tranche of ABS/MBS is purchased by the Sub-Fund.

#### **14. Risk classification**

The global risk resulting from the Sub-Fund's investments is determined using the commitment approach.

#### **15. Historical performance**

The performance can be found in the KIID of each share class of the Sub-Fund. KIIDs can be obtained from the registered office of the Fund and at [www.vontobel.com/AM](http://www.vontobel.com/AM).

## 9. VARIOPARTNER SICAV – VONTOBEL CONVICTION CONSERVATIVE EUR

This Appendix is only valid in connection with the current Sales Prospectus. The Sub-Fund to which this Appendix relates is the Sub-Fund VARIOPARTNER SICAV – VONTOBEL CONVICTION CONSERVATIVE EUR (the Sub-Fund).

### 1. Reference currency

EUR

### 2. Share classes

The following classes of shares are issued at the time of this Prospectus:

Share classes	Currency	Type	Investor type	Subscription minimum	ISIN	Launch date
F	EUR	Capitalisation	Private and institutional	None	LU1821894992	15.06.2018

Class A: The shares of the class A are intended for private and institutional investors.

Class F: The shares of the class F are intended for private and institutional investors.

These shares are intended exclusively for investors who have signed at the time of subscription an agreement with a company in the Vontobel Group. The shares do not grant any rebates or retrocessions.

Class N: The shares of the class N are intended for private and institutional investors.

These shares are intended only for a company in the Vontobel Group acting as distributor on behalf of its own clients (who may be any type of investor) and who has concluded a separate agreement with its clients. The shares do not grant any rebates or retrocessions.

Class Q: The shares of the class Q are intended for private and institutional investors.

These shares are intended only for

- investors in the United Kingdom and the Netherlands and
- investors in other countries, acting on their own behalf or on behalf of their own clients (who may be any type of investor) and who have concluded a separate agreement with their clients. The universe of such investors acting on behalf of their own clients include entities who have received a discretionary portfolio management mandate or signed an independent advisory services agreement with their clients.

The shares do not grant any rebates or retrocessions.

Class I : The shares of the class I are intended exclusively for institutional investors in the sense of Art. 174 par. 2 lett. c) of the 2010 Law that invest and hold at least 100'000 in the currency of the share class. The shares do not grant any rebates or retrocessions.

Class G : These shares are intended exclusively for investors who have signed at the time of subscription a discretionary portfolio management agreement with a company in the Vontobel Group. The shares do not grant any rebates or retrocessions.

Class S: These shares may be subscribed only by institutional investors in the sense of Art. 174 par. 2 lett. c) of the 2010 Law who have signed at the time of subscription a special discretionary agreement with a company in the Vontobel Group. The shares do not grant any rebates or retrocessions..

Class R: The shares of the class R are intended for private and institutional investors.

These shares are intended exclusively for investors who are entitled, according to staff regulations of a Vontobel company, to hold shares in their respective account / deposit at Bank Vontobel AG, Zurich, according to employee terms or who have concluded a special agreement with a Vontobel company. It is therefore possible that these shares will be subscribed and held by persons who have access to non-public, material information in relation to the relevant Sub-Fund. In order to prevent conflicts of interest, the Vontobel Group and associated companies have issued

corresponding directives, compliance with which is constantly monitored. The shares do not grant any rebates or retrocessions.

- Class P: The shares of the class P are intended for private and institutional investors.
- These shares are intended exclusively for investors who have signed at the time of subscription an agreement with a company in the Vontobel Group and invest at least 100'000 in the currency of the share class. The shares do not grant any rebates or retrocessions.
- Class V: The shares of the class V are reserved for institutional investors in the sense of Art. 174 par. 2 lett. c) of the 2010 Law, who are a company of the Vontobel Group or who have a cooperation agreement with a company of the Vontobel Group. The shares do not grant any rebates or retrocessions.
- Class VE: The shares of the class VE are intended exclusively for investors, who are a company of the Vontobel Group or who have a cooperation agreement with a company of the Vontobel Group. The shares do not grant any rebates or retrocessions.
- Class U: These shares are intended exclusively for investors who have signed at the time of subscription a special discretionary agreement with a company in the Vontobel Group. The shares do not grant any rebates or retrocessions. Neither management fee nor performance fee are charged for this Share Class.
- Class Z: These shares may be subscribed only by institutional investors in the sense of Art. 174 par. 2 lett. c) of the 2010 Law who have signed at the time of subscription a special discretionary agreement with a company in the Vontobel Group. The shares do not grant any rebates or retrocessions. Neither management fee nor performance fee are charged for this Share Class.

The above-mentioned share class types or combinations thereof may contain the additional denominations from "1" to "10". These Shares shall have the same architecture as the share classes from which they have been derived, but shall have one or another feature distinguishing them from the share classes from which they have been derived. Such special feature may include distributors who are domiciled in certain countries or carry out their business in those countries and who act on behalf of their own clients (who may be any type of investor) providing they fulfil the general eligibility criteria for the relevant share class, investors who have concluded a corresponding agreement with a company belonging to the Vontobel Group or similar.

The share classes may be issued in currencies other than the reference currency of the Sub-Fund.

The currency risk of the share classes issued in currencies other than the reference currency is not hedged against the reference currency of the Sub-Fund. **Investors in these share classes should therefore note that they are subject to currency risk.**

Share classes with the addition "H" in its denomination in connection with the abbreviation for the currency in which the share class is issued shall extensively hedge the currency risk. Unless specified anything to the contrary, the Sub-Fund shall extensively hedge the currency risk of those share classes against the reference currency of the Sub-Fund.

Share classes are normally issued as capitalisation classes. The share classes may be issued as distribution share classes. In this case, they shall receive an addition "D" in their denomination.

Any use of the share class denomination without specification of the way of income use (i.e. distribution or capitalisation) shall mean that the relevant statement or share class feature apply to both ways of income use (i.e. distribution and capitalisation). The same applies mutatis mutandis to share classes issued in non-reference currencies and hedged the currency risk.

If it comes to the notice of the Board of Directors that shares have been bought by ineligible persons as per the Fund's Articles of Association and this Sales Prospectus, or should a shareholder no longer fulfil eligibility criteria, then the Fund shall be entitled at any time to repurchase the shares concerned in accordance with the provisions for redemption in the Sales Prospectus or convert the shares concerned into shares in another class of shares not expressly reserved for these investors (provided there is a similar class with these characteristics). The affected shareholder will then be informed about measures taken.

The Board of Directors also reserves the right to dissolve a Sub-Fund if it should come to its notice that all shares are held by a single ineligible person.

Interested investors should obtain information about any restrictions on subscriptions before submitting a subscription request to the Fund.

The list of active share classes can be found on [www.vontobel.com](http://www.vontobel.com).

### **3. Investment objective and policy**

While respecting the principle of risk diversification, the Sub-Fund aims to achieve steady long-term growth in EUR while accepting low volatility and low portfolio risk.

The Sub-Fund invests in various asset classes, weighted according to the current market conditions and their risk contribution. Depending on the market environment, investments in individual asset classes may be dispensed with entirely.

Taking into account the general investment restrictions in section 9 “Investment and borrowing restrictions” of the General Part, the investment objective is expected to be achieved as follows:

- (a) The assets of the Sub-Fund can be invested entirely in bonds, notes and similar fixed and variable rate debt instruments, structured products or investment funds that invest primarily in these securities. The Sub-Fund is furthermore permitted to invest up to 20% of its assets in aggregate in asset- and mortgage-backed securities (ABS/MBS) markets, contingent convertible bonds (CoCo-Bonds) and distressed securities, whereby the investment in distressed securities shall not exceed 10% of the Sub-Fund's net assets.
- (b) Up to 40% of the Sub-Fund's assets may be invested in equities, equity-like transferable securities, participation certificates, structured products or investment funds that invest primarily in these securities.
- (c) Up to 30% of the Sub-Fund's assets may be invested in assets or financial instruments such as derivatives, structured products or investment funds that indirectly enable investors to participate in the performance of alternative investments such as real estate, precious metals and commodities and hedge funds. Exposure to real estate may only be indirect via eligible structured products like Delta-1-certificates (meaning that for a given move in the price of the underlying asset there is expected to be an identical move in the price of the certificate), eligible investment funds, including exchange-traded funds, and companies that themselves invest in or manage real estate (such as closed-ended Real Estate Investment Trusts (REITs) or Real Estate Investment Companies (REICs)) whose securities fulfil the requirement of transferable securities in the sense of section 9.1 “Financial instruments used by individual Sub-Funds” of the General Part, and derivatives whose underlyings are such eligible instruments or eligible real estate indices. Exposure to commodities and precious metals may also only be indirect via other suitable investment funds (UCITS and/or other UCIs), structured products, in particular certificates, and derivatives whose underlyings are eligible indices or structured products. Eligible structured products are those that are traded on a Regulated Market or another market that is regulated, operates regularly and is recognized and open to the public, or are admitted for official trading on the securities exchange of a non-Member State and that do not embed any derivatives.
- (d) The Sub-Fund may invest up to 100% of its net assets in shares of other UCITS and/or UCIs whose investment policy corresponds to that of the Sub-Fund.
- (e) The Sub-Fund may also hold cash.

The reference currency is not necessarily identical to the investment currencies of the Sub-Fund's assets.

The Sub-Fund may also raise its level of cash temporarily during periods in which the Investment Manager deems it advisable to do so for financial or political reasons, or if the opportunities for capital growth are limited.

Please refer to section 7 “Notice regarding general risks” of the General Part where the investment risks are set out in detail.

### **4. Derivatives and securities lending**

The Sub-Fund may, for the purpose of hedging (incl. currency hedging) and achieving the investment objective, make use of derivative financial instruments, which will result in a corresponding leverage effect.

The Sub-Fund does not engage in any securities lending transactions.

### **5. Investment Manager**

The Management Company has appointed Bank Vontobel AG, Gotthardstrasse 43, CH-8022 Zurich, Switzerland as Investment Manager of the Sub-Fund (the “Investment Manager”).

## 6. Sub-Investment Manager

Bank Vontobel AG has appointed Vontobel Asset Management AG, Gotthardstrasse 43, CH-8022 Zurich, Switzerland, and Vontobel Asset Management S.A. acting through its Munich Branch, Leopoldstrasse 8-10, D-80802 Munich, Germany as sub-investment managers (the “Sub-Investment Manager(s)”).

## 7. Valuation day

The net asset value of every share class in the Sub-Fund is calculated for each Business Day, except days on which one of the Sub-Fund’s essential primary stock exchanges and/or essential regulated markets is closed.

## 8. Subscription of shares/issuing commission

By way of derogation from the provisions of Section 12 of the General Part, the subscription applications received on any one transaction day (T) before 14:45 Luxembourg time (cut-off time, “Subscription Day”) shall be settled at the issue price calculated on the next Business Day (T+1). The payment of the issue price must be received by the Depositary within two (2) Business Days following the Subscription Day (T+2). An issuing commission may amount up to 3.0% of the net asset value per share of the Sub-Fund and may be charged by the distributors of the Sub-Fund.

## 9. Conversion of shares

Any investor may request the full or partial conversion of some or all of his shares from one share class into other share classes of this Sub-Fund or into share classes of sub-funds for which Bank Vontobel AG has been appointed as Investment Manager, provided he fulfils the requirements of section 2 “Share classes” of this Sub-Fund Appendix and section 14 “Conversion of shares” of the General Part. The conversion is performed based on the net asset values of the two share classes in question calculated on a shared valuation date.

The price at which the shares in question are converted into shares of another share class is calculated using the following formula:

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

- A is the number of shares to be allocated from the new class;
- B is the number of shares of the original class to be converted;
- C is the applicable net asset value per share of the original class;
- D is the applicable net asset value per share of the new class;
- E is the exchange rate (if any) between the currency of the original and the new classes.

By way of derogation from the provisions of Section 14 of the General Part, the conversion applications received on any one transaction day (T) before 14:45 Luxembourg time (cut-off time, “Conversion Day”) shall be settled at the conversion price calculated on the next valuation day (T+1). The payment of the conversion price, if any, must be received by the Depositary within two (2) Business Days following the Conversion Day (T+2).

## 10. Redemption of shares/redemption commission

By way of derogation from the provisions of Section 13 of the General Part, the redemption applications received on any one transaction day (T) before 14:45 Luxembourg time (cut-off time, “Redemption Day”) shall be settled at the redemption price calculated on the next valuation day (T+1). The payment of redemption proceeds shall normally be made within two (2) Business Days following the Redemption Day (T+2). No redemption commission is charged to the investor.

## 11. Fees and expenses

The maximum rates set out below for the management fee will be charged to the share classes of the Sub-Fund:

Class A	up to 2.00% p.a.
Class F	up to 2.00% p.a.
Class N	up to 1.50% p.a.
Class G	up to 1.50% p.a.
Class Q	up to 1.50% p.a.
Class I	up to 1.50% p.a.

Class S	up to 1.50% p.a.
Class R	up to 2.00% p.a.
Class P	up to 1.50% p.a.
Class V	up to 1.00% p.a.
Class VE	up to 1.00% p.a.
Class U	up to 1.50% p.a.
Class Z	up to 1.50% p.a.

Derived share classes (e.g. hedged) or distribution share classes shall have the same pricing as the base share class set forth in the foregoing table.

In addition, a service fee as described in section 20.3 “Service fee” of the General Part will be charged to the share classes of the Sub-Fund. Additional fees and expenses are described in section 20.4 “Additional fees and costs” of the General Part.

## 12. Typical investor profile

This Sub-Fund is suitable for private and institutional investors with a medium- to long-term investment horizon, who wish to invest in a broadly diversified portfolio of shares and medium- and long-term fixed and variable interest securities and to achieve a reasonable investment and high capital gain and return in the knowledge of the associated price fluctuations.

## 13. Risk profile

Investors should note that investments in the Sub-Fund are subject to market volatility and there is a risk that they may not recoup the original sum invested. Investments in fixed and variable rate securities are subject to volatility at all times. Investments in foreign currencies are also subject to currency fluctuations. Past performance is no guarantee of future results.

Investors are advised to read section 7 “Notice Regarding Special Risks” of the General Part and should duly note the contents thereof prior to making any investment in the Sub-Fund. Please refer to the details below for information on risks that investments in this Sub-Fund may entail.

- Distressed securities are debt securities of companies that are in or near default. Investments in distressed securities are very speculative and their outcome strongly depends on the securities selection skills of the portfolio manager. In the case of the favourable outcome, the investment may yield an attractive return as the distressed securities may experience too high discount in their price which is not justified by the fair value of this security. In the reversed case, the total loss may be suffered by the investment if the issuer of the security goes bankrupt and investors do not receive any repayment on their borrowings.
- Distressed securities not only exhibit a higher degree of risk as compared to the risks inherent to the conventional investments in fixed-income securities, but also modify the importance of those and even become subject to risk types which are almost irrelevant for the debt securities of good standing.
- In the sector of the distressed securities, a judge risk gains importance (so-called “J-risk”). As stated above, the distressed securities may be involved in the bankruptcy process. During this process, it is usual that several court trials take place. Particular risks arise resulting from the uncertainty of the outcome of this trials, in particular out of the decisions made by the relevant judge.
- Investments in high-yield bonds are more risky and generally considered to constitute more speculative investments. These bonds comprise a higher credit risk, higher price fluctuations, a higher risk of loss of capital deployed and of ongoing earnings than bonds with a higher credit rating. The high-yield bonds are generally more sensitive to the changes in the macroeconomic conditions. The spread to the higher rated securities tends to widen during the economic slowdown and recession and to tighten during the economic upswing. Higher coupon payable to the high-yield bond holders is considered a compensation for a higher degree of risk taken by the investors.
- Liquidity risk is very important in the high yield bond area, in particular for the distressed securities. Given that many investors are not willing or even not allowed to hold distressed securities, the trading of this securities deteriorates drastically once a security becomes distressed. This may lead to drying up of the market, so that the liquidity risk may even become the most prominent risk for this type of the securities.

- Liquidity risk refers to the inability of a Fund to sell a security or liquidate a position at its fair value. A common consequence of reduced liquidity of a security resp. of a position is an additional discount on the selling resp. liquidation price leading to a wider bid-ask spread as compared to the bid-ask spread charged by the brokers to similar securities which have higher liquidity. In addition, reduced liquidity may have an adverse impact on the ability of the Fund to meet redemption requests, or to meet liquidity needs in response to a specific economic event in a timely manner.
- Contingent convertible bonds (so-called CoCo Bonds) are hybrid fixed-income instruments with embedded derivatives. The embedded derivative is executed automatically upon a certain pre-defined event or a set of events at the pre-determined conversion rate (so-called, trigger). The outcome of the conversion is that a fixed-income security is converted into an equity. This conversion may be detrimental for the investors as the equity holder are subordinated to the holders of the fixed-income securities and absorb all the losses in case of the total loss. An investment in a CoCo Bond can, therefore, experience a total loss.
- Individual design of each single CoCo Bond may bring additional risks which may be significant depending on their level and/ or their combination. These risks may include the following: Trigger level risk (i.e. depending on the trigger level in the relevant issue (i.e. the distance between the capital ratio and the trigger level)); coupon cancellation and their write-off (i.e. given that the CoCo Bonds are structured in a way that coupon payments are entirely discretionary, the cancellation may happen at any time and even in a going concern without triggering an event of default); capital structure inversion risk (i.e. CoCo Bonds investors may suffer a loss of capital even when equity holders do not); call extension risk: CoCo-Bonds are issued as perpetual instruments, callable at predetermined levels only with the approval of the competent authority; liquidity risk: The issuance of CoCo Bonds is generally limited by regulatory prescriptions, whereas investor base demand may further increase. This might lead to a limited trading market and, besides financial weakness of the issuer, legal or contractual restrictions on resale or transfer, political or other reason, entail reduced liquidity of the CoCo Bonds held by the Sub-Fund. A consequence of reduced liquidity of a security is an additional discount on the selling respectively liquidation price. In addition, reduced liquidity may account for an adverse impact on the ability of the Sub-Fund to meet redemption requests, or to meet liquidity needs in response to a specific economic events in a timely manner.
- The investors are strongly advised to consult the general part of the Prospectus for a more detailed description of the risks of investing in CoCo Bonds. In case of doubts, the investors are advised to consult their own financial, legal and/or tax consultant.
- The attention of the investors is drawn to the fact that the structure of ABS/MBS and the pools backing them are often intransparent and the Sub-Fund may be exposed to greater credit and prepayment risks (extension or contraction risks) depending on which tranche of ABS/MBS is purchased by the Sub-Fund.

#### **14. Risk classification**

The global risk resulting from the Sub-Fund's investments is determined using the commitment approach.

#### **15. Historical performance**

The performance can be found in the KIID of each share class of the Sub-Fund. KIIDs can be obtained from the registered office of the Fund and at [www.vontobel.com/AM](http://www.vontobel.com/AM).

## 10. VARIOPARTNER SICAV – VONTOBEL CONVICTION CONSERVATIVE USD

This Appendix is only valid in connection with the current Sales Prospectus. The Sub-Fund to which this Appendix relates is the Sub-Fund VARIOPARTNER SICAV – VONTOBEL CONVICTION CONSERVATIVE USD (the Sub-Fund).

### 1. Reference currency

USD

### 2. Share classes

The following classes of shares are issued at the time of this Prospectus:

Share classes	Currency	Type	Investor type	Subscription minimum	ISIN	Launch date

Class A: The shares of the class A are intended for private and institutional investors.

Class F: The shares of the class F are intended for private and institutional investors.

These shares are intended exclusively for investors who have signed at the time of subscription an agreement with a company in the Vontobel Group. The shares do not grant any rebates or retrocessions.

Class N: The shares of the class N are intended for private and institutional investors.

These shares are intended only for a company in the Vontobel Group acting as distributor on behalf of its own clients (who may be any type of investor) and who has concluded a separate agreement with its clients. The shares do not grant any rebates or retrocessions.

Class Q: The shares of the class Q are intended for private and institutional investors.

These shares are intended only for

- investors in the United Kingdom and the Netherlands and
- investors in other countries, acting on their own behalf or on behalf of their own clients (who may be any type of investor) and who have concluded a separate agreement with their clients. The universe of such investors acting on behalf of their own clients include entities who have received a discretionary portfolio management mandate or signed an independent advisory services agreement with their clients.

The shares do not grant any rebates or retrocessions.

Class I : The shares of the class I are intended exclusively for institutional investors in the sense of Art. 174 par. 2 lett. c) of the 2010 Law that invest and hold at least 100'000 in the currency of the share class. The shares do not grant any rebates or retrocessions.

Class G : These shares are intended exclusively for investors who have signed at the time of subscription a discretionary portfolio management agreement with a company in the Vontobel Group. The shares do not grant any rebates or retrocessions.

Class S: These shares may be subscribed only by institutional investors in the sense of Art. 174 par. 2 lett. c) of the 2010 Law who have signed at the time of subscription a special discretionary agreement with a company in the Vontobel Group. The shares do not grant any rebates or retrocessions..

Class R: The shares of the class R are intended for private and institutional investors.

These shares are intended exclusively for investors who are entitled, according to staff regulations of a Vontobel company, to hold shares in their respective account / deposit at Bank Vontobel AG, Zurich, according to employee terms or who have concluded a special agreement with a Vontobel company. It is therefore possible that these shares will be subscribed and held by persons who have access to non-public, material information in relation to the relevant Sub-Fund. In order to prevent conflicts of interest, the Vontobel Group and associated companies have issued

corresponding directives, compliance with which is constantly monitored. The shares do not grant any rebates or retrocessions.

- Class P: The shares of the class P are intended for private and institutional investors.
- These shares are intended exclusively for investors who have signed at the time of subscription an agreement with a company in the Vontobel Group and invest at least 100'000 in the currency of the share class. The shares do not grant any rebates or retrocessions.
- Class V: The shares of the class V are reserved for institutional investors in the sense of Art. 174 par. 2 lett. c) of the 2010 Law, who are a company of the Vontobel Group or who have a cooperation agreement with a company of the Vontobel Group. The shares do not grant any rebates or retrocessions.
- Class VE: The shares of the class VE are intended exclusively for investors, who are a company of the Vontobel Group or who have a cooperation agreement with a company of the Vontobel Group. The shares do not grant any rebates or retrocessions.
- Class U: These shares are intended exclusively for investors who have signed at the time of subscription a special discretionary agreement with a company in the Vontobel Group. The shares do not grant any rebates or retrocessions. Neither management fee nor performance fee are charged for this Share Class.
- Class Z: These shares may be subscribed only by institutional investors in the sense of Art. 174 par. 2 lett. c) of the 2010 Law who have signed at the time of subscription a special discretionary agreement with a company in the Vontobel Group. The shares do not grant any rebates or retrocessions. Neither management fee nor performance fee are charged for this Share Class.

The above-mentioned share class types or combinations thereof may contain the additional denominations from "1" to "10". These Shares shall have the same architecture as the share classes from which they have been derived, but shall have one or another feature distinguishing them from the share classes from which they have been derived. Such special feature may include distributors who are domiciled in certain countries or carry out their business in those countries and who act on behalf of their own clients (who may be any type of investor) providing they fulfil the general eligibility criteria for the relevant share class, investors who have concluded a corresponding agreement with a company belonging to the Vontobel Group or similar.

The share classes may be issued in currencies other than the reference currency of the Sub-Fund.

The currency risk of the share classes issued in currencies other than the reference currency is not hedged against the reference currency of the Sub-Fund. **Investors in these share classes should therefore note that they are subject to currency risk.**

Share classes with the addition "H" in its denomination in connection with the abbreviation for the currency in which the share class is issued shall extensively hedge the currency risk. Unless specified anything to the contrary, the Sub-Fund shall extensively hedge the currency risk of those share classes against the reference currency of the Sub-Fund.

Share classes are normally issued as capitalisation classes. The share classes may be issued as distribution share classes. In this case, they shall receive an addition "D" in their denomination.

Any use of the share class denomination without specification of the way of income use (i.e. distribution or capitalisation) shall mean that the relevant statement or share class feature apply to both ways of income use (i.e. distribution and capitalisation). The same applies mutatis mutandis to share classes issued in non-reference currencies and hedged the currency risk.

If it comes to the notice of the Board of Directors that shares have been bought by ineligible persons as per the Fund's Articles of Association and this Sales Prospectus, or should a shareholder no longer fulfil eligibility criteria, then the Fund shall be entitled at any time to repurchase the shares concerned in accordance with the provisions for redemption in the Sales Prospectus or convert the shares concerned into shares in another class of shares not expressly reserved for these investors (provided there is a similar class with these characteristics). The affected shareholder will then be informed about measures taken.

The Board of Directors also reserves the right to dissolve a Sub-Fund if it should come to its notice that all shares are held by a single ineligible person.

Interested investors should obtain information about any restrictions on subscriptions before submitting a subscription request to the Fund.

The list of active share classes can be found on [www.vontobel.com](http://www.vontobel.com).

### **3. Investment objective and policy**

While respecting the principle of risk diversification, the Sub-Fund aims to achieve steady long-term growth in USD while accepting low volatility and low portfolio risk.

The Sub-Fund invests in various asset classes, weighted according to the current market conditions and their risk contribution. Depending on the market environment, investments in individual asset classes may be dispensed with entirely.

Taking into account the general investment restrictions in section 9 “Investment and borrowing restrictions” of the General Part, the investment objective is expected to be achieved as follows:

- (a) The assets of the Sub-Fund can be invested entirely in bonds, notes and similar fixed and variable rate debt instruments, structured products or investment funds that invest primarily in these securities. The Sub-Fund is furthermore permitted to invest up to 20% of its assets in aggregate in asset- and mortgage-backed securities (ABS/MBS) markets, contingent convertible bonds (CoCo-Bonds) and distressed securities, whereby the investment in distressed securities shall not exceed 10% of the Sub-Fund’s net assets.
- (b) Up to 40% of the Sub-Fund’s assets may be invested in equities, equity-like transferable securities, participation certificates, structured products or investment funds that invest primarily in these securities.
- (c) Up to 30% of the Sub-Fund’s assets may be invested in assets or financial instruments such as derivatives, structured products or investment funds that indirectly enable investors to participate in the performance of alternative investments such as real estate, precious metals and commodities and hedge funds. Exposure to real estate may only be indirect via eligible structured products like Delta-1-certificates (meaning that for a given move in the price of the underlying asset there is expected to be an identical move in the price of the certificate), eligible investment funds, including exchange-traded funds, and companies that themselves invest in or manage real estate (such as closed-ended Real Estate Investment Trusts (REITs) or Real Estate Investment Companies (REICs)) whose securities fulfil the requirement of transferable securities in the sense of section 9.1 “Financial instruments used by individual Sub-Funds” of the General Part, and derivatives whose underlyings are such eligible instruments or eligible real estate indices. Exposure to commodities and precious metals may also only be indirect via other suitable investment funds (UCITS and/or other UCIs), structured products, in particular certificates, and derivatives whose underlyings are eligible indices or structured products. Eligible structured products are those that are traded on a Regulated Market or another market that is regulated, operates regularly and is recognized and open to the public, or are admitted for official trading on the securities exchange of a non-Member State and that do not embed any derivatives.
- (d) The Sub-Fund may invest up to 100% of its net assets in shares of other UCITS and/or UCIs whose investment policy corresponds to that of the Sub-Fund.
- (e) The Sub-Fund may also hold cash.

The reference currency is not necessarily identical to the investment currencies of the Sub-Fund’s assets.

The Sub-Fund may also raise its level of cash temporarily during periods in which the Investment Manager deems it advisable to do so for financial or political reasons, or if the opportunities for capital growth are limited.

Please refer to section 7 “Notice regarding general risks” of the General Part where the investment risks are set out in detail.

### **4. Derivatives and securities lending**

The Sub-Fund may, for the purpose of hedging (incl. currency hedging) and the achieving of the investment objective, make use of derivative financial instruments, which will result in a corresponding leverage effect.

The Sub-Fund does not engage in any securities lending transactions.

## 5. Investment Manager

The Management Company has appointed Bank Vontobel AG, Gotthardstrasse 43, CH-8022 Zurich, Switzerland as Investment Manager of the Sub-Fund (the "Investment Manager").

## 6. Sub-Investment Manager

Bank Vontobel AG has appointed Vontobel Asset Management AG, Gotthardstrasse 43, CH-8022 Zurich, Switzerland, and Vontobel Asset Management S.A. acting through its Munich Branch, Leopoldstrasse 8-10, D-80802 Munich, Germany as sub-investment managers (the "Sub-Investment Manager(s)").

## 7. Valuation day

The net asset value of every share class in the Sub-Fund is calculated for each Business Day, except days on which one of the Sub-Fund's essential primary stock exchanges and/or essential regulated markets is closed.

## 8. Subscription of shares/issuing commission

By way of derogation from the provisions of Section 12 of the General Part, the subscription applications received on any one transaction day (T) before 14:45 Luxembourg time (cut-off time, "Subscription Day") shall be settled at the issue price calculated on the next Business Day (T+1). The payment of the issue price must be received by the Depositary within two (2) Business Days following the Subscription Day (T+2). An issuing commission may amount up to 3.0% of the net asset value per share of the Sub-Fund and may be charged by the distributors of the Sub-Fund.

## 9. Conversion of shares

Any investor may request the full or partial conversion of some or all of his shares from one share class into other share classes of this Sub-Fund or into share classes of sub-funds for which Bank Vontobel AG has been appointed as Investment Manager, provided he fulfils the requirements of section 2 "Share classes" of this Sub-Fund Appendix and section 14 "Conversion of shares" of the General Part. The conversion is performed based on the net asset values of the two share classes in question calculated on a shared valuation date.

The price at which the shares in question are converted into shares of another share class is calculated using the following formula:

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

A is the number of shares to be allocated from the new class;

B is the number of shares of the original class to be converted;

C is the applicable net asset value per share of the original class;

D is the applicable net asset value per share of the new class;

E is the exchange rate (if any) between the currency of the original and the new classes.

By way of derogation from the provisions of Section 14 of the General Part, the conversion applications received on any one transaction day (T) before 14:45 Luxembourg time (cut-off time, "Conversion Day") shall be settled at the conversion price calculated on the next valuation day (T+1). The payment of the conversion price, if any, must be received by the Depositary within two (2) Business Days following the Conversion Day (T+2).

## 10. Redemption of shares/redemption commission

By way of derogation from the provisions of Section 13 of the General Part, the redemption applications received on any one transaction day (T) before 14:45 Luxembourg time (cut-off time, "Redemption Day") shall be settled at the redemption price calculated on the next valuation day (T+1). The payment of redemption proceeds shall normally be made within two (2) Business Days following the Redemption Day (T+2).

No redemption commission is charged to the investor.

## 11. Fees and expenses

The maximum rates set out below for the management fee will be charged to the share classes of the Sub-Fund:

Class A	up to 2.00% p.a.
Class F	up to 2.00% p.a.
Class N	up to 1.50% p.a.
Class G	up to 1.50% p.a.

Class Q	up to 1.50% p.a.
Class I	up to 1.50% p.a.
Class S	up to 1.50% p.a.
Class R	up to 2.00% p.a.
Class P	up to 1.50% p.a.
Class V	up to 1.00% p.a.
Class VE	up to 1.00% p.a.
Class U	up to 1.50% p.a.
Class Z	up to 1.50% p.a.

Derived share classes (e.g. hedged) or distribution share classes shall have the same pricing as the base share class set forth in the foregoing table.

In addition, a service fee as described in section 20.3 "Service fee" of the General Part will be charged to the share classes of the Sub-Fund. Additional fees and expenses are described in section 20.4 "Additional fees and costs" of the General Part.

## 12. Typical investor profile

This Sub-Fund is suitable for private and institutional investors with a medium- to long-term investment horizon, who wish to invest in a broadly diversified portfolio of shares and medium- and long-term fixed and variable interest securities and to achieve a reasonable investment and high capital gain and return in the knowledge of the associated price fluctuations.

## 13. Risk profile

Investors should note that investments in the Sub-Fund are subject to market volatility and there is a risk that they may not recoup the original sum invested. Investments in fixed and variable rate securities are subject to volatility at all times. Investments in foreign currencies are also subject to currency fluctuations. Past performance is no guarantee of future results.

Investors are advised to read section 7 "Notice Regarding Special Risks" of the General Part and should duly note the contents thereof prior to making any investment in the Sub-Fund. Please refer to the details below for information on risks that investments in this Sub-Fund may entail.

- Distressed securities are debt securities of companies that are in or near default. Investments in distressed securities are very speculative and their outcome strongly depends on the securities selection skills of the portfolio manager. In the case of the favourable outcome, the investment may yield an attractive return as the distressed securities may experience too high discount in their price which is not justified by the fair value of this security. In the reversed case, the total loss may be suffered by the investment if the issuer of the security goes bankrupt and investors do not receive any repayment on their borrowings.
- Distressed securities not only exhibit a higher degree of risk as compared to the risks inherent to the conventional investments in fixed-income securities, but also modify the importance of those and even become subject to risk types which are almost irrelevant for the debt securities of good standing.
- In the sector of the distressed securities, a judge risk gains importance (so-called "J-risk"). As stated above, the distressed securities may be involved in the bankruptcy process. During this process, it is usual that several court trials take place. Particular risks arise resulting from the uncertainty of the outcome of this trials, in particular out of the decisions made by the relevant judge.
- Investments in high-yield bonds are more risky and generally considered to constitute more speculative investments. These bonds comprise a higher credit risk, higher price fluctuations, a higher risk of loss of capital deployed and of ongoing earnings than bonds with a higher credit rating. The high-yield bonds are generally more sensitive to the changes in the macroeconomic conditions. The spread to the higher rated securities tends to widen during the economic slowdown and recession and to tighten during the economic upswing. Higher coupon payable to the high-yield bond holders is considered a compensation for a higher degree of risk taken by the investors.

- Liquidity risk is very important in the high yield bond area, in particular for the distressed securities. Given that many investors are not willing or even not allowed to hold distressed securities, the trading of these securities deteriorates drastically once a security becomes distressed. This may lead to drying up of the market, so that the liquidity risk may even become the most prominent risk for this type of the securities.
- Liquidity risk refers to the inability of a Fund to sell a security or liquidate a position at its fair value. A common consequence of reduced liquidity of a security resp. of a position is an additional discount on the selling resp. liquidation price leading to a wider bid-ask spread as compared to the bid-ask spread charged by the brokers to similar securities which have higher liquidity. In addition, reduced liquidity may have an adverse impact on the ability of the Fund to meet redemption requests, or to meet liquidity needs in response to a specific economic event in a timely manner.
- Contingent convertible bonds (so-called CoCo Bonds) are hybrid fixed-income instruments with embedded derivatives. The embedded derivative is executed automatically upon a certain pre-defined event or a set of events at the pre-determined conversion rate (so-called, trigger). The outcome of the conversion is that a fixed-income security is converted into an equity. This conversion may be detrimental for the investors as the equity holder are subordinated to the holders of the fixed-income securities and absorb all the losses in case of the total loss. An investment in a CoCo Bond can, therefore, experience a total loss.
- Individual design of each single CoCo Bond may bring additional risks which may be significant depending on their level and/ or their combination. These risks may include the following: Trigger level risk (i.e. depending on the trigger level in the relevant issue (i.e. the distance between the capital ratio and the trigger level)); coupon cancellation and their write-off (i.e. given that the CoCo Bonds are structured in a way that coupon payments are entirely discretionary, the cancellation may happen at any time and even in a going concern without triggering an event of default); capital structure inversion risk (i.e. CoCo Bonds investors may suffer a loss of capital even when equity holders do not); call extension risk: CoCo-Bonds are issued as perpetual instruments, callable at predetermined levels only with the approval of the competent authority; liquidity risk: The issuance of CoCo Bonds is generally limited by regulatory prescriptions, whereas investor base demand may further increase. This might lead to a limited trading market and, besides financial weakness of the issuer, legal or contractual restrictions on resale or transfer, political or other reason, entail reduced liquidity of the CoCo Bonds held by the Sub-Fund. A consequence of reduced liquidity of a security is an additional discount on the selling respectively liquidation price. In addition, reduced liquidity may account for an adverse impact on the ability of the Sub-Fund to meet redemption requests, or to meet liquidity needs in response to a specific economic events in a timely manner.
- The investors are strongly advised to consult the general part of the Prospectus for a more detailed description of the risks of investing in CoCo Bonds. In case of doubts, the investors are advised to consult their own financial, legal and/or tax consultant.
- The attention of the investors is drawn to the fact that the structure of ABS/MBS and the pools backing them are often intransparent and the Sub-Fund may be exposed to greater credit and prepayment risks (extension or contraction risks) depending on which tranche of ABS/MBS is purchased by the Sub-Fund.

#### **14. Risk classification**

The global risk resulting from the Sub-Fund's investments is determined using the commitment approach.

#### **15. Historical performance**

The performance can be found in the KIID of each share class of the Sub-Fund. KIIDs can be obtained from the registered office of the Fund and at [www.vontobel.com/AM](http://www.vontobel.com/AM).

## 11. VARIOPARTNER SICAV – VONTOBEL CONVICTION BALANCED CHF

This Appendix is only valid in connection with the current Sales Prospectus. The Sub-Fund to which this Appendix relates is the Sub-Fund VARIOPARTNER SICAV – VONTOBEL CONVICTION BALANCED CHF (the Sub-Fund).

### 1. Reference currency

CHF

### 2. Share classes

The following classes of shares are issued at the time of this Prospectus:

Share classes	Currency	Type	Investor type	Subscription minimum	ISIN	Launch date
R1	CHF	Capitalisation	Private and institutional	None	LU0907850522	01.07.2013
F	CHF	Capitalisation	Private and institutional	None	LU1821895882	15.06.2018

Class R1: These shares are intended exclusively to investors who have signed at the time of subscription a special agreement with a company in the Vontobel Group or with a cooperation partner of Vontobel Group. The shares do not grant any rebates or retrocessions.

Class A: The shares of the class A are intended for private and institutional investors.

Class F: The shares of the class F are intended for private and institutional investors.

These shares are intended exclusively for investors who have signed at the time of subscription an agreement with a company in the Vontobel Group. The shares do not grant any rebates or retrocessions.

Class N: The shares of the class N are intended for private and institutional investors.

These shares are intended only for a company in the Vontobel Group acting as distributor on behalf of its own clients (who may be any type of investor) and who has concluded a separate agreement with its clients. The shares do not grant any rebates or retrocessions.

Class Q: The shares of the class Q are intended for private and institutional investors.

These shares are intended only for

- investors in the United Kingdom and the Netherlands and
- investors in other countries, acting on their own behalf or on behalf of their own clients (who may be any type of investor) and who have concluded a separate agreement with their clients. The universe of such investors acting on behalf of their own clients include entities who have received a discretionary portfolio management mandate or signed an independent advisory services agreement with their clients.

The shares do not grant any rebates or retrocessions.

Class I : The shares of the class I are intended exclusively for institutional investors in the sense of Art. 174 par. 2 lett. c) of the 2010 Law that invest and hold at least 100'000 in the currency of the share class. The shares do not grant any rebates or retrocessions.

Class G : These shares are intended exclusively for investors who have signed at the time of subscription a discretionary portfolio management agreement with a company in the Vontobel Group. The shares do not grant any rebates or retrocessions.

Class S: These shares may be subscribed only by institutional investors in the sense of Art. 174 par. 2 lett. c) of the 2010 Law who have signed at the time of subscription a special discretionary agreement with a company in the Vontobel Group. The shares do not grant any rebates or retrocessions..

Class R: The shares of the class R are intended for private and institutional investors.

These shares are intended exclusively for investors who are entitled, according to staff regulations of a Vontobel company, to hold shares in their respective account / deposit at Bank Vontobel AG, Zurich, according to employee terms or who have concluded a special agreement with a Vontobel company. It is therefore possible that these shares will be subscribed and held by persons who have access to non-public, material information in relation to the relevant Sub-Fund. In order to prevent conflicts of interest, the Vontobel Group and associated companies have issued corresponding directives, compliance with which is constantly monitored. The shares do not grant any rebates or retrocessions.

- Class P: The shares of the class P are intended for private and institutional investors.
- These shares are intended exclusively for investors who have signed at the time of subscription an agreement with a company in the Vontobel Group and invest at least 100'000 in the currency of the share class. The shares do not grant any rebates or retrocessions.
- Class V: The shares of the class V are reserved for institutional investors in the sense of Art. 174 par. 2 lett. c) of the 2010 Law, who are a company of the Vontobel Group or who have a cooperation agreement with a company of the Vontobel Group. The shares do not grant any rebates or retrocessions.
- Class VE: The shares of the class VE are intended exclusively for investors, who are a company of the Vontobel Group or who have a cooperation agreement with a company of the Vontobel Group. The shares do not grant any rebates or retrocessions.
- Class U: These shares are intended exclusively for investors who have signed at the time of subscription a special discretionary agreement with a company in the Vontobel Group. The shares do not grant any rebates or retrocessions. Neither management fee nor performance fee are charged for this Share Class.
- Class Z: These shares may be subscribed only by institutional investors in the sense of Art. 174 par. 2 lett. c) of the 2010 Law who have signed at the time of subscription a special discretionary agreement with a company in the Vontobel Group. The shares do not grant any rebates or retrocessions. Neither management fee nor performance fee are charged for this Share Class.

The above-mentioned share class types or combinations thereof may contain the additional denominations from "1" to "10". These Shares shall have the same architecture as the share classes from which they have been derived, but shall have one or another feature distinguishing them from the share classes from which they have been derived. Such special feature may include distributors who are domiciled in certain countries or carry out their business in those countries and who act on behalf of their own clients (who may be any type of investor) providing they fulfill the general eligibility criteria for the relevant share class, investors who have concluded a corresponding agreement with a company belonging to the Vontobel Group or similar.

The share classes may be issued in currencies other than the reference currency of the Sub-Fund.

The currency risk of the share classes issued in currencies other than the reference currency is not hedged against the reference currency of the Sub-Fund. **Investors in these share classes should therefore note that they are subject to currency risk.**

Share classes with the addition "H" in its denomination in connection with the abbreviation for the currency in which the share class is issued shall extensively hedge the currency risk. Unless specified anything to the contrary, the Sub-Fund shall extensively hedge the currency risk of those share classes against the reference currency of the Sub-Fund.

Share classes are normally issued as capitalisation classes. The share classes may be issued as distribution share classes. In this case, they shall receive an addition "D" in their denomination.

Any use of the share class denomination without specification of the way of income use (i.e. distribution or capitalisation) shall mean that the relevant statement or share class feature apply to both ways of income use (i.e. distribution and capitalisation). The same applies mutatis mutandis to share classes issued in non-reference currencies and hedged the currency risk.

If it comes to the notice of the Board of Directors that shares have been bought by ineligible persons as per the Fund's Articles of Association and this Sales Prospectus, or should a shareholder no longer fulfil eligibility criteria, then the Fund shall be entitled at any time to repurchase the shares concerned in accordance with the provisions for redemption in the Sales Prospectus or convert the shares concerned into shares in another class of shares not expressly reserved for

these investors (provided there is a similar class with these characteristics). The affected shareholder will then be informed about measures taken.

The Board of Directors also reserves the right to dissolve a Sub-Fund if it should come to its notice that all shares are held by a single ineligible person.

Interested investors should obtain information about any restrictions on subscriptions before submitting a subscription request to the Fund.

The list of active share classes can be found on [www.vontobel.com](http://www.vontobel.com).

### **3. Investment goal and policy**

While respecting the principle of risk diversification, the Sub-Fund aims to achieve steady long-term growth in CHF while accepting moderate volatility and moderate portfolio risk.

The Sub-Fund invests in various asset classes, weighted according to the current market conditions and their risk contribution. Depending on the market environment, investments in individual asset classes may be dispensed with entirely.

Taking into account the general investment restrictions in section 9 “Investment and borrowing restrictions” of the General Part, the investment objective is expected to be achieved as follows:

- (a) The assets of the Sub-Fund can be invested entirely in bonds, notes and similar fixed and variable rate debt instruments, structured products or investment funds that invest primarily in these securities. The Sub-Fund is furthermore permitted to invest up to 20% of its assets in aggregate in asset- and mortgage-backed securities (ABS/MBS) markets, contingent convertible bonds (CoCo-Bonds) and distressed securities, whereby the investment in distressed securities shall not exceed 10% of the Sub-Fund’s net assets.
- (b) Up to 65% of the Sub-Fund's assets may be invested in equities, equity-like transferable securities, participation certificates, structured products or investment funds that invest primarily in these securities.
- (c) Up to 30% of the Sub-Fund's assets may be invested in assets or financial instruments such as derivatives, structured products or investment funds that indirectly enable investors to participate in the performance of alternative investments such as real estate, precious metals and commodities and hedge funds. Exposure to real estate may only be indirect via eligible structured products like Delta-1-certificates (meaning that for a given move in the price of the underlying asset there is expected to be an identical move in the price of the certificate), eligible investment funds, including exchange-traded funds, and companies that themselves invest in or manage real estate (such as closed-ended Real Estate Investment Trusts (REITs) or Real Estate Investment Companies (REICs)) whose securities fulfil the requirement of transferable securities in the sense of section 9.1 “Financial instruments used by individual Sub-Funds” of the General Part, and derivatives whose underlyings are such eligible instruments or eligible real estate indices. Exposure to commodities and precious metals may also only be indirect via other suitable investment funds (UCITS and/or other UCIs), structured products, in particular certificates, and derivatives whose underlyings are eligible indices or structured products. Eligible structured products are those that are traded on a Regulated Market or another market that is regulated, operates regularly and is recognized and open to the public, or are admitted for official trading on the securities exchange of a non-Member State and that do not embed any derivatives.
- (d) The Sub-Fund may invest up to 100% of its net assets in shares of other UCITS and/or UCIs whose investment policy corresponds to that of the Sub-Fund.
- (e) The Sub-Fund may also hold cash.

The reference currency is not necessarily identical to the investment currencies of the Sub-Fund's assets.

The Sub-Fund may also raise its level of cash temporarily during periods in which the Investment Manager deems it advisable to do so for financial or political reasons, or if the opportunities for capital growth are limited.

Please refer to section 7 “Notice regarding general risks” of the General Part where the investment risks are set out in detail.

### **4. Derivatives and securities lending**

The Sub-Fund may, for the purpose of hedging (incl. currency hedging) and the efficient management of the portfolio, make use of derivative financial instruments, which will result in a corresponding leverage effect.

The Sub-Fund does not engage in any securities lending transactions.

#### **5. Investment Manager**

The Management Company has appointed Bank Vontobel AG, Gotthardstrasse 43, CH-8022 Zurich, Switzerland as Investment Manager of the Sub-Fund (the "Investment Manager").

#### **6. Sub-Investment Manager**

Bank Vontobel AG has appointed Vontobel Asset Management AG, Gotthardstrasse 43, CH-8022 Zurich, Switzerland, and Vontobel Asset Management S.A. acting through its Munich Branch, Leopoldstrasse 8-10, D-80802 Munich, Germany as sub-investment managers (the "Sub-Investment Manager(s)").

#### **7. Valuation day**

The net asset value of every share class in the Sub-Fund is calculated for each Business Day, except days on which one of the Sub-Fund's essential primary stock exchanges and/or essential regulated markets is closed.

#### **8. Subscription of shares/issuing commission**

By way of derogation from the provisions of Section 12 of the General Part, the subscription applications received on any one transaction day (T) before 14:45 Luxembourg time (cut-off time, "Subscription Day") shall be settled at the issue price calculated on the next Business Day (T+1). The payment of the issue price must be received by the Depositary within two (2) Business Days following the Subscription Day (T+2). An issuing commission may amount up to 3.0% of the net asset value per share of the Sub-Fund and may be charged by the distributors of the Sub-Fund.

#### **9. Conversion of shares**

Any investor may request the full or partial conversion of some or all of his shares from one share class into other share classes of this Sub-Fund or into share classes of sub-funds for which Bank Vontobel AG has been appointed as Investment Manager, provided he fulfils the requirements of section 2 "Share classes" of this Sub-Fund Appendix and section 14 "Conversion of shares" of the General Part. The conversion is performed based on the net asset values of the two share classes in question calculated on a shared valuation date.

The price at which the shares in question are converted into shares of another share class is calculated using the following formula:

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

- A is the number of shares to be allocated from the new class;
- B is the number of shares of the original class to be converted;
- C is the applicable net asset value per share of the original class;
- D is the applicable net asset value per share of the new class;
- E is the exchange rate (if any) between the currency of the original and the new classes.

By way of derogation from the provisions of Section 14 of the General Part, the conversion applications received on any one transaction day (T) before 14:45 Luxembourg time (cut-off time, "Conversion Day") shall be settled at the conversion price calculated on the next valuation day (T+1). The payment of the conversion price, if any, must be received by the Depositary within two (2) Business Days following the Conversion Day (T+2).

#### **10. Redemption of shares/redemption commission**

By way of derogation from the provisions of Section 13 of the General Part, the redemption applications received on any one transaction day (T) before 14:45 Luxembourg time (cut-off time, "Redemption Day") shall be settled at the redemption price calculated on the next valuation day (T+1). The payment of redemption proceeds shall normally be made within two (2) Business Days following the Redemption Day (T+2).

No redemption commission is charged to the investor.

### 11. Fees and expenses

The maximum rates set out below for the management fee will be charged to the share classes of the Sub-Fund:

Class R1	up to 1.75% p.a.
Class A	up to 2.00% p.a.
Class F	up to 2.00% p.a.
Class N	up to 1.50% p.a.
Class G	up to 1.50% p.a.
Class Q	up to 1.50% p.a.
Class I	up to 1.50% p.a.
Class S	up to 1.50% p.a.
Class R	up to 2.00% p.a.
Class P	up to 1.50% p.a.
Class V	up to 1.00% p.a.
Class VE	up to 1.00% p.a.
Class U	up to 1.50% p.a.
Class Z	up to 1.50% p.a.

Derived share classes (e.g. hedged) or distribution share classes shall have the same pricing as the base share class set forth in the foregoing table.

In addition, a service fee as described in section 20.3 "Service fee" of the General Part will be charged to the share classes of the Sub-Fund. Additional fees and expenses are described in section 20.4 "Additional fees and costs" of the General Part.

### 12. Typical investor profile

This Sub-Fund is suitable for private and institutional investors with a medium- to long-term investment horizon, who wish to invest in a broadly diversified portfolio of shares and medium- and long-term fixed and variable interest securities and to achieve a reasonable investment and high capital gain and return in the knowledge of the associated price fluctuations.

### 13. Risk profile

Investors should note that investments in the Sub-Fund are subject to market volatility and there is a risk that they may not recoup the original sum invested. Investments in fixed and variable rate securities are subject to volatility at all times. Investments in foreign currencies are also subject to currency fluctuations. Past performance is no guarantee of future results.

Investors are advised to read section 7 "Notice Regarding Special Risks" of the General Part and should duly note the contents thereof prior to making any investment in the Sub-Fund. Please refer to the details below for information on risks that investments in this Sub-Fund may entail.

- Distressed securities are debt securities of companies that are in or near default. Investments in distressed securities are very speculative and their outcome strongly depends on the securities selection skills of the portfolio manager. In the case of the favourable outcome, the investment may yield an attractive return as the distressed securities may experience too high discount in their price which is not justified by the fair value of this security. In the reversed case, the total loss may be suffered by the investment if the issuer of the security goes bankrupt and investors do not receive any repayment on their borrowings.
- Distressed securities not only exhibit a higher degree of risk as compared to the risks inherent to the conventional investments in fixed-income securities, but also modify the importance of those and even become subject to risk types which are almost irrelevant for the debt securities of good standing.
- In the sector of the distressed securities, a judge risk gains importance (so-called "J-risk"). As stated above, the distressed securities may be involved in the bankruptcy process. During this process, it is usual that several

court trials take place. Particular risks arise resulting from the uncertainty of the outcome of this trials, in particular out of the decisions made by the relevant judge.

- Investments in high-yield bonds are more risky and generally considered to constitute more speculative investments. These bonds comprise a higher credit risk, higher price fluctuations, a higher risk of loss of capital deployed and of ongoing earnings than bonds with a higher credit rating. The high-yield bonds are generally more sensitive to the changes in the macroeconomic conditions. The spread to the higher rated securities tends to widen during the economic slowdown and recession and to tighten during the economic upswing. Higher coupon payable to the high-yield bond holders is considered a compensation for a higher degree of risk taken by the investors.
- Liquidity risk is very important in the high yield bond area, in particular for the distressed securities. Given that many investors are not willing or even not allowed to hold distressed securities, the trading of this securities deteriorates drastically once a security becomes distressed. This may lead to drying up of the market, so that the liquidity risk may even become the most prominent risk for this type of the securities.
- Liquidity risk refers to the inability of a Fund to sell a security or liquidate a position at its fair value. A common consequence of reduced liquidity of a security resp. of a position is an additional discount on the selling resp. liquidation price leading to a wider bid-ask spread as compared to the bid-ask spread charged by the brokers to similar securities which have higher liquidity. In addition, reduced liquidity may have an adverse impact on the ability of the Fund to meet redemption requests, or to meet liquidity needs in response to a specific economic event in a timely manner.
- Contingent convertible bonds (so-called CoCo Bonds) are hybrid fixed-income instruments with embedded derivatives. The embedded derivative is executed automatically upon a certain pre-defined event or a set of events at the pre-determined conversion rate (so-called, trigger). The outcome of the conversion is that a fixed-income security is converted into an equity. This conversion may be detrimental for the investors as the equity holder are subordinated to the holders of the fixed-income securities and absorb all the losses in case of the total loss. An investment in a CoCo Bond can, therefore, experience a total loss.
- Individual design of each single CoCo Bond may bring additional risks which may be significant depending on their level and/ or their combination. These risks may include the following: Trigger level risk (i.e. depending on the trigger level in the relevant issue (i.e. the distance between the capital ratio and the trigger level)); coupon cancellation and their write-off (i.e. given that the CoCo Bonds are structured in a way that coupon payments are entirely discretionary, the cancellation may happen at any time and even in a going concern without triggering an event of default); capital structure inversion risk (i.e. CoCo Bonds investors may suffer a loss of capital even when equity holders do not); call extension risk: CoCo-Bonds are issued as perpetual instruments, callable at predetermined levels only with the approval of the competent authority; liquidity risk: The issuance of CoCo Bonds is generally limited by regulatory prescriptions, whereas investor base demand may further increase. This might lead to a limited trading market and, besides financial weakness of the issuer, legal or contractual restrictions on resale or transfer, political or other reason, entail reduced liquidity of the CoCo Bonds held by the Sub-Fund. A consequence of reduced liquidity of a security is an additional discount on the selling respectively liquidation price. In addition, reduced liquidity may account for an adverse impact on the ability of the Sub-Fund to meet redemption requests, or to meet liquidity needs in response to a specific economic events in a timely manner.
- The investors are strongly advised to consult the general part of the Prospectus for a more detailed description of the risks of investing in CoCo Bonds. In case of doubts, the investors are advised to consult their own financial, legal and/or tax consultant.
- The attention of the investors is drawn to the fact that the structure of ABS/MBS and the pools backing them are often intransparent and the Sub-Fund may be exposed to greater credit and prepayment risks (extension or contraction risks) depending on which tranche of ABS/MBS is purchased by the Sub-Fund.

#### **14. Risk classification**

The global risk resulting from the Sub-Fund's investments is determined using the commitment approach.

#### **15. Historical performance**

The performance can be found in the KIID of each share class of the Sub-Fund. KIIDs can be obtained from the registered office of the Fund and at [www.vontobel.com/AM](http://www.vontobel.com/AM).

## 12. VARIOPARTNER SICAV – VONTOBEL CONVICTION BALANCED EUR

This Appendix is only valid in connection with the current Sales Prospectus. The Sub-Fund to which this Appendix relates is the Sub-Fund VARIOPARTNER SICAV – VONTOBEL CONVICTION BALANCED EUR (the Sub-Fund).

### 1. Reference currency

EUR

### 2. Share classes

The following classes of shares are issued at the time of this Prospectus:

Share classes	Currency	Type	Investor type	Subscription minimum	ISIN	Launch date
R1	EUR	Capitalisation	Private and institutional	None	LU0907852734	01.07.2013
F	EUR	Capitalisation	Private and institutional	None	LU1821896260	15.06.2018

Class R1: These shares are intended exclusively to investors who have signed at the time of subscription a special agreement with a company in the Vontobel Group or with a cooperation partner of Vontobel Group. The shares do not grant any rebates or retrocessions.

Class A: The shares of the class A are intended for private and institutional investors.

Class F: These shares are intended exclusively for investors who have signed at the time of subscription an agreement with a company in the Vontobel Group. The shares do not grant any rebates or retrocessions.

Class N: These shares are intended only for a company in the Vontobel Group acting as distributor on behalf of its own clients (who may be any type of investor) and who has concluded a separate agreement with its clients. The shares do not grant any rebates or retrocessions.

Class Q: These shares are intended only for

- investors in the United Kingdom and the Netherlands and
- investors in other countries, acting on their own behalf or on behalf of their own clients (who may be any type of investor) and who have concluded a separate agreement with their clients. The universe of such investors acting on behalf of their own clients include entities who have received a discretionary portfolio management mandate or signed an independent advisory services agreement with their clients.

The shares do not grant any rebates or retrocessions.

Class I : These shares are intended exclusively for institutional investors in the sense of Art. 174 par. 2 lett. c) of the 2010 Law that invest and hold at least 100'000 in the currency of the share class. The shares do not grant any rebates or retrocessions.

Class G : These shares are intended exclusively for investors who have signed at the time of subscription a discretionary portfolio management agreement with a company in the Vontobel Group. The shares do not grant any rebates or retrocessions.

Class S: These shares may be subscribed only by institutional investors in the sense of Art. 174 par. 2 lett. c) of the 2010 Law who have signed at the time of subscription a special discretionary agreement with a company in the Vontobel Group. The shares do not grant any rebates or retrocessions..

Class R: These shares are intended exclusively for investors who are entitled, according to staff regulations of a Vontobel company, to hold shares in their respective account / deposit at Bank Vontobel AG, Zurich, according to employee terms or who have concluded a special agreement with a Vontobel company. It is therefore possible that these shares will be subscribed and held by persons who have access to non-public, material information in relation to the relevant Sub-Fund. In order to prevent conflicts of interest, the Vontobel Group and associated companies have issued corresponding directives, compliance with which is constantly monitored. The shares do not grant any rebates or retrocessions.

Class P:	These shares are intended exclusively for investors who have signed at the time of subscription an agreement with a company in the Vontobel Group and invest at least 100'000 in the currency of the share class. The shares do not grant any rebates or retrocessions.
Class V:	The shares of the class V are reserved for institutional investors in the sense of Art. 174 par. 2 lett. c) of the 2010 Law, who are a company of the Vontobel Group or who have a cooperation agreement with a company of the Vontobel Group. The shares do not grant any rebates or retrocessions.
Class VE:	The shares of the class VE are intended exclusively for investors, who are a company of the Vontobel Group or who have a cooperation agreement with a company of the Vontobel Group. The shares do not grant any rebates or retrocessions.
Class U:	These shares are intended exclusively for investors who have signed at the time of subscription a special discretionary agreement with a company in the Vontobel Group. The shares do not grant any rebates or retrocessions. Neither management fee nor performance fee are charged for this Share Class.
Class Z:	These shares may be subscribed only by institutional investors in the sense of Art. 174 par. 2 lett. c) of the 2010 Law who have signed at the time of subscription a special discretionary agreement with a company in the Vontobel Group. The shares do not grant any rebates or retrocessions. Neither management fee nor performance fee are charged for this Share Class.

The above-mentioned share class types or combinations thereof may contain the additional denominations from "1" to "10". These Shares shall have the same architecture as the share classes from which they have been derived, but shall have one or another feature distinguishing them from the share classes from which they have been derived. Such special feature may include distributors who are domiciled in certain countries or carry out their business in those countries and who act on behalf of their own clients (who may be any type of investor) providing they fulfil the general eligibility criteria for the relevant share class, investors who have concluded a corresponding agreement with a company belonging to the Vontobel Group or similar.

The share classes may be issued in currencies other than the reference currency of the Sub-Fund.

The currency risk of the share classes issued in currencies other than the reference currency is not hedged against the reference currency of the Sub-Fund. **Investors in these share classes should therefore note that they are subject to currency risk.**

Share classes with the addition "H" in its denomination in connection with the abbreviation for the currency in which the share class is issued shall extensively hedge the currency risk. Unless specified anything to the contrary, the Sub-Fund shall extensively hedge the currency risk of those share classes against the reference currency of the Sub-Fund.

Share classes are normally issued as capitalisation classes. The share classes may be issued as distribution share classes. In this case, they shall receive an addition "D" in their denomination.

Any use of the share class denomination without specification of the way of income use (i.e. distribution or capitalisation) shall mean that the relevant statement or share class feature apply to both ways of income use (i.e. distribution and capitalisation). The same applies mutatis mutandis to share classes issued in non-reference currencies and hedged the currency risk.

If it comes to the notice of the Board of Directors that shares have been bought by ineligible persons as per the Fund's Articles of Association and this Sales Prospectus, or should a shareholder no longer fulfil eligibility criteria, then the Fund shall be entitled at any time to repurchase the shares concerned in accordance with the provisions for redemption in the Sales Prospectus or convert the shares concerned into shares in another class of shares not expressly reserved for these investors (provided there is a similar class with these characteristics). The affected shareholder will then be informed about measures taken.

The Board of Directors also reserves the right to dissolve a Sub-Fund if it should come to its notice that all shares are held by a single ineligible person.

Interested investors should obtain information about any restrictions on subscriptions before submitting a subscription request to the Fund.

The list of active share classes can be found on [www.vontobel.com](http://www.vontobel.com).

### **3. Investment goal and policy**

While respecting the principle of risk diversification, the Sub-Fund aims to achieve steady long-term growth in EUR while accepting moderate volatility and moderate portfolio risk.

The Sub-Fund invests in various asset classes, weighted according to the current market conditions and their risk contribution. Depending on the market environment, investments in individual asset classes may be dispensed with entirely.

Taking into account the general investment restrictions in section 9 "Investment and borrowing restrictions" of the General Part, the investment objective is expected to be achieved as follows:

- (a) The assets of the Sub-Fund can be invested entirely in bonds, notes and similar fixed and variable rate debt instruments, structured products or investment funds that invest primarily in these securities. The Sub-Fund is furthermore permitted to invest up to 20% of its assets in aggregate in asset- and mortgage-backed securities (ABS/MBS) markets, contingent convertible bonds (CoCo-Bonds) and distressed securities, whereby the investment in distressed securities shall not exceed 10% of the Sub-Fund's net assets.
- (b) Up to 65% of the Sub-Fund's assets may be invested in equities, equity-like transferable securities, participation certificates, structured products or investment funds that invest primarily in these securities.
- (c) Up to 30% of the Sub-Fund's assets may be invested in assets or financial instruments such as derivatives, structured products or investment funds that indirectly enable investors to participate in the performance of alternative investments such as real estate, precious metals and commodities and hedge funds. Exposure to real estate may only be indirect via eligible structured products like Delta-1-certificates (meaning that for a given move in the price of the underlying asset there is expected to be an identical move in the price of the certificate), eligible investment funds, including exchange-traded funds, and companies that themselves invest in or manage real estate (such as closed-ended Real Estate Investment Trusts (REITs) or Real Estate Investment Companies (REICs)) whose securities fulfil the requirement of transferable securities in the sense of section 9.1 "Financial instruments used by individual Sub-Funds" of the General Part, and derivatives whose underlyings are such eligible instruments or eligible real estate indices. Exposure to commodities and precious metals may also only be indirect via other suitable investment funds (UCITS and/or other UCIs), structured products, in particular certificates, and derivatives whose underlyings are eligible indices or structured products. Eligible structured products are those that are traded on a Regulated Market or another market that is regulated, operates regularly and is recognized and open to the public, or are admitted for official trading on the securities exchange of a non-Member State and that do not embed any derivatives.
- (d) The Sub-Fund may invest up to 100% of its net assets in shares of other UCITS and/or UCIs whose investment policy corresponds to that of the Sub-Fund.
- (e) The Sub-Fund may also hold cash.

The reference currency is not necessarily identical to the investment currencies of the Sub-Fund's assets.

The Sub-Fund may also raise its level of cash temporarily during periods in which the Investment Manager deems it advisable to do so for financial or political reasons, or if the opportunities for capital growth are limited.

Please refer to section 7 "Notice regarding general risks" of the General Part where the investment risks are set out in detail.

### **4. Derivatives and securities lending**

The Sub-Fund may, for the purpose of hedging (incl. currency hedging) and the efficient management of the portfolio, make use of derivative financial instruments, which will result in a corresponding leverage effect.

The Sub-Fund does not engage in any securities lending transactions.

### **5. Investment Manager**

The Management Company has appointed Bank Vontobel AG, Gotthardstrasse 43, CH-8022 Zurich, Switzerland as Investment Manager of the Sub-Fund (the "Investment Manager").

### **6. Sub-Investment Manager**

Bank Vontobel AG has appointed Vontobel Asset Management AG, Gotthardstrasse 43, CH-8022 Zurich, Switzerland, and Vontobel Asset Management S.A. acting through its Munich Branch, Leopoldstrasse 8-10, D-80802 Munich, Germany as sub-investment managers (the "Sub-Investment Manager(s)").

## 7. Valuation day

The net asset value of every share class in the Sub-Fund is calculated for each Business Day, except days on which one of the Sub-Fund's essential primary stock exchanges and/or essential regulated markets is closed.

## 8. Subscription of shares/issuing commission

By way of derogation from the provisions of Section 12 of the General Part, the subscription applications received on any one transaction day (T) before 14:45 Luxembourg time (cut-off time, "Subscription Day") shall be settled at the issue price calculated on the next Business Day (T+1). The payment of the issue price must be received by the Depositary within two (2) Business Days following the Subscription Day (T+2). An issuing commission may amount up to 3.0% of the net asset value per share of the Sub-Fund and may be charged by the distributors of the Sub-Fund.

## 9. Conversion of shares

Any investor may request the full or partial conversion of some or all of his shares from one share class into other share classes of this Sub-Fund or into share classes of sub-funds for which Bank Vontobel AG has been appointed as Investment Manager, provided he fulfils the requirements of section 2 "Share classes" of this Sub-Fund Appendix and section 14 "Conversion of shares" of the General Part. The conversion is performed based on the net asset values of the two share classes in question calculated on a shared valuation date.

The price at which the shares in question are converted into shares of another share class is calculated using the following formula:

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

- A is the number of shares to be allocated from the new class;
- B is the number of shares of the original class to be converted;
- C is the applicable net asset value per share of the original class;
- D is the applicable net asset value per share of the new class;
- E is the exchange rate (if any) between the currency of the original and the new classes.

By way of derogation from the provisions of Section 14 of the General Part, the conversion applications received on any one transaction day (T) before 14:45 Luxembourg time (cut-off time, "Conversion Day") shall be settled at the conversion price calculated on the next valuation day (T+1). The payment of the conversion price, if any, must be received by the Depositary within two (2) Business Days following the Conversion Day (T+2).

## 10. Redemption of shares/redemption commission

By way of derogation from the provisions of Section 13 of the General Part, the redemption applications received on any one transaction day (T) before 14:45 Luxembourg time (cut-off time, "Redemption Day") shall be settled at the redemption price calculated on the next valuation day (T+1). The payment of redemption proceeds shall normally be made within two (2) Business Days following the Redemption Day (T+2). No redemption commission is charged to the investor.

## 11. Fees and expenses

The maximum rates set out below for the management fee will be charged to the share classes of the Sub-Fund:

Class R1	up to 1.75% p.a.
Class A	up to 2.00% p.a.
Class F	up to 2.00% p.a.
Class N	up to 1.50% p.a.
Class G	up to 1.50% p.a.
Class Q	up to 1.50% p.a.
Class I	up to 1.50% p.a.
Class S	up to 1.50% p.a.
Class R	up to 2.00% p.a.

Class P	up to 1.50% p.a.
Class V	up to 1.00% p.a.
Class VE	up to 1.00% p.a.
Class U	up to 1.50% p.a.
Class Z	up to 1.50% p.a.

Derived share classes (e.g. hedged) or distribution share classes shall have the same pricing as the base share class set forth in the foregoing table.

In addition, a service fee as described in section 20.3 "Service fee" of the General Part will be charged to the share classes of the Sub-Fund. Additional fees and expenses are described in section 20.4 "Additional fees and costs" of the General Part.

## 12. Typical investor profile

This Sub-Fund is suitable for private and institutional investors with a medium- to long-term investment horizon, who wish to invest in a broadly diversified portfolio of shares and medium- and long-term fixed and variable interest securities and to achieve a reasonable investment and high capital gain and return in the knowledge of the associated price fluctuations.

## 13. Risk profile

Investors should note that investments in the Sub-Fund are subject to market volatility and there is a risk that they may not recoup the original sum invested. Investments in fixed and variable rate securities are subject to volatility at all times. Investments in foreign currencies are also subject to currency fluctuations. Past performance is no guarantee of future results.

Investors are advised to read section 7 "Notice Regarding Special Risks" of the General Part and should duly note the contents thereof prior to making any investment in the Sub-Fund. Please refer to the details below for information on risks that investments in this Sub-Fund may entail.

- Distressed securities are debt securities of companies that are in or near default. Investments in distressed securities are very speculative and their outcome strongly depends on the securities selection skills of the portfolio manager. In the case of the favourable outcome, the investment may yield an attractive return as the distressed securities may experience too high discount in their price which is not justified by the fair value of this security. In the reversed case, the total loss may be suffered by the investment if the issuer of the security goes bankrupt and investors do not receive any repayment on their borrowings.
- Distressed securities not only exhibit a higher degree of risk as compared to the risks inherent to the conventional investments in fixed-income securities, but also modify the importance of those and even become subject to risk types which are almost irrelevant for the debt securities of good standing.
- In the sector of the distressed securities, a judge risk gains importance (so-called "J-risk"). As stated above, the distressed securities may be involved in the bankruptcy process. During this process, it is usual that several court trials take place. Particular risks arise resulting from the uncertainty of the outcome of this trials, in particular out of the decisions made by the relevant judge.
- Investments in high-yield bonds are more risky and generally considered to constitute more speculative investments. These bonds comprise a higher credit risk, higher price fluctuations, a higher risk of loss of capital deployed and of ongoing earnings than bonds with a higher credit rating. The high-yield bonds are generally more sensitive to the changes in the macroeconomic conditions. The spread to the higher rated securities tends to widen during the economic slowdown and recession and to tighten during the economic upswing. Higher coupon payable to the high-yield bond holders is considered a compensation for a higher degree of risk taken by the investors.
- Liquidity risk is very important in the high yield bond area, in particular for the distressed securities. Given that many investors are not willing or even not allowed to hold distressed securities, the trading of this securities deteriorates drastically once a security becomes distressed. This may lead to drying up of the market, so that the liquidity risk may even become the most prominent risk for this type of the securities.
- Liquidity risk refers to the inability of a Fund to sell a security or liquidate a position at its fair value. A common consequence of reduced liquidity of a security resp. of a position is an additional discount on the selling resp. liquidation price leading to a wider bid-ask spread as compared to the bid-ask spread charged by the brokers

to similar securities which have higher liquidity. In addition, reduced liquidity may have an adverse impact on the ability of the Fund to meet redemption requests, or to meet liquidity needs in response to a specific economic event in a timely manner.

- Contingent convertible bonds (so-called CoCo Bonds) are hybrid fixed-income instruments with embedded derivatives. The embedded derivative is executed automatically upon a certain pre-defined event or a set of events at the pre-determined conversion rate (so-called, trigger). The outcome of the conversion is that a fixed-income security is converted into an equity. This conversion may be detrimental for the investors as the equity holder are subordinated to the holders of the fixed-income securities and absorb all the losses in case of the total loss. An investment in a CoCo Bond can, therefore, experience a total loss.
- Individual design of each single CoCo Bond may bring additional risks which may be significant depending on their level and/ or their combination. These risks may include the following: Trigger level risk (i.e. depending on the trigger level in the relevant issue (i.e. the distance between the capital ratio and the trigger level)); coupon cancellation and their write-off (i.e. given that the CoCo Bonds are structured in a way that coupon payments are entirely discretionary, the cancellation may happen at any time and even in a going concern without triggering an event of default); capital structure inversion risk (i.e. CoCo Bonds investors may suffer a loss of capital even when equity holders do not); call extension risk: CoCo-Bonds are issued as perpetual instruments, callable at predetermined levels only with the approval of the competent authority; liquidity risk: The issuance of Coco Bonds is generally limited by regulatory prescriptions, whereas investor base demand may further increase. This might lead to a limited trading market and, besides financial weakness of the issuer, legal or contractual restrictions on resale or transfer, political or other reason, entail reduced liquidity of the CoCo Bonds held by the Sub-Fund. A consequence of reduced liquidity of a security is an additional discount on the selling respectively liquidation price. In addition, reduced liquidity may account for an adverse impact on the ability of the Sub-Fund to meet redemption requests, or to meet liquidity needs in response to a specific economic events in a timely manner.
- The investors are strongly advised to consult the general part of the Prospectus for a more detailed description of the risks of investing in CoCo Bonds. In case of doubts, the investors are advised to consult their own financial, legal and/or tax consultant.
- The attention of the investors is drawn to the fact that the structure of ABS/MBS and the pools backing them are often intransparent and the Sub-Fund may be exposed to greater credit and prepayment risks (extension or contraction risks) depending on which tranche of ABS/MBS is purchased by the Sub-Fund.

#### **14. Risk classification**

The global risk resulting from the Sub-Fund's investments is determined using the commitment approach.

#### **15. Historical performance**

Performance can be found in the KIID of each share class of the Sub-Fund. KIIDs can be obtained from the registered office of the Fund and at [www.vontobel.com/AM](http://www.vontobel.com/AM).

### 13. VARIOPARTNER SICAV – VONTOBEL CONVICTION BALANCED USD

This Appendix is only valid in connection with the current Sales Prospectus. The Sub-Fund to which this Appendix relates is the Sub-Fund VARIOPARTNER SICAV – VONTOBEL CONVICTION BALANCED USD (the Sub-Fund).

#### 1. Reference currency

USD

#### 2. Share classes

The following classes of shares are issued at the time of this Prospectus:

Share classes	Currency	Type	Investor type	Subscription minimum	ISIN	Launch date
F	USD	Capitalisation	Private and institutional	None	LU1569888719	07.04.2017

Class A: The shares of the class A are intended for private and institutional investors.

Class F: These shares are intended exclusively for investors who have signed at the time of subscription an agreement with a company in the Vontobel Group. The shares do not grant any rebates or retrocessions.

Class N: These shares are intended only for a company in the Vontobel Group acting as distributor on behalf of its own clients (who may be any type of investor) and who has concluded a separate agreement with its clients. The shares do not grant any rebates or retrocessions.

Class Q: These shares are intended only for

- investors in the United Kingdom and the Netherlands and
- investors in other countries, acting on their own behalf or on behalf of their own clients (who may be any type of investor) and who have concluded a separate agreement with their clients. The universe of such investors acting on behalf of their own clients include entities who have received a discretionary portfolio management mandate or signed an independent advisory services agreement with their clients.

The shares do not grant any rebates or retrocessions.

Class I : These shares are intended exclusively for institutional investors in the sense of Art. 174 par. 2 lett. c) of the 2010 Law that invest and hold at least 100'000 in the currency of the share class. The shares do not grant any rebates or retrocessions.

Class G : These shares are intended exclusively for investors who have signed at the time of subscription a discretionary portfolio management agreement with a company in the Vontobel Group. The shares do not grant any rebates or retrocessions.

Class S: These shares may be subscribed only by institutional investors in the sense of Art. 174 par. 2 lett. c) of the 2010 Law who have signed at the time of subscription a special discretionary agreement with a company in the Vontobel Group. The shares do not grant any rebates or retrocessions.

Class R: These shares are intended exclusively for investors who are entitled, according to staff regulations of a Vontobel company, to hold shares in their respective account / deposit at Bank Vontobel AG, Zurich, according to employee terms or who have concluded a special agreement with a Vontobel company. It is therefore possible that these shares will be subscribed and held by persons who have access to non-public, material information in relation to the relevant Sub-Fund. In order to prevent conflicts of interest, the Vontobel Group and associated companies have issued corresponding directives, compliance with which is constantly monitored. The shares do not grant any rebates or retrocessions.

Class P: These shares are intended exclusively for investors who have signed at the time of subscription an agreement with a company in the Vontobel Group and invest at least 100'000 in the currency of the share class. The shares do not grant any rebates or retrocessions.

Class V: The shares of the class V are reserved for institutional investors in the sense of Art. 174 par. 2 lett. c) of the 2010 Law, who are a company of the Vontobel Group or who have a cooperation

agreement with a company of the Vontobel Group. The shares do not grant any rebates or retrocessions.

- Class VE: The shares of the class VE are intended exclusively for investors, who are a company of the Vontobel Group or who have a cooperation agreement with a company of the Vontobel Group. The shares do not grant any rebates or retrocessions.
- Class U: These shares are intended exclusively for investors who have signed at the time of subscription a special discretionary agreement with a company in the Vontobel Group. The shares do not grant any rebates or retrocessions. Neither management fee nor performance fee are charged for this Share Class.
- Class Z: These shares may be subscribed only by institutional investors in the sense of Art. 174 par. 2 lett. c) of the 2010 Law who have signed at the time of subscription a special discretionary agreement with a company in the Vontobel Group. The shares do not grant any rebates or retrocessions. Neither management fee nor performance fee are charged for this Share Class.

The above-mentioned share class types or combinations thereof may contain the additional denominations from "1" to "10". These Shares shall have the same architecture as the share classes from which they have been derived, but shall have one or another feature distinguishing them from the share classes from which they have been derived. Such special feature may include distributors who are domiciled in certain countries or carry out their business in those countries and who act on behalf of their own clients (who may be any type of investor) providing they fulfil the general eligibility criteria for the relevant share class, investors who have concluded a corresponding agreement with a company belonging to the Vontobel Group or similar.

The share classes may be issued in currencies other than the reference currency of the Sub-Fund.

The currency risk of the share classes issued in currencies other than the reference currency is not hedged against the reference currency of the Sub-Fund. **Investors in these share classes should therefore note that they are subject to currency risk.**

Share classes with the addition "H" in its denomination in connection with the abbreviation for the currency in which the share class is issued shall extensively hedge the currency risk. Unless specified anything to the contrary, the Sub-Fund shall extensively hedge the currency risk of those share classes against the reference currency of the Sub-Fund.

Share classes are normally issued as capitalisation classes. The share classes may be issued as distribution share classes. In this case, they shall receive an addition "D" in their denomination.

Any use of the share class denomination without specification of the way of income use (i.e. distribution or capitalisation) shall mean that the relevant statement or share class feature apply to both ways of income use (i.e. distribution and capitalisation). The same applies mutatis mutandis to share classes issued in non-reference currencies and hedged the currency risk.

If it comes to the notice of the Board of Directors that shares have been bought by ineligible persons as per the Fund's Articles of Association and this Sales Prospectus, or should a shareholder no longer fulfil eligibility criteria, then the Fund shall be entitled at any time to repurchase the shares concerned in accordance with the provisions for redemption in the Sales Prospectus or convert the shares concerned into shares in another class of shares not expressly reserved for these investors (provided there is a similar class with these characteristics). The affected shareholder will then be informed about measures taken.

The Board of Directors also reserves the right to dissolve a Sub-Fund if it should come to its notice that all shares are held by a single ineligible person.

Interested investors should obtain information about any restrictions on subscriptions before submitting a subscription request to the Fund.

The list of active share classes can be found on [www.vontobel.com](http://www.vontobel.com).

### **3. Investment objective and policy**

While respecting the principle of risk diversification, the Sub-Fund aims to achieve steady long-term growth in USD while accepting moderate volatility and moderate portfolio risk.

The Sub-Fund invests in various asset classes, weighted according to the current market conditions and their risk contribution. Depending on the market environment, investments in individual asset classes may be dispensed with entirely.

Taking into account the general investment restrictions in section 9 "Investment and borrowing restrictions" of the General Part, the investment objective is expected to be achieved as follows:

- (a) The assets of the Sub-Fund can be invested entirely in bonds, notes and similar fixed and variable rate debt instruments, structured products or investment funds that invest primarily in these securities. The Sub-Fund is furthermore permitted to invest up to 20% of its assets in aggregate in asset- and mortgage-backed securities (ABS/MBS) markets, contingent convertible bonds (CoCo-Bonds) and distressed securities, whereby the investment in distressed securities shall not exceed 10% of the Sub-Fund's net assets.
- (b) Up to 65% of the Sub-Fund's assets may be invested in equities, equity-like transferable securities, participation certificates, structured products or investment funds that invest primarily in these securities.
- (c) Up to 30% of the Sub-Fund's assets may be invested in assets or financial instruments such as derivatives, structured products or investment funds that indirectly enable investors to participate in the performance of alternative investments such as real estate, precious metals and commodities and hedge funds. Exposure to real estate may only be indirect via eligible structured products like Delta-1-certificates (meaning that for a given move in the price of the underlying asset there is expected to be an identical move in the price of the certificate), eligible investment funds, including exchange-traded funds, and companies that themselves invest in or manage real estate (such as closed-ended Real Estate Investment Trusts (REITs) or Real Estate Investment Companies (REICs)) whose securities fulfil the requirement of transferable securities in the sense of section 9.1 "Financial instruments used by individual Sub-Funds" of the General Part, and derivatives whose underlyings are such eligible instruments or eligible real estate indices. Exposure to commodities and precious metals may also only be indirect via other suitable investment funds (UCITS and/or other UCIs), structured products, in particular certificates, and derivatives whose underlyings are eligible indices or structured products. Eligible structured products are those that are traded on a Regulated Market or another market that is regulated, operates regularly and is recognized and open to the public, or are admitted for official trading on the securities exchange of a non-Member State and that do not embed any derivatives.
- (d) The Sub-Fund may invest up to 100% of its net assets in shares of other UCITS and/or UCIs whose investment policy corresponds to that of the Sub-Fund.
- (e) The Sub-Fund may also hold ancillary liquid assets.

The reference currency is not necessarily identical to the investment currencies of the Sub-Fund's assets.

The Sub-Fund may also raise its level of cash temporarily during periods in which the Investment Manager deems it advisable to do so for financial or political reasons, or if the opportunities for capital growth are limited.

Please refer to section 7 "Notice regarding general risks" of the General Part where the investment risks are set out in detail.

#### **4. Derivatives and securities lending**

The Sub-Fund may, for the purpose of hedging (incl. currency hedging) and achieving the investment objective, make use of derivative financial instruments, which will result in a corresponding leverage effect.

The Sub-Fund does not engage in any securities lending transactions.

#### **5. Investment Manager**

The Management Company has appointed Bank Vontobel AG, Gotthardstrasse 43, CH-8022 Zurich, Switzerland as Investment Manager of the Sub-Fund (the "Investment Manager").

#### **6. Sub-Investment Manager**

Bank Vontobel AG has appointed Vontobel Asset Management AG, Gotthardstrasse 43, CH-8022 Zurich, Switzerland, and Vontobel Asset Management S.A. acting through its Munich Branch, Leopoldstrasse 8-10, D-80802 Munich, Germany as sub-investment managers (the "Sub-Investment Manager").

#### **7. Valuation day**

The net asset value of every share class in the Sub-Fund is calculated for each Business Day, except days on which one of the Sub-Fund's essential primary stock exchanges and/or essential regulated markets is closed.

## 8. Subscription of shares/issuing commission

By way of derogation from the provisions of Section 12 of the General Part, the subscription applications received on any one transaction day (T) before 14:45 Luxembourg time (cut-off time, "Subscription Day") shall be settled at the issue price calculated on the next Business Day (T+1). The payment of the issue price must be received by the Depositary within two (2) Business Days following the Subscription Day (T+2). An issuing commission may amount up to 3.0% of the net asset value per share of the Sub-Fund and may be charged by the distributors of the Sub-Fund.

## 9. Conversion of shares

Any investor may request the full or partial conversion of some or all of his shares from one share class into other share classes of this Sub-Fund or into share classes of sub-funds for which Bank Vontobel AG has been appointed as Investment Manager, provided he fulfils the requirements of section 2 "Share classes" of this Sub-Fund Appendix and section 14 "Conversion of shares" of the General Part. The conversion is performed based on the net asset values of the two share classes in question calculated on a shared valuation date.

The price at which the shares in question are converted into shares of another share class is calculated using the following formula:

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

- A is the number of shares to be allocated from the new class;
- B is the number of shares of the original class to be converted;
- C is the applicable net asset value per share of the original class;
- D is the applicable net asset value per share of the new class;
- E is the exchange rate (if any) between the currency of the original and the new classes.

By way of derogation from the provisions of Section 14 of the General Part, the conversion applications received on any one transaction day (T) before 14:45 Luxembourg time (cut-off time, "Conversion Day") shall be settled at the conversion price calculated on the next valuation day (T+1). The payment of the conversion price, if any, must be received by the Depositary within two (2) Business Days following the Conversion Day (T+2).

## 10. Redemption of shares/redemption commission

By way of derogation from the provisions of Section 13 of the General Part, the redemption applications received on any one transaction day (T) before 14:45 Luxembourg time (cut-off time, "Redemption Day") shall be settled at the redemption price calculated on the next valuation day (T+1). The payment of redemption proceeds shall normally be made within two (2) Business Days following the Redemption Day (T+2).

No redemption commission is charged to the investor.

## 11. Fees and expenses

The maximum rates set out below for the management fee will be charged to the share classes of the Sub-Fund:

Class R2	up to 1.60% p.a.
Class A	up to 2.00% p.a.
Class F	up to 2.00% p.a.
Class N	up to 1.50% p.a.
Class G	up to 1.50% p.a.
Class Q	up to 1.50% p.a.
Class I	up to 1.50% p.a.
Class S	up to 1.50% p.a.
Class R	up to 2.00% p.a.
Class P	up to 1.50% p.a.
Class V	up to 1.00% p.a.

Class VE	up to 1.00% p.a.
Class U	up to 1.50% p.a.
Class Z	up to 1.50% p.a.

Derived share classes (e.g. hedged) or distribution share classes shall have the same pricing as the base share class set forth in the foregoing table.

In addition, a service fee as described in section 20.3 "Service fee" of the General Part will be charged to the share classes of the Sub-Fund. Additional fees and expenses are described in section 20.4 "Additional fees and costs" of the General Part.

### 12. Typical investor profile

This Sub-Fund is suitable for private and institutional investors with a medium- to long-term investment horizon, who wish to invest in a broadly diversified portfolio of shares and medium- and long-term fixed and variable interest securities and to achieve a reasonable investment and high capital gain and return in the knowledge of the associated price fluctuations.

### 13. Risk profile

Investors should note that investments in the Sub-Fund are subject to market volatility and there is a risk that they may not recoup the original sum invested. Investments in fixed and variable rate securities are subject to volatility at all times. Investments in foreign currencies are also subject to currency fluctuations. Past performance is no guarantee of future results.

Investors are advised to read section 7 "Notice Regarding Special Risks" of the General Part and should duly note the contents thereof prior to making any investment in the Sub-Fund. Please refer to the details below for information on risks that investments in this Sub-Fund may entail.

- Distressed securities are debt securities of companies that are in or near default. Investments in distressed securities are very speculative and their outcome strongly depends on the securities selection skills of the portfolio manager. In the case of the favourable outcome, the investment may yield an attractive return as the distressed securities may experience too high discount in their price which is not justified by the fair value of this security. In the reversed case, the total loss may be suffered by the investment if the issuer of the security goes bankrupt and investors do not receive any repayment on their borrowings.
- Distressed securities not only exhibit a higher degree of risk as compared to the risks inherent to the conventional investments in fixed-income securities, but also modify the importance of those and even become subject to risk types which are almost irrelevant for the debt securities of good standing.
- In the sector of the distressed securities, a judge risk gains importance (so-called "J-risk"). As stated above, the distressed securities may be involved in the bankruptcy process. During this process, it is usual that several court trials take place. Particular risks arise resulting from the uncertainty of the outcome of this trials, in particular out of the decisions made by the relevant judge.
- Investments in high-yield bonds are more risky and generally considered to constitute more speculative investments. These bonds comprise a higher credit risk, higher price fluctuations, a higher risk of loss of capital deployed and of ongoing earnings than bonds with a higher credit rating. The high-yield bonds are generally more sensitive to the changes in the macroeconomic conditions. The spread to the higher rated securities tends to widen during the economic slowdown and recession and to tighten during the economic upswing. Higher coupon payable to the high-yield bond holders is considered a compensation for a higher degree of risk taken by the investors.
- Liquidity risk is very important in the high yield bond area, in particular for the distressed securities. Given that many investors are not willing or even not allowed to hold distressed securities, the trading of this securities deteriorates drastically once a security becomes distressed. This may lead to drying up of the market, so that the liquidity risk may even become the most prominent risk for this type of the securities.
- Liquidity risk refers to the inability of a Fund to sell a security or liquidate a position at its fair value. A common consequence of reduced liquidity of a security resp. of a position is an additional discount on the selling resp. liquidation price leading to a wider bid-ask spread as compared to the bid-ask spread charged by the brokers to similar securities which have higher liquidity. In addition, reduced liquidity may have an adverse impact on the ability of the Fund to meet redemption requests, or to meet liquidity needs in response to a specific economic event in a timely manner.

- Contingent convertible bonds (so-called CoCo Bonds) are hybrid fixed-income instruments with embedded derivatives. The embedded derivative is executed automatically upon a certain pre-defined event or a set of events at the pre-determined conversion rate (so-called, trigger). The outcome of the conversion is that a fixed-income security is converted into an equity. This conversion may be detrimental for the investors as the equity holder are subordinated to the holders of the fixed-income securities and absorb all the losses in case of the total loss. An investment in a CoCo Bond can, therefore, experience a total loss.
- Individual design of each single CoCo Bond may bring additional risks which may be significant depending on their level and/ or their combination. These risks may include the following: Trigger level risk (i.e. depending on the trigger level in the relevant issue (i.e. the distance between the capital ratio and the trigger level)); coupon cancellation and their write-off (i.e. given that the CoCo Bonds are structured in a way that coupon payments are entirely discretionary, the cancellation may happen at any time and even in a going concern without triggering an event of default); capital structure inversion risk (i.e. CoCo Bonds investors may suffer a loss of capital even when equity holders do not); call extension risk: CoCo-Bonds are issued as perpetual instruments, callable at predetermined levels only with the approval of the competent authority; liquidity risk: The issuance of Coco Bonds is generally limited by regulatory prescriptions, whereas investor base demand may further increase. This might lead to a limited trading market and, besides financial weakness of the issuer, legal or contractual restrictions on resale or transfer, political or other reason, entail reduced liquidity of the CoCo Bonds held by the Sub-Fund. A consequence of reduced liquidity of a security is an additional discount on the selling respectively liquidation price. In addition, reduced liquidity may account for an adverse impact on the ability of the Sub-Fund to meet redemption requests, or to meet liquidity needs in response to a specific economic events in a timely manner.
- The investors are strongly advised to consult the general part of the Prospectus for a more detailed description of the risks of investing in CoCo Bonds. In case of doubts, the investors are advised to consult their own financial, legal and/or tax consultant.
- The attention of the investors is drawn to the fact that the structure of ABS/MBS and the pools backing them are often intransparent and the Sub-Fund may be exposed to greater credit and prepayment risks (extension or contraction risks) depending on which tranche of ABS/MBS is purchased by the Sub-Fund.

#### **14. Risk classification**

The global risk resulting from the Sub-Fund's investments is determined using the commitment approach.

#### **15. Historical performance**

Performance can be found in the KIID of each share class of the Sub-Fund. KIIDs can be obtained from the registered office of the Fund and at [www.vontobel.com/AM](http://www.vontobel.com/AM).

#### 14. VARIOPARTNER SICAV – VONTOBEL CONVICTION FLEXIBLE CHF

This Appendix is only valid in connection with the current Sales Prospectus. The Sub-Fund to which this Appendix relates is the Sub-Fund VARIOPARTNER SICAV – VONTOBEL CONVICTION FLEXIBLE CHF (the Sub-Fund).

##### 1. Reference currency

CHF

##### 2. Share classes

The following classes of shares are issued at the time of this Prospectus:

Share classes	Currency	Type	Investor type	Subscription minimum	ISIN	Launch date

Class A: The shares of the class A are intended for private and institutional investors.

Class F: These shares are intended exclusively for investors who have signed at the time of subscription an agreement with a company in the Vontobel Group. The shares do not grant any rebates or retrocessions.

Class N: These shares are intended only for a company in the Vontobel Group acting as distributor on behalf of its own clients (who may be any type of investor) and who has concluded a separate agreement with its clients. The shares do not grant any rebates or retrocessions.

Class Q: These shares are intended only for

- investors in the United Kingdom and the Netherlands and
- investors in other countries, acting on their own behalf or on behalf of their own clients (who may be any type of investor) and who have concluded a separate agreement with their clients. The universe of such investors acting on behalf of their own clients include entities who have received a discretionary portfolio management mandate or signed an independent advisory services agreement with their clients.

The shares do not grant any rebates or retrocessions.

Class I : These shares are intended exclusively for institutional investors in the sense of Art. 174 par. 2 lett. c) of the 2010 Law that invest and hold at least 100'000 in the currency of the share class. The shares do not grant any rebates or retrocessions.

Class G : These shares are intended exclusively for investors who have signed at the time of subscription a discretionary portfolio management agreement with a company in the Vontobel Group. The shares do not grant any rebates or retrocessions.

Class S: These shares may be subscribed only by institutional investors in the sense of Art. 174 par. 2 lett. c) of the 2010 Law who have signed at the time of subscription a special discretionary agreement with a company in the Vontobel Group. The shares do not grant any rebates or retrocessions.

Class R: These shares are intended exclusively for investors who are entitled, according to staff regulations of a Vontobel company, to hold shares in their respective account / deposit at Bank Vontobel AG, Zurich, according to employee terms or who have concluded a special agreement with a Vontobel company. It is therefore possible that these shares will be subscribed and held by persons who have access to non-public, material information in relation to the relevant Sub-Fund. In order to prevent conflicts of interest, the Vontobel Group and associated companies have issued corresponding directives, compliance with which is constantly monitored. The shares do not grant any rebates or retrocessions.

Class P: These shares are intended exclusively for investors who have signed at the time of subscription an agreement with a company in the Vontobel Group and invest at least 100'000 in the currency of the share class. The shares do not grant any rebates or retrocessions.

Class V: The shares of the class V are reserved for institutional investors in the sense of Art. 174 par. 2 lett. c) of the 2010 Law, who are a company of the Vontobel Group or who have a cooperation

agreement with a company of the Vontobel Group. The shares do not grant any rebates or retrocessions.

- Class VE: The shares of the class VE are intended exclusively for investors, who are a company of the Vontobel Group or who have a cooperation agreement with a company of the Vontobel Group. The shares do not grant any rebates or retrocessions.
- Class U: These shares are intended exclusively for investors who have signed at the time of subscription a special discretionary agreement with a company in the Vontobel Group. The shares do not grant any rebates or retrocessions. Neither management fee nor performance fee are charged for this Share Class.
- Class Z: These shares may be subscribed only by institutional investors in the sense of Art. 174 par. 2 lett. c) of the 2010 Law who have signed at the time of subscription a special discretionary agreement with a company in the Vontobel Group. The shares do not grant any rebates or retrocessions. Neither management fee nor performance fee are charged for this Share Class.

The above-mentioned share class types or combinations thereof may contain the additional denominations from "1" to "10". These Shares shall have the same architecture as the share classes from which they have been derived, but shall have one or another feature distinguishing them from the share classes from which they have been derived. Such special feature may include distributors who are domiciled in certain countries or carry out their business in those countries and who act on behalf of their own clients (who may be any type of investor) providing they fulfil the general eligibility criteria for the relevant share class, investors who have concluded a corresponding agreement with a company belonging to the Vontobel Group or similar.

The share classes may be issued in currencies other than the reference currency of the Sub-Fund.

The currency risk of the share classes issued in currencies other than the reference currency is not hedged against the reference currency of the Sub-Fund. **Investors in these share classes should therefore note that they are subject to currency risk.**

Share classes with the addition "H" in its denomination in connection with the abbreviation for the currency in which the share class is issued shall extensively hedge the currency risk. Unless specified anything to the contrary, the Sub-Fund shall extensively hedge the currency risk of those share classes against the reference currency of the Sub-Fund.

Share classes are normally issued as capitalisation classes. The share classes may be issued as distribution share classes. In this case, they shall receive an addition "D" in their denomination.

Any use of the share class denomination without specification of the way of income use (i.e. distribution or capitalisation) shall mean that the relevant statement or share class feature apply to both ways of income use (i.e. distribution and capitalisation). The same applies mutatis mutandis to share classes issued in non-reference currencies and hedged the currency risk.

If it comes to the notice of the Board of Directors that shares have been bought by ineligible persons as per the Fund's Articles of Association and this Sales Prospectus, or should a shareholder no longer fulfil eligibility criteria, then the Fund shall be entitled at any time to repurchase the shares concerned in accordance with the provisions for redemption in the Sales Prospectus or convert the shares concerned into shares in another class of shares not expressly reserved for these investors (provided there is a similar class with these characteristics). The affected shareholder will then be informed about measures taken.

The Board of Directors also reserves the right to dissolve a Sub-Fund if it should come to its notice that all shares are held by a single ineligible person.

Interested investors should obtain information about any restrictions on subscriptions before submitting a subscription request to the Fund.

The list of active share classes can be found on [www.vontobel.com](http://www.vontobel.com).

### **3. Investment objective and policy**

While respecting the principle of risk diversification, the Sub-Fund aims to achieve steady long-term growth in CHF while accepting higher volatility and higher portfolio risk.

The Sub-Fund invests in various asset classes, weighted according to the current market conditions and their risk contribution. Depending on the market environment, investments in individual asset classes may be dispensed with entirely.

Taking into account the general investment restrictions in section 9 “Investment and borrowing restrictions” of the General Part, the investment objective is expected to be achieved as follows:

- (a) The assets of the Sub-Fund can be invested entirely in bonds, notes and similar fixed and variable rate debt instruments, structured products or investment funds that invest primarily in these securities. The Sub-Fund is furthermore permitted to invest up to 20% of its assets in aggregate in asset- and mortgage-backed securities (ABS/MBS) markets, contingent convertible bonds (CoCo-Bonds) and distressed securities, whereby the investment in distressed securities shall not exceed 10% of the Sub-Fund’s net assets.
- (b) Up to 90% of the Sub-Fund’s assets may be invested in equities, equity-like transferable securities, participation certificates, structured products or investment funds that invest primarily in these securities.
- (c) Up to 30% of the Sub-Fund’s assets may be invested in assets or financial instruments such as derivatives, structured products or investment funds that indirectly enable investors to participate in the performance of alternative investments such as real estate, precious metals and commodities and hedge funds. Exposure to real estate may only be indirect via eligible structured products like Delta-1-certificates (meaning that for a given move in the price of the underlying asset there is expected to be an identical move in the price of the certificate), eligible investment funds, including exchange-traded funds, and companies that themselves invest in or manage real estate (such as closed-ended Real Estate Investment Trusts (REITs) or Real Estate Investment Companies (REICs)) whose securities fulfil the requirement of transferable securities in the sense of section 9.1 “Financial instruments used by individual Sub-Funds” of the General Part, and derivatives whose underlyings are such eligible instruments or eligible real estate indices. Exposure to commodities and precious metals may also only be indirect via other suitable investment funds (UCITS and/or other UCIs), structured products, in particular certificates, and derivatives whose underlyings are eligible indices or structured products. Eligible structured products are those that are traded on a Regulated Market or another market that is regulated, operates regularly and is recognized and open to the public, or are admitted for official trading on the securities exchange of a non-Member State and that do not embed any derivatives.
- (d) The Sub-Fund may invest up to 100% of its net assets in shares of other UCITS and/or UCIs whose investment policy corresponds to that of the Sub-Fund.
- (e) The Sub-Fund may also hold cash.

The reference currency is not necessarily identical to the investment currencies of the Sub-Fund’s assets.

The Sub-Fund may also raise its level of cash temporarily during periods in which the Investment Manager deems it advisable to do so for financial or political reasons, or if the opportunities for capital growth are limited.

Please refer to section 7 “Notice regarding general risks” of the General Part where the investment risks are set out in detail.

#### **4. Derivatives and securities lending**

The Sub-Fund may, for the purpose of hedging (incl. currency hedging) and achieving the investment objective, make use of derivative financial instruments, which will result in a corresponding leverage effect.

The Sub-Fund does not engage in any securities lending transactions.

#### **5. Investment Manager**

The Management Company has appointed Bank Vontobel AG, Gotthardstrasse 43, CH-8022 Zurich, Switzerland as Investment Manager of the Sub-Fund (the “Investment Manager”).

#### **6. Sub-Investment Manager**

Bank Vontobel AG has appointed Vontobel Asset Management AG, Gotthardstrasse 43, CH-8022 Zurich, Switzerland, and Vontobel Asset Management S.A. acting through its Munich Branch, Leopoldstrasse 8-10, D-80802 Munich, Germany as sub-investment managers (the “Sub-Investment Manager”).

#### **7. Valuation day**

The net asset value of every share class in the Sub-Fund is calculated for each Business Day, except days on which one of the Sub-Fund’s essential primary stock exchanges and/or essential regulated markets is closed.

## 8. Subscription of shares/issuing commission

By way of derogation from the provisions of Section 12 of the General Part, the subscription applications received on any one transaction day (T) before 14:45 Luxembourg time (cut-off time, "Subscription Day") shall be settled at the issue price calculated on the next Business Day (T+1). The payment of the issue price must be received by the Depositary within two (2) Business Days following the Subscription Day (T+2). An issuing commission may amount up to 3.0% of the net asset value per share of the Sub-Fund and may be charged by the distributors of the Sub-Fund.

## 9. Conversion of shares

Any investor may request the full or partial conversion of some or all of his shares from one share class into other share classes of this Sub-Fund or into share classes of sub-funds for which Bank Vontobel AG has been appointed as Investment Manager, provided he fulfils the requirements of section 2 "Share classes" of this Sub-Fund Appendix and section 14 "Conversion of shares" of the General Part. The conversion is performed based on the net asset values of the two share classes in question calculated on a shared valuation date.

The price at which the shares in question are converted into shares of another share class is calculated using the following formula:

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

- A is the number of shares to be allocated from the new class;
- B is the number of shares of the original class to be converted;
- C is the applicable net asset value per share of the original class;
- D is the applicable net asset value per share of the new class;
- E is the exchange rate (if any) between the currency of the original and the new classes.

By way of derogation from the provisions of Section 14 of the General Part, the conversion applications received on any one transaction day (T) before 14:45 Luxembourg time (cut-off time, "Conversion Day") shall be settled at the conversion price calculated on the next valuation day (T+1). The payment of the conversion price, if any, must be received by the Depositary within two (2) Business Days following the Conversion Day (T+2).

## 10. Redemption of shares/redemption commission

By way of derogation from the provisions of Section 13 of the General Part, the redemption applications received on any one transaction day (T) before 14:45 Luxembourg time (cut-off time, "Redemption Day") shall be settled at the redemption price calculated on the next valuation day (T+1). The payment of redemption proceeds shall normally be made within two (2) Business Days following the Redemption Day (T+2).

No redemption commission is charged to the investor.

## 11. Fees and expenses

The maximum rates set out below for the management fee will be charged to the share classes of the Sub-Fund:

Class A	up to 2.00% p.a.
Class F	up to 2.00% p.a.
Class N	up to 1.50% p.a.
Class G	up to 1.50% p.a.
Class Q	up to 1.50% p.a.
Class I	up to 1.50% p.a.
Class S	up to 1.50% p.a.
Class R	up to 2.00% p.a.
Class P	up to 1.50% p.a.
Class V	up to 1.00% p.a.
Class VE	up to 1.00% p.a.

Class U	up to 1.50% p.a.
Class Z	up to 1.50% p.a.

Derived share classes (e.g. hedged) or distribution share classes shall have the same pricing as the base share class set forth in the foregoing table.

In addition, a service fee as described in section 20.3 "Service fee" of the General Part will be charged to the share classes of the Sub-Fund. Additional fees and expenses are described in section 20.4 "Additional fees and costs" of the General Part.

### 12. Typical investor profile

This Sub-Fund is suitable for private and institutional investors with a medium- to long-term investment horizon, who wish to invest in a broadly diversified portfolio of shares and medium- and long-term fixed and variable interest securities and to achieve a reasonable investment and high capital gain and return in the knowledge of the associated price fluctuations.

### 13. Risk profile

Investors should note that investments in the Sub-Fund are subject to market volatility and there is a risk that they may not recoup the original sum invested. Investments in fixed and variable rate securities are subject to volatility at all times. Investments in foreign currencies are also subject to currency fluctuations. Past performance is no guarantee of future results.

Investors are advised to read section 7 "Notice Regarding Special Risks" of the General Part and should duly note the contents thereof prior to making any investment in the Sub-Fund. Please refer to the details below for information on risks that investments in this Sub-Fund may entail.

- Distressed securities are debt securities of companies that are in or near default. Investments in distressed securities are very speculative and their outcome strongly depends on the securities selection skills of the portfolio manager. In the case of the favourable outcome, the investment may yield an attractive return as the distressed securities may experience too high discount in their price which is not justified by the fair value of this security. In the reversed case, the total loss may be suffered by the investment if the issuer of the security goes bankrupt and investors do not receive any repayment on their borrowings.
- Distressed securities not only exhibit a higher degree of risk as compared to the risks inherent to the conventional investments in fixed-income securities, but also modify the importance of those and even become subject to risk types which are almost irrelevant for the debt securities of good standing.
- In the sector of the distressed securities, a judge risk gains importance (so-called "J-risk"). As stated above, the distressed securities may be involved in the bankruptcy process. During this process, it is usual that several court trials take place. Particular risks arise resulting from the uncertainty of the outcome of this trials, in particular out of the decisions made by the relevant judge.
- Investments in high-yield bonds are more risky and generally considered to constitute more speculative investments. These bonds comprise a higher credit risk, higher price fluctuations, a higher risk of loss of capital deployed and of ongoing earnings than bonds with a higher credit rating. The high-yield bonds are generally more sensitive to the changes in the macroeconomic conditions. The spread to the higher rated securities tends to widen during the economic slowdown and recession and to tighten during the economic upswing. Higher coupon payable to the high-yield bond holders is considered a compensation for a higher degree of risk taken by the investors.
- Liquidity risk is very important in the high yield bond area, in particular for the distressed securities. Given that many investors are not willing or even not allowed to hold distressed securities, the trading of this securities deteriorates drastically once a security becomes distressed. This may lead to drying up of the market, so that the liquidity risk may even become the most prominent risk for this type of the securities.
- Liquidity risk refers to the inability of a Fund to sell a security or liquidate a position at its fair value. A common consequence of reduced liquidity of a security resp. of a position is an additional discount on the selling resp. liquidation price leading to a wider bid-ask spread as compared to the bid-ask spread charged by the brokers to similar securities which have higher liquidity. In addition, reduced liquidity may have an adverse impact on the ability of the Fund to meet redemption requests, or to meet liquidity needs in response to a specific economic event in a timely manner.

- Contingent convertible bonds (so-called CoCo Bonds) are hybrid fixed-income instruments with embedded derivatives. The embedded derivative is executed automatically upon a certain pre-defined event or a set of events at the pre-determined conversion rate (so-called, trigger). The outcome of the conversion is that a fixed-income security is converted into an equity. This conversion may be detrimental for the investors as the equity holder are subordinated to the holders of the fixed-income securities and absorb all the losses in case of the total loss. An investment in a CoCo Bond can, therefore, experience a total loss.
- Individual design of each single CoCo Bond may bring additional risks which may be significant depending on their level and/ or their combination. These risks may include the following: Trigger level risk (i.e. depending on the trigger level in the relevant issue (i.e. the distance between the capital ratio and the trigger level)); coupon cancellation and their write-off (i.e. given that the CoCo Bonds are structured in a way that coupon payments are entirely discretionary, the cancellation may happen at any time and even in a going concern without triggering an event of default); capital structure inversion risk (i.e. CoCo Bonds investors may suffer a loss of capital even when equity holders do not); call extension risk: CoCo-Bonds are issued as perpetual instruments, callable at predetermined levels only with the approval of the competent authority; liquidity risk: The issuance of Coco Bonds is generally limited by regulatory prescriptions, whereas investor base demand may further increase. This might lead to a limited trading market and, besides financial weakness of the issuer, legal or contractual restrictions on resale or transfer, political or other reason, entail reduced liquidity of the CoCo Bonds held by the Sub-Fund. A consequence of reduced liquidity of a security is an additional discount on the selling respectively liquidation price. In addition, reduced liquidity may account for an adverse impact on the ability of the Sub-Fund to meet redemption requests, or to meet liquidity needs in response to a specific economic events in a timely manner.
- The investors are strongly advised to consult the general part of the Prospectus for a more detailed description of the risks of investing in CoCo Bonds. In case of doubts, the investors are advised to consult their own financial, legal and/or tax consultant.
- The attention of the investors is drawn to the fact that the structure of ABS/MBS and the pools backing them are often intransparent and the Sub-Fund may be exposed to greater credit and prepayment risks (extension or contraction risks) depending on which tranche of ABS/MBS is purchased by the Sub-Fund.

#### **14. Risk classification**

The global risk resulting from the Sub-Fund's investments is determined using the commitment approach.

#### **15. Historical performance**

The performance can be found in the KIID of each share class of the Sub-Fund. KIIDs can be obtained from the registered office of the Fund and at [www.vontobel.com/AM](http://www.vontobel.com/AM).

## 15. VARIOPARTNER SICAV – VONTOBEL CONVICTION FLEXIBLE EUR

This Appendix is only valid in connection with the current Sales Prospectus. The Sub-Fund to which this Appendix relates is the Sub-Fund VARIOPARTNER SICAV – VONTOBEL CONVICTION FLEXIBLE EUR (the Sub-Fund).

### 1. Reference currency

EUR

### 2. Share classes

The following classes of shares are issued at the time of this Prospectus:

Share classes	Currency	Type	Investor type	Subscription minimum	ISIN	Launch date

Class A: The shares of the class A are intended for private and institutional investors.

Class F: These shares are intended exclusively for investors who have signed at the time of subscription an agreement with a company in the Vontobel Group. The shares do not grant any rebates or retrocessions.

Class N: These shares are intended only for a company in the Vontobel Group acting as distributor on behalf of its own clients (who may be any type of investor) and who has concluded a separate agreement with its clients. The shares do not grant any rebates or retrocessions.

Class Q: These shares are intended only for

- investors in the United Kingdom and the Netherlands and
- investors in other countries, acting on their own behalf or on behalf of their own clients (who may be any type of investor) and who have concluded a separate agreement with their clients. The universe of such investors acting on behalf of their own clients include entities who have received a discretionary portfolio management mandate or signed an independent advisory services agreement with their clients.

The shares do not grant any rebates or retrocessions.

Class I : These shares are intended exclusively for institutional investors in the sense of Art. 174 par. 2 lett. c) of the 2010 Law that invest and hold at least 100'000 in the currency of the share class. The shares do not grant any rebates or retrocessions.

Class G : These shares are intended exclusively for investors who have signed at the time of subscription a discretionary portfolio management agreement with a company in the Vontobel Group. The shares do not grant any rebates or retrocessions.

Class S: These shares may be subscribed only by institutional investors in the sense of Art. 174 par. 2 lett. c) of the 2010 Law who have signed at the time of subscription a special discretionary agreement with a company in the Vontobel Group. The shares do not grant any rebates or retrocessions.

Class R: These shares are intended exclusively for investors who are entitled, according to staff regulations of a Vontobel company, to hold shares in their respective account / deposit at Bank Vontobel AG, Zurich, according to employee terms or who have concluded a special agreement with a Vontobel company. It is therefore possible that these shares will be subscribed and held by persons who have access to non-public, material information in relation to the relevant Sub-Fund. In order to prevent conflicts of interest, the Vontobel Group and associated companies have issued corresponding directives, compliance with which is constantly monitored. The shares do not grant any rebates or retrocessions.

Class P: These shares are intended exclusively for investors who have signed at the time of subscription an agreement with a company in the Vontobel Group and invest at least 100'000 in the currency of the share class. The shares do not grant any rebates or retrocessions.

Class V: The shares of the class V are reserved for institutional investors in the sense of Art. 174 par. 2 lett. c) of the 2010 Law, who are a company of the Vontobel Group or who have a cooperation

agreement with a company of the Vontobel Group. The shares do not grant any rebates or retrocessions.

- Class VE: The shares of the class VE are intended exclusively for investors, who are a company of the Vontobel Group or who have a cooperation agreement with a company of the Vontobel Group. The shares do not grant any rebates or retrocessions.
- Class U: These shares are intended exclusively for investors who have signed at the time of subscription a special discretionary agreement with a company in the Vontobel Group. The shares do not grant any rebates or retrocessions. Neither management fee nor performance fee are charged for this Share Class.
- Class Z: These shares may be subscribed only by institutional investors in the sense of Art. 174 par. 2 lett. c) of the 2010 Law who have signed at the time of subscription a special discretionary agreement with a company in the Vontobel Group. The shares do not grant any rebates or retrocessions. Neither management fee nor performance fee are charged for this Share Class.

The above-mentioned share class types or combinations thereof may contain the additional denominations from "1" to "10". These Shares shall have the same architecture as the share classes from which they have been derived, but shall have one or another feature distinguishing them from the share classes from which they have been derived. Such special feature may include distributors who are domiciled in certain countries or carry out their business in those countries and who act on behalf of their own clients (who may be any type of investor) providing they fulfil the general eligibility criteria for the relevant share class, investors who have concluded a corresponding agreement with a company belonging to the Vontobel Group or similar.

The share classes may be issued in currencies other than the reference currency of the Sub-Fund.

The currency risk of the share classes issued in currencies other than the reference currency is not hedged against the reference currency of the Sub-Fund. **Investors in these share classes should therefore note that they are subject to currency risk.**

Share classes with the addition "H" in its denomination in connection with the abbreviation for the currency in which the share class is issued shall extensively hedge the currency risk. Unless specified anything to the contrary, the Sub-Fund shall extensively hedge the currency risk of those share classes against the reference currency of the Sub-Fund.

Share classes are normally issued as capitalisation classes. The share classes may be issued as distribution share classes. In this case, they shall receive an addition "D" in their denomination.

Any use of the share class denomination without specification of the way of income use (i.e. distribution or capitalisation) shall mean that the relevant statement or share class feature apply to both ways of income use (i.e. distribution and capitalisation). The same applies mutatis mutandis to share classes issued in non-reference currencies and hedged the currency risk.

If it comes to the notice of the Board of Directors that shares have been bought by ineligible persons as per the Fund's Articles of Association and this Sales Prospectus, or should a shareholder no longer fulfil eligibility criteria, then the Fund shall be entitled at any time to repurchase the shares concerned in accordance with the provisions for redemption in the Sales Prospectus or convert the shares concerned into shares in another class of shares not expressly reserved for these investors (provided there is a similar class with these characteristics). The affected shareholder will then be informed about measures taken.

The Board of Directors also reserves the right to dissolve a Sub-Fund if it should come to its notice that all shares are held by a single ineligible person.

Interested investors should obtain information about any restrictions on subscriptions before submitting a subscription request to the Fund.

The list of active share classes can be found on [www.vontobel.com](http://www.vontobel.com).

### **3. Investment objective and policy**

While respecting the principle of risk diversification, the Sub-Fund aims to achieve steady long-term growth in EUR while accepting higher volatility and higher portfolio risk.

The Sub-Fund invests in various asset classes, weighted according to the current market conditions and their risk contribution. Depending on the market environment, investments in individual asset classes may be dispensed with entirely.

Taking into account the general investment restrictions in section 9 “Investment and borrowing restrictions” of the General Part, the investment objective is expected to be achieved as follows:

- (a) The assets of the Sub-Fund can be invested entirely in bonds, notes and similar fixed and variable rate debt instruments, structured products or investment funds that invest primarily in these securities. The Sub-Fund is furthermore permitted to invest up to 20% of its assets in aggregate in asset- and mortgage-backed securities (ABS/MBS) markets, contingent convertible bonds (CoCo-Bonds) and distressed securities, whereby the investment in distressed securities shall not exceed 10% of the Sub-Fund’s net assets.
- (b) Up to 90% of the Sub-Fund’s assets may be invested in equities, equity-like transferable securities, participation certificates, structured products or investment funds that invest primarily in these securities.
- (c) Up to 30% of the Sub-Fund’s assets may be invested in assets or financial instruments such as derivatives, structured products or investment funds that indirectly enable investors to participate in the performance of alternative investments such as real estate, precious metals and commodities and hedge funds. Exposure to real estate may only be indirect via eligible structured products like Delta-1-certificates (meaning that for a given move in the price of the underlying asset there is expected to be an identical move in the price of the certificate), eligible investment funds, including exchange-traded funds, and companies that themselves invest in or manage real estate (such as closed-ended Real Estate Investment Trusts (REITs) or Real Estate Investment Companies (REICs)) whose securities fulfil the requirement of transferable securities in the sense of section 9.1 “Financial instruments used by individual Sub-Funds” of the General Part, and derivatives whose underlyings are such eligible instruments or eligible real estate indices. Exposure to commodities and precious metals may also only be indirect via other suitable investment funds (UCITS and/or other UCIs), structured products, in particular certificates, and derivatives whose underlyings are eligible indices or structured products. Eligible structured products are those that are traded on a Regulated Market or another market that is regulated, operates regularly and is recognized and open to the public, or are admitted for official trading on the securities exchange of a non-Member State and that do not embed any derivatives.
- (d) The Sub-Fund may invest up to 100% of its net assets in shares of other UCITS and/or UCIs whose investment policy corresponds to that of the Sub-Fund.
- (e) The Sub-Fund may also hold cash.

The reference currency is not necessarily identical to the investment currencies of the Sub-Fund’s assets.

The Sub-Fund may also raise its level of cash temporarily during periods in which the Investment Manager deems it advisable to do so for financial or political reasons, or if the opportunities for capital growth are limited.

Please refer to section 7 “Notice regarding general risks” of the General Part where the investment risks are set out in detail.

#### **4. Derivatives and securities lending**

The Sub-Fund may, for the purpose of hedging (incl. currency hedging) and achieving the investment objective, make use of derivative financial instruments, which will result in a corresponding leverage effect.

The Sub-Fund does not engage in any securities lending transactions.

#### **5. Investment Manager**

The Management Company has appointed Bank Vontobel AG, Gotthardstrasse 43, CH-8022 Zurich, Switzerland as Investment Manager of the Sub-Fund (the “Investment Manager”).

#### **6. Sub-Investment Manager**

Bank Vontobel AG has appointed Vontobel Asset Management AG, Gotthardstrasse 43, CH-8022 Zurich, Switzerland, and Vontobel Asset Management S.A. acting through its Munich Branch, Leopoldstrasse 8-10, D-80802 Munich, Germany as sub-investment managers (the “Sub-Investment Manager”).

#### **7. Valuation day**

The net asset value of every share class in the Sub-Fund is calculated for each Business Day, except days on which one of the Sub-Fund’s essential primary stock exchanges and/or essential regulated markets is closed.

## 8. Subscription of shares/issuing commission

By way of derogation from the provisions of Section 12 of the General Part, the subscription applications received on any one transaction day (T) before 14:45 Luxembourg time (cut-off time, "Subscription Day") shall be settled at the issue price calculated on the next Business Day (T+1). The payment of the issue price must be received by the Depositary within two (2) Business Days following the Subscription Day (T+2). An issuing commission may amount up to 3.0% of the net asset value per share of the Sub-Fund and may be charged by the distributors of the Sub-Fund.

## 9. Conversion of shares

Any investor may request the full or partial conversion of some or all of his shares from one share class into other share classes of this Sub-Fund or into share classes of sub-funds for which Bank Vontobel AG has been appointed as Investment Manager, provided he fulfils the requirements of section 2 "Share classes" of this Sub-Fund Appendix and section 14 "Conversion of shares" of the General Part. The conversion is performed based on the net asset values of the two share classes in question calculated on a shared valuation date.

The price at which the shares in question are converted into shares of another share class is calculated using the following formula:

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

- A is the number of shares to be allocated from the new class;
- B is the number of shares of the original class to be converted;
- C is the applicable net asset value per share of the original class;
- D is the applicable net asset value per share of the new class;
- E is the exchange rate (if any) between the currency of the original and the new classes.

By way of derogation from the provisions of Section 14 of the General Part, the conversion applications received on any one transaction day (T) before 14:45 Luxembourg time (cut-off time, "Conversion Day") shall be settled at the conversion price calculated on the next valuation day (T+1). The payment of the conversion price, if any, must be received by the Depositary within two (2) Business Days following the Conversion Day (T+2).

## 10. Redemption of shares/redemption commission

By way of derogation from the provisions of Section 13 of the General Part, the redemption applications received on any one transaction day (T) before 14:45 Luxembourg time (cut-off time, "Redemption Day") shall be settled at the redemption price calculated on the next valuation day (T+1). The payment of redemption proceeds shall normally be made within two (2) Business Days following the Redemption Day (T+2).

No redemption commission is charged to the investor.

## 11. Fees and expenses

The maximum rates set out below for the management fee will be charged to the share classes of the Sub-Fund:

Class A	up to 2.00% p.a.
Class F	up to 2.00% p.a.
Class N	up to 1.50% p.a.
Class G	up to 1.50% p.a.
Class Q	up to 1.50% p.a.
Class I	up to 1.50% p.a.
Class S	up to 1.50% p.a.
Class R	up to 2.00% p.a.
Class P	up to 1.50% p.a.
Class V	up to 1.00% p.a.
Class VE	up to 1.00% p.a.

Class U	up to 1.50% p.a.
Class Z	up to 1.50% p.a.

Derived share classes (e.g. hedged) or distribution share classes shall have the same pricing as the base share class set forth in the foregoing table.

In addition, a service fee as described in section 20.3 "Service fee" of the General Part will be charged to the share classes of the Sub-Fund. Additional fees and expenses are described in section 20.4 "Additional fees and costs" of the General Part.

### 12. Typical investor profile

This Sub-Fund is suitable for private and institutional investors with a medium- to long-term investment horizon, who wish to invest in a broadly diversified portfolio of shares and medium- and long-term fixed and variable interest securities and to achieve a reasonable investment and high capital gain and return in the knowledge of the associated price fluctuations.

### 13. Risk profile

Investors should note that investments in the Sub-Fund are subject to market volatility and there is a risk that they may not recoup the original sum invested. Investments in fixed and variable rate securities are subject to volatility at all times. Investments in foreign currencies are also subject to currency fluctuations. Past performance is no guarantee of future results.

Investors are advised to read section 7 "Notice Regarding Special Risks" of the General Part and should duly note the contents thereof prior to making any investment in the Sub-Fund. Please refer to the details below for information on risks that investments in this Sub-Fund may entail.

- Distressed securities are debt securities of companies that are in or near default. Investments in distressed securities are very speculative and their outcome strongly depends on the securities selection skills of the portfolio manager. In the case of the favourable outcome, the investment may yield an attractive return as the distressed securities may experience too high discount in their price which is not justified by the fair value of this security. In the reversed case, the total loss may be suffered by the investment if the issuer of the security goes bankrupt and investors do not receive any repayment on their borrowings.
- Distressed securities not only exhibit a higher degree of risk as compared to the risks inherent to the conventional investments in fixed-income securities, but also modify the importance of those and even become subject to risk types which are almost irrelevant for the debt securities of good standing.
- In the sector of the distressed securities, a judge risk gains importance (so-called "J-risk"). As stated above, the distressed securities may be involved in the bankruptcy process. During this process, it is usual that several court trials take place. Particular risks arise resulting from the uncertainty of the outcome of this trials, in particular out of the decisions made by the relevant judge.
- Investments in high-yield bonds are more risky and generally considered to constitute more speculative investments. These bonds comprise a higher credit risk, higher price fluctuations, a higher risk of loss of capital deployed and of ongoing earnings than bonds with a higher credit rating. The high-yield bonds are generally more sensitive to the changes in the macroeconomic conditions. The spread to the higher rated securities tends to widen during the economic slowdown and recession and to tighten during the economic upswing. Higher coupon payable to the high-yield bond holders is considered a compensation for a higher degree of risk taken by the investors.
- Liquidity risk is very important in the high yield bond area, in particular for the distressed securities. Given that many investors are not willing or even not allowed to hold distressed securities, the trading of this securities deteriorates drastically once a security becomes distressed. This may lead to drying up of the market, so that the liquidity risk may even become the most prominent risk for this type of the securities.
- Liquidity risk refers to the inability of a Fund to sell a security or liquidate a position at its fair value. A common consequence of reduced liquidity of a security resp. of a position is an additional discount on the selling resp. liquidation price leading to a wider bid-ask spread as compared to the bid-ask spread charged by the brokers to similar securities which have higher liquidity. In addition, reduced liquidity may have an adverse impact on the ability of the Fund to meet redemption requests, or to meet liquidity needs in response to a specific economic event in a timely manner.

- Contingent convertible bonds (so-called CoCo Bonds) are hybrid fixed-income instruments with embedded derivatives. The embedded derivative is executed automatically upon a certain pre-defined event or a set of events at the pre-determined conversion rate (so-called, trigger). The outcome of the conversion is that a fixed-income security is converted into an equity. This conversion may be detrimental for the investors as the equity holder are subordinated to the holders of the fixed-income securities and absorb all the losses in case of the total loss. An investment in a CoCo Bond can, therefore, experience a total loss.
- Individual design of each single CoCo Bond may bring additional risks which may be significant depending on their level and/ or their combination. These risks may include the following: Trigger level risk (i.e. depending on the trigger level in the relevant issue (i.e. the distance between the capital ratio and the trigger level)); coupon cancellation and their write-off (i.e. given that the CoCo Bonds are structured in a way that coupon payments are entirely discretionary, the cancellation may happen at any time and even in a going concern without triggering an event of default); capital structure inversion risk (i.e. CoCo Bonds investors may suffer a loss of capital even when equity holders do not); call extension risk: CoCo-Bonds are issued as perpetual instruments, callable at predetermined levels only with the approval of the competent authority; liquidity risk: The issuance of Coco Bonds is generally limited by regulatory prescriptions, whereas investor base demand may further increase. This might lead to a limited trading market and, besides financial weakness of the issuer, legal or contractual restrictions on resale or transfer, political or other reason, entail reduced liquidity of the CoCo Bonds held by the Sub-Fund. A consequence of reduced liquidity of a security is an additional discount on the selling respectively liquidation price. In addition, reduced liquidity may account for an adverse impact on the ability of the Sub-Fund to meet redemption requests, or to meet liquidity needs in response to a specific economic events in a timely manner.
- The investors are strongly advised to consult the general part of the Prospectus for a more detailed description of the risks of investing in CoCo Bonds. In case of doubts, the investors are advised to consult their own financial, legal and/or tax consultant.
- The attention of the investors is drawn to the fact that the structure of ABS/MBS and the pools backing them are often intransparent and the Sub-Fund may be exposed to greater credit and prepayment risks (extension or contraction risks) depending on which tranche of ABS/MBS is purchased by the Sub-Fund.

#### **14. Risk classification**

The global risk resulting from the Sub-Fund's investments is determined using the commitment approach.

#### **15. Historical performance**

The performance can be found in the KIID of each share class of the Sub-Fund. KIIDs can be obtained from the registered office of the Fund and at [www.vontobel.com/AM](http://www.vontobel.com/AM).

## 16. VARIOPARTNER SICAV – VONTOBEL CONVICTION FLEXIBLE USD

This Appendix is only valid in connection with the current Sales Prospectus. The Sub-Fund to which this Appendix relates is the Sub-Fund VARIOPARTNER SICAV – VONTOBEL CONVICTION FLEXIBLE USD (the Sub-Fund).

### 1. Reference currency

USD

### 2. Share classes

The following classes of shares are issued at the time of this Prospectus:

Share classes	Currency	Type	Investor type	Subscription minimum	ISIN	Launch date

Class A: The shares of the class A are intended for private and institutional investors.

Class F: These shares are intended exclusively for investors who have signed at the time of subscription an agreement with a company in the Vontobel Group. The shares do not grant any rebates or retrocessions.

Class N: These shares are intended only for a company in the Vontobel Group acting as distributor on behalf of its own clients (who may be any type of investor) and who has concluded a separate agreement with its clients. The shares do not grant any rebates or retrocessions.

Class Q: These shares are intended only for

- investors in the United Kingdom and the Netherlands and
- investors in other countries, acting on their own behalf or on behalf of their own clients (who may be any type of investor) and who have concluded a separate agreement with their clients. The universe of such investors acting on behalf of their own clients include entities who have received a discretionary portfolio management mandate or signed an independent advisory services agreement with their clients.

The shares do not grant any rebates or retrocessions.

Class I : These shares are intended exclusively for institutional investors in the sense of Art. 174 par. 2 lett. c) of the 2010 Law that invest and hold at least 100'000 in the currency of the share class. The shares do not grant any rebates or retrocessions.

Class G : These shares are intended exclusively for investors who have signed at the time of subscription a discretionary portfolio management agreement with a company in the Vontobel Group. The shares do not grant any rebates or retrocessions.

Class S: These shares may be subscribed only by institutional investors in the sense of Art. 174 par. 2 lett. c) of the 2010 Law who have signed at the time of subscription a special discretionary agreement with a company in the Vontobel Group. The shares do not grant any rebates or retrocessions..

Class R: These shares are intended exclusively for investors who are entitled, according to staff regulations of a Vontobel company, to hold shares in their respective account / deposit at Bank Vontobel AG, Zurich, according to employee terms or who have concluded a special agreement with a Vontobel company. It is therefore possible that these shares will be subscribed and held by persons who have access to non-public, material information in relation to the relevant Sub-Fund. In order to prevent conflicts of interest, the Vontobel Group and associated companies have issued corresponding directives, compliance with which is constantly monitored. The shares do not grant any rebates or retrocessions.

Class P: These shares are intended exclusively for investors who have signed at the time of subscription an agreement with a company in the Vontobel Group and invest at least 100'000 in the currency of the share class. The shares do not grant any rebates or retrocessions.

Class V:	The shares of the class V are reserved for institutional investors in the sense of Art. 174 par. 2 lett. c) of the 2010 Law, who are a company of the Vontobel Group or who have a cooperation agreement with a company of the Vontobel Group. The shares do not grant any rebates or retrocessions.
Class VE:	The shares of the class VE are intended exclusively for investors, who are a company of the Vontobel Group or who have a cooperation agreement with a company of the Vontobel Group. The shares do not grant any rebates or retrocessions.
Class U:	These shares are intended exclusively for investors who have signed at the time of subscription a special discretionary agreement with a company in the Vontobel Group. The shares do not grant any rebates or retrocessions. Neither management fee nor performance fee are charged for this Share Class.
Class Z:	These shares may be subscribed only by institutional investors in the sense of Art. 174 par. 2 lett. c) of the 2010 Law who have signed at the time of subscription a special discretionary agreement with a company in the Vontobel Group. The shares do not grant any rebates or retrocessions. Neither management fee nor performance fee are charged for this Share Class.

The above-mentioned share class types or combinations thereof may contain the additional denominations from "1" to "10". These Shares shall have the same architecture as the share classes from which they have been derived, but shall have one or another feature distinguishing them from the share classes from which they have been derived. Such special feature may include distributors who are domiciled in certain countries or carry out their business in those countries and who act on behalf of their own clients (who may be any type of investor) providing they fulfil the general eligibility criteria for the relevant share class, investors who have concluded a corresponding agreement with a company belonging to the Vontobel Group or similar.

The share classes may be issued in currencies other than the reference currency of the Sub-Fund.

The currency risk of the share classes issued in currencies other than the reference currency is not hedged against the reference currency of the Sub-Fund. **Investors in these share classes should therefore note that they are subject to currency risk.**

Share classes with the addition "H" in its denomination in connection with the abbreviation for the currency in which the share class is issued shall extensively hedge the currency risk. Unless specified anything to the contrary, the Sub-Fund shall extensively hedge the currency risk of those share classes against the reference currency of the Sub-Fund.

Share classes are normally issued as capitalisation classes. The share classes may be issued as distribution share classes. In this case, they shall receive an addition "D" in their denomination.

Any use of the share class denomination without specification of the way of income use (i.e. distribution or capitalisation) shall mean that the relevant statement or share class feature apply to both ways of income use (i.e. distribution and capitalisation). The same applies mutatis mutandis to share classes issued in non-reference currencies and hedged the currency risk.

If it comes to the notice of the Board of Directors that shares have been bought by ineligible persons as per the Fund's Articles of Association and this Sales Prospectus, or should a shareholder no longer fulfil eligibility criteria, then the Fund shall be entitled at any time to repurchase the shares concerned in accordance with the provisions for redemption in the Sales Prospectus or convert the shares concerned into shares in another class of shares not expressly reserved for these investors (provided there is a similar class with these characteristics). The affected shareholder will then be informed about measures taken.

The Board of Directors also reserves the right to dissolve a Sub-Fund if it should come to its notice that all shares are held by a single ineligible person.

Interested investors should obtain information about any restrictions on subscriptions before submitting a subscription request to the Fund.

The list of active share classes can be found on [www.vontobel.com](http://www.vontobel.com).

### 3. Investment objective and policy

While respecting the principle of risk diversification, the Sub-Fund aims to achieve steady long-term growth in USD while accepting higher volatility and higher portfolio risk.

The Sub-Fund invests in various asset classes, weighted according to the current market conditions and their risk contribution. Depending on the market environment, investments in individual asset classes may be dispensed with entirely.

Taking into account the general investment restrictions in section 9 “Investment and borrowing restrictions” of the General Part, the investment objective is expected to be achieved as follows:

- (a) The assets of the Sub-Fund can be invested entirely in bonds, notes and similar fixed and variable rate debt instruments, structured products or investment funds that invest primarily in these securities. The Sub-Fund is furthermore permitted to invest up to 20% of its assets in aggregate in asset- and mortgage-backed securities (ABS/MBS) markets, contingent convertible bonds (CoCo-Bonds) and distressed securities, whereby the investment in distressed securities shall not exceed 10% of the Sub-Fund’s net assets.
- (b) Up to 90% of the Sub-Fund’s assets may be invested in equities, equity-like transferable securities, participation certificates, structured products or investment funds that invest primarily in these securities.
- (c) Up to 30% of the Sub-Fund’s assets may be invested in assets or financial instruments such as derivatives, structured products or investment funds that indirectly enable investors to participate in the performance of alternative investments such as real estate, precious metals and commodities and hedge funds. Exposure to real estate may only be indirect via eligible structured products like Delta-1-certificates (meaning that for a given move in the price of the underlying asset there is expected to be an identical move in the price of the certificate), eligible investment funds, including exchange-traded funds, and companies that themselves invest in or manage real estate (such as closed-ended Real Estate Investment Trusts (REITs) or Real Estate Investment Companies (REICs)) whose securities fulfil the requirement of transferable securities in the sense of section 9.1 “Financial instruments used by individual Sub-Funds” of the General Part, and derivatives whose underlyings are such eligible instruments or eligible real estate indices. Exposure to commodities and precious metals may also only be indirect via other suitable investment funds (UCITS and/or other UCIs), structured products, in particular certificates, and derivatives whose underlyings are eligible indices or structured products. Eligible structured products are those that are traded on a Regulated Market or another market that is regulated, operates regularly and is recognized and open to the public, or are admitted for official trading on the securities exchange of a non-Member State and that do not embed any derivatives.
- (d) The Sub-Fund may invest up to 100% of its net assets in shares of other UCITS and/or UCIs whose investment policy corresponds to that of the Sub-Fund.
- (e) The Sub-Fund may also hold cash.

The reference currency is not necessarily identical to the investment currencies of the Sub-Fund’s assets.

The Sub-Fund may also raise its level of cash temporarily during periods in which the Investment Manager deems it advisable to do so for financial or political reasons, or if the opportunities for capital growth are limited.

Please refer to section 7 “Notice regarding general risks” of the General Part where the investment risks are set out in detail.

#### **4. Derivatives and securities lending**

The Sub-Fund may, for the purpose of hedging (incl. currency hedging) and achieving the investment objective, make use of derivative financial instruments, which will result in a corresponding leverage effect.

The Sub-Fund does not engage in any securities lending transactions.

#### **5. Investment Manager**

The Management Company has appointed Bank Vontobel AG, Gotthardstrasse 43, CH-8022 Zurich, Switzerland as Investment Manager of the Sub-Fund (the “Investment Manager”).

#### **6. Sub-Investment Manager**

Bank Vontobel AG has appointed Vontobel Asset Management AG, Gotthardstrasse 43, CH-8022 Zurich, Switzerland, and Vontobel Asset Management S.A. acting through its Munich Branch, Leopoldstrasse 8-10, D-80802 Munich, Germany as sub-investment managers (the “Sub-Investment Manager”).

#### **7. Valuation day**

The net asset value of every share class in the Sub-Fund is calculated for each Business Day, except days on which one of the Sub-Fund’s essential primary stock exchanges and/or essential regulated markets is closed.

## 8. Subscription of shares/issuing commission

By way of derogation from the provisions of Section 12 of the General Part, the subscription applications received on any one transaction day (T) before 14:45 Luxembourg time (cut-off time, "Subscription Day") shall be settled at the issue price calculated on the next Business Day (T+1). The payment of the issue price must be received by the Depositary within two (2) Business Days following the Subscription Day (T+2). An issuing commission may amount up to 3.0% of the net asset value per share of the Sub-Fund and may be charged by the distributors of the Sub-Fund.

## 9. Conversion of shares

Any investor may request the full or partial conversion of some or all of his shares from one share class into other share classes of this Sub-Fund or into share classes of sub-funds for which Bank Vontobel AG has been appointed as Investment Manager, provided he fulfils the requirements of section 2 "Share classes" of this Sub-Fund Appendix and section 14 "Conversion of shares" of the General Part. The conversion is performed based on the net asset values of the two share classes in question calculated on a shared valuation date.

The price at which the shares in question are converted into shares of another share class is calculated using the following formula:

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

- A is the number of shares to be allocated from the new class;
- B is the number of shares of the original class to be converted;
- C is the applicable net asset value per share of the original class;
- D is the applicable net asset value per share of the new class;
- E is the exchange rate (if any) between the currency of the original and the new classes.

By way of derogation from the provisions of Section 14 of the General Part, the conversion applications on any one transaction day (T) shall be settled at the conversion price calculated on the next valuation day (T+1). The payment of the conversion price, if any, must be received by the Depositary within two (2) Business Days following the corresponding transaction date (T+2).

## 10. Redemption of shares/redemption commission

By way of derogation from the provisions of Section 13 of the General Part, the redemption applications on any one transaction day (T) shall be settled at the redemption price calculated on the next valuation day (T+1). The payment of redemption proceeds shall normally be made within two (2) Business Days following the corresponding transaction date (T+2).

No redemption commission is charged to the investor.

## 11. Fees and expenses

The maximum rates set out below for the management fee will be charged to the share classes of the Sub-Fund:

Class A	up to 2.00% p.a.
Class F	up to 2.00% p.a.
Class N	up to 1.50% p.a.
Class G	up to 1.50% p.a.
Class Q	up to 1.50% p.a.
Class I	up to 1.50% p.a.
Class S	up to 1.50% p.a.
Class R	up to 2.00% p.a.
Class P	up to 1.50% p.a.
Class V	up to 1.00% p.a.
Class VE	up to 1.00% p.a.

Class U	up to 1.50% p.a.
Class Z	up to 1.50% p.a.

Derived share classes (e.g. hedged) or distribution share classes shall have the same pricing as the base share class set forth in the foregoing table.

In addition, a service fee as described in section 20.3 "Service fee" of the General Part will be charged to the share classes of the Sub-Fund. Additional fees and expenses are described in section 20.4 "Additional fees and costs" of the General Part.

### 12. Typical investor profile

This Sub-Fund is suitable for private and institutional investors with a medium- to long-term investment horizon, who wish to invest in a broadly diversified portfolio of shares and medium- and long-term fixed and variable interest securities and to achieve a reasonable investment and high capital gain and return in the knowledge of the associated price fluctuations.

### 13. Risk profile

Investors should note that investments in the Sub-Fund are subject to market volatility and there is a risk that they may not recoup the original sum invested. Investments in fixed and variable rate securities are subject to volatility at all times. Investments in foreign currencies are also subject to currency fluctuations. Past performance is no guarantee of future results.

Investors are advised to read section 7 "Notice Regarding Special Risks" of the General Part and should duly note the contents thereof prior to making any investment in the Sub-Fund. Please refer to the details below for information on risks that investments in this Sub-Fund may entail.

- Distressed securities are debt securities of companies that are in or near default. Investments in distressed securities are very speculative and their outcome strongly depends on the securities selection skills of the portfolio manager. In the case of the favourable outcome, the investment may yield an attractive return as the distressed securities may experience too high discount in their price which is not justified by the fair value of this security. In the reversed case, the total loss may be suffered by the investment if the issuer of the security goes bankrupt and investors do not receive any repayment on their borrowings.
- Distressed securities not only exhibit a higher degree of risk as compared to the risks inherent to the conventional investments in fixed-income securities, but also modify the importance of those and even become subject to risk types which are almost irrelevant for the debt securities of good standing.
- In the sector of the distressed securities, a judge risk gains importance (so-called "J-risk"). As stated above, the distressed securities may be involved in the bankruptcy process. During this process, it is usual that several court trials take place. Particular risks arise resulting from the uncertainty of the outcome of this trials, in particular out of the decisions made by the relevant judge.
- Investments in high-yield bonds are more risky and generally considered to constitute more speculative investments. These bonds comprise a higher credit risk, higher price fluctuations, a higher risk of loss of capital deployed and of ongoing earnings than bonds with a higher credit rating. The high-yield bonds are generally more sensitive to the changes in the macroeconomic conditions. The spread to the higher rated securities tends to widen during the economic slowdown and recession and to tighten during the economic upswing. Higher coupon payable to the high-yield bond holders is considered a compensation for a higher degree of risk taken by the investors.
- Liquidity risk is very important in the high yield bond area, in particular for the distressed securities. Given that many investors are not willing or even not allowed to hold distressed securities, the trading of this securities deteriorates drastically once a security becomes distressed. This may lead to drying up of the market, so that the liquidity risk may even become the most prominent risk for this type of the securities.
- Liquidity risk refers to the inability of a Fund to sell a security or liquidate a position at its fair value. A common consequence of reduced liquidity of a security resp. of a position is an additional discount on the selling resp. liquidation price leading to a wider bid-ask spread as compared to the bid-ask spread charged by the brokers to similar securities which have higher liquidity. In addition, reduced liquidity may have an adverse impact on the ability of the Fund to meet redemption requests, or to meet liquidity needs in response to a specific economic event in a timely manner.

- Contingent convertible bonds (so-called CoCo Bonds) are hybrid fixed-income instruments with embedded derivatives. The embedded derivative is executed automatically upon a certain pre-defined event or a set of events at the pre-determined conversion rate (so-called, trigger). The outcome of the conversion is that a fixed-income security is converted into an equity. This conversion may be detrimental for the investors as the equity holder are subordinated to the holders of the fixed-income securities and absorb all the losses in case of the total loss. An investment in a CoCo Bond can, therefore, experience a total loss.
- Individual design of each single CoCo Bond may bring additional risks which may be significant depending on their level and/ or their combination. These risks may include the following: Trigger level risk (i.e. depending on the trigger level in the relevant issue (i.e. the distance between the capital ratio and the trigger level)); coupon cancellation and their write-off (i.e. given that the CoCo Bonds are structured in a way that coupon payments are entirely discretionary, the cancellation may happen at any time and even in a going concern without triggering an event of default); capital structure inversion risk (i.e. CoCo Bonds investors may suffer a loss of capital even when equity holders do not); call extension risk: CoCo-Bonds are issued as perpetual instruments, callable at predetermined levels only with the approval of the competent authority; liquidity risk: The issuance of Coco Bonds is generally limited by regulatory prescriptions, whereas investor base demand may further increase. This might lead to a limited trading market and, besides financial weakness of the issuer, legal or contractual restrictions on resale or transfer, political or other reason, entail reduced liquidity of the CoCo Bonds held by the Sub-Fund. A consequence of reduced liquidity of a security is an additional discount on the selling respectively liquidation price. In addition, reduced liquidity may account for an adverse impact on the ability of the Sub-Fund to meet redemption requests, or to meet liquidity needs in response to a specific economic events in a timely manner.
- The investors are strongly advised to consult the general part of the Prospectus for a more detailed description of the risks of investing in CoCo Bonds. In case of doubts, the investors are advised to consult their own financial, legal and/or tax consultant.
- The attention of the investors is drawn to the fact that the structure of ABS/MBS and the pools backing them are often intransparent and the Sub-Fund may be exposed to greater credit and prepayment risks (extension or contraction risks) depending on which tranche of ABS/MBS is purchased by the Sub-Fund.

#### **14. Risk classification**

The global risk resulting from the Sub-Fund's investments is determined using the commitment approach.

#### **15. Historical performance**

The performance can be found in the KIID of each share class of the Sub-Fund. KIIDs can be obtained from the registered office of the Fund and at [www.vontobel.com/AM](http://www.vontobel.com/AM).

## 17. VARIOPARTNER SICAV – SECTORAL EMERGING MARKETS HEALTHCARE FUND

This Appendix is only valid in connection with the current Sales Prospectus. This Appendix relates to the Sub-Fund VARIOPARTNER SICAV – SECTORAL EMERGING MARKETS HEALTHCARE FUND (the “Sub-Fund”).

### 1. Reference currency

USD

### 2. Share classes

The following classes of shares are issued at the time of this Prospectus:

Share classes	Currency	Type	Investor type	Subscription minimum	ISIN	Launch date
I USD	USD	Capitalisation	Institutional	USD 50'000	LU1033754018	14.03.2014
N USD	USD	Capitalisation	Private and institutional	None	LU1033754109	14.03.2014
N GBP	GBP	Capitalisation	Private and institutional	None	LU1200930375	13.03.2015
P USD	USD	Capitalisation	Private and institutional	None	LU1033753986	14.03.2014
Z USD	USD	Capitalisation	Institutional	None	LU1231115673	13.05.2015

Class B: These shares are listed and traded exclusively on the Italian stock exchange (Borsa Italiana). The shares can be traded only in full shares at the respective net asset value.

Class C: These shares are intended for private and institutional investors.

Class I: These shares are intended exclusively for institutional investors that invest and hold at least 50'000 in the currency of the share class. The shares do not grant any rebates or retrocessions.

Class J: These shares are intended exclusively for institutional investors that invest and hold at least 50'000 in the currency of the share class. The shares do not grant any rebates or retrocessions.

Class N: These shares are intended only for

- investors in the United Kingdom and the Netherlands and
- investors in other countries, acting on their own behalf or on behalf of their own clients (who may be any type of investor) and who have concluded a separate agreement with their clients. The universe of such investors acting on behalf of their own clients include entities who have received a discretionary portfolio management mandate or signed an independent advisory services agreement with their clients.

The shares do not grant any rebates or retrocessions.

Class P: These shares are intended for private and institutional investors.

Class Z: These shares are intended exclusively for institutional investors who have concluded a separate fee agreement with the Investment Manager.

The share classes may be issued in currencies other than the reference currency of the Sub-Fund. The respective share class shall receive an abbreviation for the currency after the denomination of the relevant share class.

The currency risk of the share classes issued in currencies other than the reference currency is not hedged against the reference currency of the Sub-Fund. **Investors in these share classes should therefore note that they are subject to currency risk.**

Share classes with the addition “H” in its denomination in connection with the abbreviation for the currency in which the share class is issued shall extensively hedge the currency risk. Unless specified anything to the contrary, the Sub-Fund shall extensively hedge the currency risk of those share classes against the reference currency of the Sub-Fund.

Share classes are normally issued as capitalisation classes. The share classes may be issued as distribution share classes. In this case, they shall receive an addition “D” in their denomination.

Any use of the share class denomination without specification of the way of income use (i.e. distribution or capitalisation) shall mean that the relevant statement or share class feature apply to both ways of income use (i.e. distribution and capitalisation). The same applies mutatis mutandis to share classes issued in non-reference currencies and hedged the currency risk.

If it comes to the attention of the Board of Directors that shares have been bought by ineligible persons as per the Fund's Articles of Association and this Sales Prospectus, these shares may be forcibly bought back by the Fund. The Board of Directors also reserves the right to dissolve a Sub-Fund if it should come to its notice that all shares are held by a single ineligible person.

Interested investors should obtain information about any restrictions on subscriptions before submitting a subscription request to the Fund.

The list of active share classes can be found on [www.sectoral.com](http://www.sectoral.com).

### **3. Investment goal and policy**

This Sub-Fund aims to achieve capital growth in USD.

While respecting the principle of risk diversification, the Sub-Fund's assets are primarily invested in equities, equity-like transferable securities, participation certificates etc. issued by small, mid and large cap companies which are based in an emerging market and/or conduct the majority of their business in an emerging market and are mainly active in the health care sector.

Furthermore, the Sub-Fund may also enter into futures, options and swaps, or a combination of these instruments to achieve the investment objective.

Emerging markets in connection with this Sub-Fund are all countries considered as such by the World Bank, the International Finance Corporation or the United Nations or that are included in the MSCI Emerging Markets Index or the MSCI Frontier Markets (FM) Index. Irrespective of recognition by one of the abovementioned institutions, emerging markets also include: Argentina, Brazil, Chile, China, Columbia, the Czech Republic, Egypt, Hong Kong, Hungary, India, Indonesia, Israel, Malaysia, Mexico, Peru, the Philippines, Poland, Romania, Russia, Singapore, South Africa, South Korea, Sri Lanka, Taiwan, Thailand, Turkey, Uruguay and Venezuela.

The Sub-Fund may invest via Shanghai Hong Kong Stock and Shenzhen-Hong Kong Connect in Chinese A-Shares.

Up to 33% of the Sub-Fund's assets may be invested outside the aforementioned investment universe.

The Sub-Fund may also hold cash.

The reference currency is not necessarily identical to the investment currencies of the Sub-Fund.

### **4. Derivatives and securities lending**

The Sub-Fund may, for the purposes of hedging (incl. currency hedging), efficient portfolio management and achieving the investment objective, make use of derivative financial instruments, which will result in a corresponding leverage effect.

The Sub-Fund does not engage in securities lending transactions.

### **5. Investment Manager**

According to an agreement dated 28 February 2014, the Management Company has appointed Sectoral Asset Management Inc., 1010 Sherbrooke St. West, suite 1610, H3A 2R7 Montreal, Quebec, Canada as Investment Manager of the Sub-Fund (the "Investment Manager"). The Investment Manager is responsible for the daily management of the Sub-Fund.

### **6. Valuation day**

The net asset value of every share class in the Sub-Fund is calculated for each Business Day, except days on which one of the Sub-Fund's essential primary stock exchanges and/or essential regulated markets is closed.

### **7. Subscription of shares and issuing commission**

Shares shall be issued at the net asset value (plus the issuing commission mentioned below) of the relevant category as determined on the Valuation Day following the relevant transaction day.

Confirmation of subscriptions executed are sent to the investor within ten business days after the issue of the shares, at the latter's own risk, to the address indicated in the subscription application.

An issuing commission of up to 5% of the issue price/net asset value per share may be charged on subscriptions.

No issuing commission will be calculated and charged for B-shares.

#### **8. Conversion of shares and conversion commission**

Any investor may request conversion of all or part of his shares from one class into shares of another class of the same sub-fund or into a class of another Sub-Fund of the Variopartner SICAV for which Sectoral Asset Management Inc. is appointed Investment Manager, at the respective net asset values of the relevant share classes on the Valuation Day in question.

The conversion of B-shares into other share classes is not permitted.

The price at which all or part of the shares in a given class (the "original class") are converted into the target share class (the "new class") is determined by means of the following formula:

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

- A is the number of shares to be allocated from the new class;
- B is the number of shares of the original class to be converted;
- C is the applicable net asset value per share of the original class;
- D is the applicable net asset value per share of the new class;
- E is the exchange rate (if any) between the currency of the original and the new classes.

To cover costs, investors may be charged a handling fee of up to USD 100 or, if higher than USD 100, up to 1.5% of A x D.

Conversion requests for registered shares may be sent by an electronic method acceptable to the Transfer Agent, Registrar and Domiciliary Agent.

A written conversion request must be sent to the Transfer Agent, Registrar and Domiciliary Agent. No other documents are normally required.

An investor may not revoke his/her request for conversion, except in the cases and subject to the same conditions as set out under "Redemption of shares and redemption commission" below.

#### **9. Redemption of shares and redemption commission**

A redemption commission of up to 1% of the redemption price/net asset value per share may be charged on redemptions. No redemption commission will be charged for B-shares and I USD shares.

The redemption price of the shares is available at the registered office of the Fund.

Redemption requests for registered shares may be sent by an electronic method acceptable to the Transfer Agent, Registrar and Domiciliary Agent.

Where registered shares have been issued, a written redemption request must be sent to the Transfer Agent, Registrar and Domiciliary Agent. Normally, no other documents are required.

#### **10. Fees and expenses**

The maximum rates set out below for the management fee will be charged to the share classes of the Sub-Fund at the end of each month. General information on the management fee can be found in section 20 "Fees and expenses" of the General Part. The management fee is calculated based on the daily net asset value of the sub-fund.

Class B	up to 1.4% p.a.
Class C	up to 2.9% p.a.
Class I	up to 1.1% p.a.
Class J	up to 1.4% p.a.

Class N	up to 1.1% p.a.
Class P	up to 2.1% p.a.
Class Z	0%

Derived share classes (e.g. hedged) or distribution share classes shall have the same pricing as the base share class set forth in the foregoing table.

The exact amount of the management fees paid is given in the semi-annual and annual report.

In addition, the share classes of the Sub-Fund are charged a maximum of the rate specified for the service fee in the General Part under 20.3 "Service fee" on a monthly basis.

Additional fees and expenses are described in section 20.4 "Additional fees and costs" of the General Part.

### 11. Typical investor profile

This Sub-Fund is geared to private and/or institutional investors with a long-term investment horizon, who wish to invest in companies conducting business in the health care sector in emerging markets, while being aware of the associated price fluctuations.

### 12. Risk profile

Investors are advised to read section 7 "Notice Regarding Special Risks" of the General Part and should duly note the contents thereof prior to making any investment in the Sub-Fund. Please refer to the details below for information on risks that investments in this Sub-Fund may entail.

- Investments may be made in countries where the local stock exchanges may not yet qualify as recognised stock exchanges within the meaning of the investment restrictions set out in this Sales Prospectus;
- Pursuant to the investment and borrowing restrictions defined in section 9 of the General Part, investments in securities listed on stock exchanges which do not qualify as recognised exchanges or markets and other non-listed investments may represent up to 10% of the net assets of the Sub-Fund;
- This Sub-Fund's investments may be subject to a higher degree of risk. The stock markets and the economies of emerging markets are generally volatile. This Sub-Fund's investments in certain emerging markets may also be adversely affected by political developments and/or changes in local laws, taxes and exchange controls. Finally, in some countries, it is difficult to clearly identify what conditions of ownership apply to certain companies as a result of ongoing privatisation processes;
- The procedures for settling securities transactions are associated with higher risks in the emerging markets than in developed markets. These higher risks are partly due to the fact that the Sub-Fund must use brokers and counterparties which do not have a very high level of capitalisation, and the safekeeping of assets may in some countries be undependable, so that upon subscription or redemption, Fund shares may be worth less, or more, than at the time they were created.

Investments in equities are subject to price fluctuations at all times. Investments in foreign currencies are also subject to currency fluctuations. A shareholder may not receive back in full the amount invested. Past performance is no guarantee of future results.

### 13. Risk classification

The global risk resulting from the Sub-Fund's investments is determined using the commitment approach.

### 14. Historical performance

The performance can be found in the KIID of each share class of this Sub-Fund, which is available at the registered office of the Fund and at [www.sectoral.com](http://www.sectoral.com).

## 18. VARIOPARTNER SICAV – SECTORAL BIOTECH OPPORTUNITIES FUND

This Appendix is only valid in connection with the current Sales Prospectus. This Appendix relates to the Sub-Fund VARIOPARTNER SICAV – SECTORAL BIOTECH OPPORTUNITIES FUND (the “Sub-Fund”).

### 1. Reference currency

USD

### 2. Share classes

The following classes of shares are issued at the time of this Prospectus:

Share classes	Currency	Type	Investor type	Subscription minimum	ISIN	Launch date
I USD	USD	Capitalisation	Institutional	USD 50'000	LU1176839154	27.02.2015
I EUR	EUR	Capitalisation	Institutional	EUR 50'000	LU1176837026	27.02.2015
P USD	USD	Capitalisation	Private and institutional	None	LU1176840327	27.02.2015
P EUR	EUR	Capitalisation	Private and institutional	None	LU1176838347	27.02.2015
Z USD	USD	Capitalisation	Institutional	None	LU1184014501	27.02.2015
I H EUR	EUR, hedged	Capitalisation	Institutional	EUR 50'000	LU1769944528	17.11.2017
I H CHF	CHF, hedged	Capitalisation	Institutional	CHF 50'000	LU1711916616	16.02.2018

Class B: These shares are listed and traded exclusively on the Italian stock exchange (Borsa Italiana). The shares can be traded only in full shares at the respective net asset value.

Class C: These shares are intended for private and institutional investors.

Class I: These shares are intended exclusively for institutional investors that invest and hold at least 50'000 in the currency of the share class. The shares do not grant any rebates or retrocessions.

Class J: These shares are intended exclusively for institutional investors that invest and hold at least 50'000 in the currency of the share class. The shares do not grant any rebates or retrocessions.

Class N: These shares are intended only for

- investors in the United Kingdom and the Netherlands and
- investors in other countries, acting on their own behalf or on behalf of their own clients (who may be any type of investor) and who have concluded a separate agreement with their clients. The universe of such investors acting on behalf of their own clients include entities who have received a discretionary portfolio management mandate or signed an independent advisory services agreement with their clients.

The shares do not grant any rebates or retrocessions.

Class P: These shares are intended for private and institutional investors.

Class Z: These shares are intended exclusively for institutional investors who have concluded a separate fee agreement with the Investment Manager..

The share classes may be issued in currencies other than the reference currency of the Sub-Fund. The respective share class shall receive an abbreviation for the currency after the denomination of the relevant share class.

The currency risk of the share classes issued in currencies other than the reference currency is not hedged against the reference currency of the Sub-Fund. **Investors in these share classes should therefore note that they are subject to currency risk.**

Share classes with the addition “H” in its denomination in connection with the abbreviation for the currency in which the share class is issued shall extensively hedge the currency risk. Unless specified anything to the contrary, the Sub-Fund shall extensively hedge the currency risk of those share classes against the reference currency of the Sub-Fund.

Share classes are normally issued as capitalisation classes. The share classes may be issued as distribution share classes. In this case, they shall receive an addition “D” in their denomination.

Any use of the share class denomination without specification of the way of income use (i.e. distribution or capitalisation) shall mean that the relevant statement or share class feature apply to both ways of income use (i.e. distribution and capitalisation). The same applies mutatis mutandis to share classes issued in non-reference currencies and hedged the currency risk.

If it comes to the attention of the Board of Directors that shares have been bought by ineligible persons as per the Fund's Articles of Association and this Sales Prospectus, these shares may be forcibly bought back by the Fund. The Board of Directors also reserves the right to dissolve a Sub-Fund if it should come to its notice that all shares are held by a single ineligible person.

Interested investors should obtain information about any restrictions on subscriptions before submitting a subscription request to the Fund.

The list of active share classes can be found on [www.sectoral.com](http://www.sectoral.com).

### **3. Investment goal and policy**

This Sub-Fund aims to achieve capital growth in USD.

While respecting the principle of risk diversification, the Sub-Fund's assets are primarily invested in equities, equity-like transferable securities, participation certificates etc. issued by particularly innovative small, mid and large cap biotech companies worldwide which are active in the human medicine sector. While no geographical restrictions apply re. specific countries or regions, the industry and therefore the Sub-Fund's investments are centered in North America and Western Europe.

The Sub-Fund may, within the limitations of section 9.1 (d) of the General Part, invest in securities and money market instruments from new issues to benefit from particularly innovative projects in the drugs sector.

The Sub-Fund may invest via Shanghai Hong Kong and Shenzhen-Hong Kong Stock Connect in Chinese A-Shares.

Furthermore, the Sub-Fund may also enter into futures, options and swaps, or a combination of these instruments to achieve the investment objective.

Up to 33% of the Sub-Fund's assets may be invested outside the aforementioned investment universe.

The Sub-Fund may also hold cash.

The reference currency is not necessarily identical to the investment currencies of the Sub-Fund.

### **4. Derivatives and securities lending**

The Sub-Fund may, for the purposes of hedging (incl. currency hedging), efficient portfolio management and achieving the investment objective, make use of derivative financial instruments, which will result in a corresponding leverage effect.

The Sub-Fund does not engage in securities lending transactions.

### **5. Investment Manager**

According to an agreement dated 28 February 2014, the Management Company has appointed Sectoral Asset Management Inc., 1010 Sherbrooke St. West, suite 1610, H3A 2R7, Montreal, Quebec, Canada, as Investment Manager of the Sub-Fund (the “Investment Manager”). The Investment Manager is responsible for the daily management of the Sub-Fund.

### **6. Valuation day**

The net asset value of every share class in the Sub-Fund is calculated for each Business Day, except days on which one of the Sub-Fund's essential primary stock exchanges and/or essential regulated markets is closed.

### **7. Subscription of shares and issuing commission**

Shares shall be issued at the net asset value (plus the issuing commission mentioned below) of the relevant category as determined on the Valuation Day following the relevant transaction day.

Confirmation of subscriptions executed are sent to the investor within ten business days after the issue of the shares, at the latter's own risk, to the address indicated in the subscription application.

An issuing commission of up to 5% of the issue price/net asset value per share may be charged on subscriptions.

No issuing commission will be calculated and charged for B-shares.

#### **8. Conversion of shares and conversion commission**

Any investor may request conversion of all or part of his shares from one class into shares of another class of the same sub-fund or into a class of another Sub-Fund of the Variopartner SICAV for which Sectoral Asset Management Inc. is appointed Investment Manager, at the respective net asset values of the relevant share classes on the Valuation Day in question.

The conversion of B-shares into other share classes is not permitted.

The price at which all or part of the shares in a given class (the "original class") are converted into the target share class (the "new class") is determined by means of the following formula:

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

- A is the number of shares to be allocated from the new class;
- B is the number of shares of the original class to be converted;
- C is the applicable net asset value per share of the original class;
- D is the applicable net asset value per share of the new class;
- E is the exchange rate (if any) between the currency of the original and the new classes.

To cover costs, investors may be charged a handling fee of up to USD 100 or, if higher than USD 100, up to 1.5% of A x D.

Conversion requests for registered shares may be sent by an electronic method acceptable to the Transfer Agent, Registrar and Domiciliary Agent.

A written conversion request must be sent to the Transfer Agent, Registrar and Domiciliary Agent. No other documents are normally required.

An investor may not revoke his/her request for conversion, except in the cases and subject to the same conditions as set out under "Redemption of shares and redemption commission" below.

#### **9. Redemption of shares and redemption commission**

A redemption commission of up to 1% of the redemption price/net asset value per share may be charged on redemptions. No redemption commission will be charged for B-shares.

The redemption price of the shares is available at the registered office of the Fund.

Redemption requests for registered shares may be sent by an electronic method acceptable to the Transfer Agent, Registrar and Domiciliary Agent.

Where registered shares have been issued, a written redemption request must be sent to the Transfer Agent, Registrar and Domiciliary Agent. Normally, no other documents are required.

#### **10. Fees and expenses**

The maximum rates set out below for the management fee will be charged to the share classes of the Sub-Fund at the end of each month. General information on the management fee can be found in section 20 "Fees and expenses" of the General Part.

The management fee is calculated based on the daily net asset value of the sub-fund.

Class B	up to 1.2% p.a.
Class C	up to 2.9%p.a.
Class I	up to 1.1% p.a.

Class J	up to 1.2% p.a.
Class N	up to 1.1% p.a.
Class P	up to 2.1% p.a.
Class Z	0%

Derived share classes (e.g. hedged) or distribution share classes shall have the same pricing as the base share class set forth in the foregoing table.

The exact amount of the management fees paid is given in the semi-annual and annual report.

In addition, the share classes of the Sub-Fund are charged a maximum of the rate specified for the service fee in the General Part under 20.3 "Service fee" on a monthly basis.

Additional fees and expenses are described in section 20.4 "Additional fees and costs" of the General Part.

#### **11. Typical investor profile**

This Sub-Fund is geared to private and/or institutional investors with a long-term investment horizon, who wish to invest in companies worldwide, conducting business in the biotech sector, while being aware of the associated price fluctuations.

#### **12. Risk profile**

Investors are advised to read section 7 "Notice Regarding Special Risks" of the General Part and should duly note the contents thereof prior to making any investment in the Sub-Fund. Please refer to the details below for information on risks that investments in this Sub-Fund may entail.

- Investments may be made in countries where the local stock exchanges may not yet qualify as recognised stock exchanges within the meaning of the investment restrictions set out in this Sales Prospectus;
- Pursuant to the investment and borrowing restrictions defined in section 9 of the General Part, investments in securities listed on stock exchanges which do not qualify as recognised exchanges or markets and other non-listed investments may represent up to 10% of the net assets of the Sub-Fund;
- This Sub-Fund's investments may be subject to a higher degree of risk. The stock markets and the economies of emerging markets are generally volatile. This Sub-Fund's investments in certain emerging markets may also be adversely affected by political developments and/or changes in local laws, taxes and exchange controls. Finally, in some countries, it is difficult to clearly identify what conditions of ownership apply to certain companies as a result of ongoing privatisation processes;
- The procedures for settling securities transactions are associated with higher risks in the emerging markets than in developed markets. These higher risks are partly due to the fact that the Sub-Fund must use brokers and counterparties which do not have a very high level of capitalisation, and the safekeeping of assets may in some countries be undependable, so that upon subscription or redemption, Fund shares may be worth less, or more, than at the time they were created.

Investments in equities are subject to price fluctuations at all times. Investments in foreign currencies are also subject to currency fluctuations. A shareholder may not receive back in full the amount invested. Past performance is no guarantee of future results.

#### **13. Risk classification**

The global risk resulting from the Sub-Fund's investments is determined using the commitment approach.

#### **14. Historical performance**

The performance can be found in the KIID of each share class of this Sub-Fund, which is available at the registered office of the Fund and at [www.sectoral.com](http://www.sectoral.com)

**19. VARIOPARTNER SICAV – Pharma/wHealth (as at 31 January 2020: VARIOPARTNER SICAV – SECTORAL HEALTHCARE OPPORTUNITIES FUND)**

This Appendix is only valid in connection with the current Sales Prospectus. This Appendix relates to the Sub-Fund VARIOPARTNER SICAV – Pharma/wHealth (as at 31 January 2020: VARIOPARTNER SICAV - SECTORAL HEALTHCARE OPPORTUNITIES FUND; the “Sub-Fund”).

**1. Reference currency**

USD

**2. Share classes**

The following classes of shares are issued at the time of this Prospectus:

Share classes	Currency	Type	Investor type	Subscription minimum	ISIN	Launch date
I USD	USD	Capitalisation	Institutional	USD 50'000	LU1849504565	31.08.2018
I EUR	EUR	Capitalisation	Institutional	EUR 50'000	LU1849504649	31.08.2018
I F USD	USD	Capitalisation	Institutional	USD 50'000	LU2034586573	22.11.2019
P USD	USD	Capitalisation	Private and institutional	None	LU1849504722	31.08.2018
P EUR	EUR	Capitalisation	Private and institutional	None	LU1849504995	31.08.2018
P F USD	USD	Capitalisation	Private and institutional	None	LU2034586904	22.11.2019
P H EUR	EUR, hedged	Capitalisation	Private and institutional	None	LU1849505026	31.08.2018
N EUR	EUR	Capitalisation	Private and institutional	None	LU1886620050	15.10.2018

Class B: These shares are listed and traded exclusively on the Italian stock exchange (Borsa Italiana). The shares can be traded only in full shares at the respective net asset value.

Class C: These shares are intended for private and institutional investors.

Class I: These shares are intended exclusively for institutional investors that invest and hold at least 50'000 in the currency of the share class. The shares do not grant any rebates or retrocessions.

Class J: These shares are intended exclusively for institutional investors that invest and hold at least 50'000 in the currency of the share class. The shares do not grant any rebates or retrocessions.

Class N: These shares are intended only for

- investors in the United Kingdom and the Netherlands and
- investors in other countries, acting on their own behalf or on behalf of their own clients (who may be any type of investor) and who have concluded a separate agreement with their clients. The universe of such investors acting on behalf of their own clients include entities who have received a discretionary portfolio management mandate or signed an independent advisory services agreement with their clients.

The shares do not grant any rebates or retrocessions.

Class P: These shares are intended for private and institutional investors.

Class Z: These shares are intended exclusively for institutional investors who have concluded a separate fee agreement with the Investment Manager.

The share classes may be issued in currencies other than the reference currency of the Sub-Fund. The respective share class shall receive an abbreviation for the currency after the denomination of the relevant share class.

The currency risk of the share classes issued in currencies other than the reference currency is not hedged against the reference currency of the Sub-Fund. **Investors in these share classes should therefore note that they are subject to currency risk.**

Share classes with the addition "H" in its denomination in connection with the abbreviation for the currency in which the share class is issued shall extensively hedge the currency risk. Unless specified anything to the contrary, the Sub-Fund shall extensively hedge the currency risk of those share classes against the reference currency of the Sub-Fund.

Share classes are normally issued as capitalisation classes. The share classes may be issued as distribution share classes. In this case, they shall receive an addition "D" in their denomination.

Share classes with the addition "F" in their denomination shall provide a higher management fee than the respective share classes without such addition whereas a Performance Fee shall not be calculated for and not be charged to the share class with the addition "F".

Any use of the share class denomination without specification of the way of income use (i.e. distribution or capitalisation) shall mean that the relevant statement or share class feature apply to both ways of income use (i.e. distribution and capitalisation). The same applies mutatis mutandis to share classes issued in non-reference currencies and hedged the currency risk.

If it comes to the attention of the Board of Directors that shares have been bought by ineligible persons as per the Fund's Articles of Association and this Sales Prospectus, these shares may be forcibly bought back by the Fund. The Board of Directors also reserves the right to dissolve a Sub-Fund if it should come to its notice that all shares are held by a single ineligible person.

Interested investors should obtain information about any restrictions on subscriptions before submitting a subscription request to the Fund.

The list of active share classes can be found on [www.sectoral.com](http://www.sectoral.com).

### **3. Investment objective and policy**

The Sub-Fund's investment objective is long-term growth of capital in USD

In order to achieve this objective, the Sub-Fund invests, while respecting the principle of risk diversification, primarily in equities (including, but not limited to, common stocks, preferred stocks, or other securities convertible into common stock) equity-like transferable securities, participation certificates etc. of small, mid and large cap issuers, located worldwide, in the following healthcare sectors: Pharmaceuticals, Biotechnology, Medical Devices and Healthcare Services.

The Sub-Fund may, within the limitations of section 9.1 (d) of the General Part, invest in securities and money market instruments from new issues to benefit from particularly innovative projects in the drugs sector.

Up to 33% of the Sub-Fund's assets may be invested outside the aforementioned investment universe (equities of issuers of other business segments than healthcare, fixed and variable interest securities and money market instruments).

The Sub-Fund may also hold ancillary liquid assets.

The Sub-Fund may not invest more than 10 % in other UCI or UCITS funds.

The reference currency is not necessarily identical to the investment currencies of the Sub-Fund.

### **4. Derivatives and securities lending**

The Sub-Fund may, for the purposes of hedging (incl. currency hedging) and achieving the investment objective, make use of derivative financial instruments, which will result in a corresponding leverage effect.

The Sub-Fund may not engage in securities lending transactions.

### **5. Investment Manager**

The Management Company has appointed Sectoral Asset Management Inc., 1010 Sherbrooke St. West, suite 1610, H3A 2R7 Montreal, Quebec, Canada as Investment Manager of the Sub-Fund (the "Investment Manager"). The Investment Manager is responsible for the daily management of the Sub-Fund.

### **6. Valuation day**

The net asset value of every share class in the Sub-Fund is calculated for each Business Day, except days on which one of the Sub-Fund's essential primary stock exchanges and/or essential regulated markets is closed.

### 7. Subscription of shares and issuing commission

Shares shall be issued at the net asset value (plus the issuing commission mentioned below) of the relevant category as determined on the Valuation Day following the relevant transaction day.

Confirmation of subscriptions executed are sent to the investor within ten business days after the issue of the shares, at the latter's own risk, to the address indicated in the subscription application.

An issuing commission of up to 2% of the issue price/net asset value per share may be charged on subscriptions.

No issuing commission will be calculated and charged for B-shares.

### 8. Conversion of shares and conversion commission

Any investor may request conversion of all or part of his shares from one class into shares of another class of the same sub-fund or into a class of another Sub-Fund of the Variopartner SICAV for which Sectoral Asset Management Inc. is appointed Investment Manager, at the respective net asset values of the relevant share classes on the Valuation Day in question.

The conversion of B-shares into other share classes is not permitted.

The price at which all or part of the shares in a given class (the "original class") are converted into the target share class (the "new class") is determined by means of the following formula:

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

A is the number of shares to be allocated from the new class;

B is the number of shares of the original class to be converted;

C is the applicable net asset value per share of the original class;

D is the applicable net asset value per share of the new class;

E is the exchange rate (if any) between the currency of the original and the new classes.

Investors may be charged a conversion fee of up to 2% of A x D.

Conversion requests for registered shares may be sent by an electronic method acceptable to the Transfer Agent, Registrar and Domiciliary Agent.

A written conversion request must be sent to the Transfer Agent, Registrar and Domiciliary Agent. No other documents are normally required.

An investor may not revoke his/her request for conversion, except in the cases and subject to the same conditions as set out under "Redemption of shares and redemption commission" below.

### 9. Redemption of shares and redemption commission

No redemption commission will be charged.

The redemption price of the shares is available at the registered office of the Fund.

Redemption requests for registered shares may be sent by an electronic method acceptable to the Transfer Agent, Registrar and Domiciliary Agent.

Where registered shares have been issued, a written redemption request must be sent to the Transfer Agent, Registrar and Domiciliary Agent. Normally, no other documents are required.

### 10. Fees and expenses

The maximum rates set out below for the management fee will be charged to the share classes of the Sub-Fund at the end of each month. General information on the management fee can be found in section 20 "Fees and expenses" of the General Part. The management fee is calculated based on the daily net asset value of the sub-fund.

Class B	up to 1.4% p.a.
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Class C	up to 2.0% p.a.
Class I	up to 0.6% p.a.
Class I F	up to 1.00% p.a.
Class J	up to 1.4% p.a.
Class N	up to 0.6% p.a.
Class P	up to 1.2% p.a.
Class P F	up to 2.00% p.a.
Class Z	0%

Derived share classes (e.g. hedged) or distribution share classes shall have the same pricing as the base share class set forth in the foregoing table.

The exact amount of the management fees paid is given in the semi-annual and annual report.

In addition, the Management Company shall receive annually at the end of each financial year a performance fee payable out of the Sub-Fund's Assets (the "**Performance Fee**") which shall be calculated and reverted to the Investment Manager pursuant to the following conditions:

(i) For the Investment Manager, the Performance Fee shall be calculated on the Sub-Fund's Net Asset Value. If the Management Company exercises any investment management function on a portion of assets, no Performance Fee will be calculated on this portion of assets.

(ii) The Performance Fee is equivalent to 20 % of the excess appreciation in the Net Asset Value per Unit per financial year. Such excess appreciation is equal to the appreciation of the Sub-Fund from 31 August 2018 on or any higher subsequent financial year end result in excess of 5 % (the "Hurdle Rate"), and adjusted appropriately for previous distributions in the respective financial year and for partial years.

(iii) Moreover, the Performance Fee may be calculated for the Investment Manager only when and if the Net Asset Value per Unit reaches, at financial year end, a new high, compared to the highest historical financial year end result of the previous financial years (the "Historical High Water Mark"). In the financial year of introduction of the Historical High Watermark, the financial year 2018/2019, the Historical High Watermark is equal to the Specific Net Asset Value per Unit of the Sub-Fund on 31 August 2018. The Performance Fee will only be paid on the new excess appreciation over the financial year end result of the Sub-Fund on 30 June 2019, respectively for the Net Asset Value per Unit as well as the Hurdle Rate. The Net Asset Value per Unit will also be adjusted to reflect dividends and other distributions.

(iv) For the purpose of the calculation of the Performance Fee, a specific Net Asset Value per Unit will be calculated on each Valuation Day and accrued appropriately throughout the Financial year. Payment will be based on the last Valuation Day of the Financial year as compared to the last Valuation Day of the previous Financial year and paid in arrears. The last Financial year may be an abbreviated Financial year and the Performance Fee will be calculated on a pro-rata basis and paid in arrears.

In addition, the share classes of the Sub-Fund are charged a maximum of the rate specified for the service fee in the General Part under 20.3 "Service fee" on a monthly basis.

Additional fees and expenses are described in section 20.4 "Additional fees and costs" of the General Part.

#### **11. Profile of typical investor**

The Sub-Fund is suitable for long term investment and constitutes an equity investment to add diversification to balanced portfolios. Investors should be aware of the risks linked to a higher profit potential of equity investments.

#### **12. Risk profile**

Investors are advised to read section 7 "Notice Regarding Special Risks" of the General Part and should duly note the contents thereof prior to making any investment in the Sub-Fund. Please further refer to the special risk considerations below:

The Sub-Fund shows a higher risk-reward-ratio. Its performance remains dependent upon price movements on stock exchanges and the foreign exchange markets. Although the healthcare sector has historically experienced growth in

excess of general economic growth, this may not occur in the future. Stocks and other securities of innovative companies in the biotechnology and health care sectors in the broader sense can feature distinctive market price fluctuations. Therefore, the Sub-Fund's performance can vary considerably more than would be expected if the Sub-Fund diversified its assets more balanced throughout the total market. Furthermore, the focus on a specific sector can lead to a unit price development which may differ from the general market trend.

**13. Risk classification**

The global risk resulting from the Sub-Fund's investments is determined using the commitment approach.

**14. Historical performance**

The performance can be found in the KIID of each share class of this Sub-Fund, which is available at the registered office of the Fund and at [www.sectoral.com](http://www.sectoral.com)

## 20. VARIOPARTNER SICAV – ESSENCIA PURO LONG SHORT EQUITY FUND

This Appendix is only valid in connection with the current Sales Prospectus. This Appendix relates to the Sub-Fund VARIOPARTNER SICAV – ESSENCIA PURO LONG SHORT EQUITY FUND (the “Sub-Fund”).

### 1. Reference currency

USD

### 2. Share classes

The following classes of shares are issued at the time of this Prospectus:

Share classes	Currency	Type	Investor type	Subscription minimum	ISIN	Launch date
P	USD	Capitalisation	Private and institutional	150'000	LU1504224343	15.03.2018
I	USD	Capitalisation	Institutional	10'000'000	LU1504224855	15.03.2018
X	USD	Capitalisation	Private and institutional	none	LU1512939304	15.03.2018

Class P: Shares of the class P are intended for private and institutional investors and are issued as capitalisation shares.

These P shares are intended for investors that invest and hold at least 150'000 in the currency of the Share Class.

Class I: Shares of the class I are intended only for institutional investors and are issued as capitalisation shares.

These shares of the class I are intended only for institutional investors that invest and hold at least 10 million in the currency of the Share Class or that have been granted appropriate authorisation by the Board of Directors.

Class S: Shares of the class S are intended only for institutional investors and are issued as capitalisation shares.

These shares of the class S are intended only for institutional investors who make an initial investment prior to the earlier of (i) the Sub-Fund reaching a NAV of at least \$100 million or (ii) a date to be decided by the Management Company together with the Investment Manager. The investor has to invest and hold at least 2 million in the currency of the Share Class and has to be granted appropriate authorisation by the Board of Directors.

Class G: Shares of the class G are intended only for institutional investors and are issued as capitalisation shares.

These shares of the class G are intended only for institutional investors that invest and hold at least 50 million in the currency of the Share Class and that have been granted appropriate authorisation by the Board of Directors. An investor is still considered eligible for this Share Class if the value of his holdings falls below the above minimum holding threshold due to market movements.

Class X: Shares of the class X are intended for private and institutional investors and are issued as capitalisation shares.

These shares of the class X are intended only for investors who are employees, members/shareholders or directors of Essencia Capital LLP or its affiliates and their connected persons.

Class N: Shares of the class N are intended for private and institutional investors and are issued as capitalisation shares.

These shares of the class N may be subscribed only by:

- investors in the United Kingdom and the Netherlands and
- investors in other countries, acting on their own behalf or on behalf of their own clients (who may be any type of investor) and who have concluded a separate agreement with their clients. The universe of such investors acting on behalf of their own clients include entities who have received

a discretionary portfolio management mandate or signed an independent advisory services agreement with their clients.

The shares do not grant any rebates or retrocessions.

The share classes may be issued in currencies other than the reference currency of the Sub-Fund.

The currency risk of the share classes issued in currencies other than the reference currency is not hedged against the reference currency of the Sub-Fund. **Investors in these share classes should therefore note that they are subject to currency risk.**

Share classes with the addition "H" in its denomination in connection with the abbreviation for the currency in which the share class is issued shall extensively hedge the currency risk. Unless specified anything to the contrary, the Sub-Fund shall extensively hedge the currency risk of those share classes against the reference currency of the Sub-Fund.

Share classes are normally issued as capitalisation classes. The share classes may be issued as distribution share classes. In this case, they shall receive an addition "D" in their denomination.

Any use of the share class denomination without specification of the way of income use (i.e. distribution or capitalisation) shall mean that the relevant statement or share class feature apply to both ways of income use (i.e. distribution and capitalisation). The same applies mutatis mutandis to share classes issued in non-reference currencies and hedged the currency risk.

If it comes to the notice of the Board of Directors that shares have been bought by ineligible persons as per the Fund's Articles of Association and this Sales Prospectus, these shares may be forcibly redeemed by the Fund. The Board of Directors also reserves the right to dissolve a Sub-Fund if it should come to its notice that all shares are held by a single ineligible person.

Interested investors should obtain information about any restrictions on subscriptions before submitting a subscription request to the Fund.

The list of active share classes can be found on [www.essenciacapital.com](http://www.essenciacapital.com)

### **3. Investment objective and policy**

This Sub-Fund aims to achieve the highest possible capital growth by utilising a long-short equity strategy.

There can be no assurance that the Sub-Fund will achieve its investment objective and losses may be incurred.

While respecting the principle of risk diversification, the Sub-Fund's net assets are particularly exposed to the equity asset class.

The long exposure to equity can be built up by purchasing equities, equity-like transferable securities and/or participation certificates of companies worldwide, and/or entering into derivative financial instruments having equities as their underlying and/or via other collective investment schemes.

Short exposure to equities (via such instruments as equities, equity-like securities and participation certificates) will be built up via derivative financial instruments only.

Additionally, the Sub-Fund will actively manage currencies.

The Sub-Fund may also invest in or otherwise be exposed to asset classes (i.e. fixed-income, money-market, cash) or instruments outside of the aforementioned investment universe.

The use of derivative financial instruments forms an important part of the investment approach of the Sub-Fund. The derivative financial instruments used may be traded on an exchange or over-the-counter. Such derivative financial instruments shall include, but not limited to, forwards, futures and swaps (including total return swaps, as further described below, and currency swaps). Derivative financial instruments can also be used for hedging purposes.

In an adverse market environment, the Sub-Fund may invest up to 100% of its assets in money-market instruments and cash.

Investments in currencies other than the reference currency of the Sub-Fund may be hedged against the reference currency. However, there can be no assurance that a given exposure will be hedged at any given time or, even if the exposure is hedged, that such hedge will be effective.

#### **4. Securities lending**

The Sub-Fund does not engage in any securities lending transactions.

#### **5. Total Return Swaps**

The Sub-Fund may enter into one or more total return swaps (“TRS”) to gain exposure to asset classes as specified above. The use of TRS forms an important part of the investment approach of the Sub-Fund and can also serve hedging purposes.

Types of underlyings to TRS may include equities, equity-like transferable securities, participation certificates, bonds and money market instruments.

Approximately 50% of the assets of the Sub-Fund are expected to be employed by TRS. However, this is only an estimated value that can be exceeded in individual cases. A maximum of 100% of the assets of the Sub-Fund may be employed by TRS.

The Sub-Fund may, but is not required to, achieve its exposure to the underlying asset classes solely through derivative financial instruments. All revenues (less transaction costs) from TRS are accrued to the Sub-Fund.

#### **6. Investment Manager**

The Management Company has appointed Essencia Capital LLP, 48 Dover Street, London, W1S 4FF, United Kingdom, (“Essencia”) as investment manager (the “Investment Manager”) of the Sub-Fund.

The Investment Manager is responsible for the daily management of the Sub-Fund.

#### **7. Valuation day**

The net asset value of every share class in the Sub-Fund is calculated for each Business Day, except days on which one of the Sub-Fund’s essential primary stock exchanges and/or essential regulated markets is closed.

#### **8. Subscription of shares and issuing commission**

Shares shall be issued at the net asset value (plus the issuing commission mentioned below) of the relevant class as determined on the Valuation Day following the relevant transaction day.

Confirmation of subscriptions executed are sent to the investor within ten business days after the issue of the shares, at the latter’s own risk, to the address indicated in the subscription application.

An issuing commission of up to 3% of the issue price/net asset value per share may be charged on subscriptions.

#### **9. Conversion of shares and conversion commission**

Any investor may request conversion of all or part of his shares from one class into shares of the same class of another Sub-Fund of the Variopartner SICAV for which Essencia is appointed Investment Manager, at the respective net asset values of the relevant share class on the Valuation Day in question.

The price at which all or part of the shares in a given class (the “original class”) are converted into the same share class of another Sub-Fund (the “new class”) is determined by means of the following formula:

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

A is the number of shares to be allocated from the new class;

B is the number of shares of the original class to be converted;

C is the applicable net asset value per share of the original class;

D is the applicable net asset value per share of the new class;

E is the exchange rate (if any) between the currency of the original and the new classes.

To cover costs, investors may be charged a handling fee of up to USD 100 or, if higher than USD 100, up to 1.5% of A x D.

Fractional registered shares of the new category shall be allotted to up to three decimal places. Conversions must be made in an amount of at least USD 2,500, with the exception that investors can apply to have their entire shareholding converted at any time even if this is less than USD 2,500. If converting shares would reduce the value of the investor’s

remaining shares to below USD 2,500, the investor shall be deemed to have requested conversion of all his/her shares in this Sub-Fund.

Conversion requests for registered shares may be sent by an electronic method acceptable to the Transfer Agent, Registrar and Domiciliary Agent.

Where registered shares have been issued, a written conversion request must be sent to the Transfer Agent, Registrar and Domiciliary Agent. No other documents are normally required.

For the purpose of protecting investors who have stayed in a class or this Sub-Fund, the Fund is not required to convert or redeem a number of shares that represents more than 10% of the net asset value of a class or a Sub-Fund on one Valuation Day. This restriction applies to all investors who have submitted their shares for repurchase or conversion on the same transaction day. Redemptions and conversions are carried out in proportion to the shares delivered by investors for redemption and conversion on the Valuation Day in question. Any redemption or conversion request not carried out on this day will be carried forward to the next Valuation Day and will be given priority for execution in accordance with the date of the redemption or conversion request on this Valuation Day, subject to the aforesaid limitation. In case of such a postponement of redemption or conversion applications, the Fund will inform the investors concerned accordingly.

An investor may not revoke his/her request for conversion, except in the cases and subject to the same conditions as set out under "Redemption of shares and redemption commission" below.

#### **10. Redemption of shares and redemption commission**

Subject to the terms of the Sales Prospectus, shares shall be redeemed at the net asset value (plus the redemption commission mentioned below) of the relevant class as determined on the Valuation Day following the relevant transaction day.

A redemption commission of up to 3 percent of the net asset value may be charged to the investor. The redemption commission may be retained by the Sub-Fund or paid, in whole or in part, to a placement agent or distributor.

The redemption price of the shares is available at the registered office of the Fund.

Redemption requests for registered shares may be sent by an electronic method applicable to the Transfer Agent, Registrar and Domiciliary Agent.

Where registered shares have been issued, a written redemption request must be sent to the Transfer Agent, Registrar and Domiciliary Agent. Normally, no other documents are required.

#### **11. Settlement of subscription/redemption/conversion applications**

By way of derogation from the provisions of Sections 12 to 14 of the General Part, the subscription/redemption/conversion applications for the Sub-Fund on any one transaction day (T) shall be settled at the issue/redemption/conversion price calculated on the next Valuation Day (T+1). The payment of the issue/conversion price must be received by the Depositary within two (2) Business Days following the corresponding transaction date, or within one (1) Business Day following the corresponding valuation date (T+2). The payment of redemption proceeds shall normally be made within two (2) Business Days following the corresponding transaction date, or one (1) Business Day following the corresponding valuation date (T+2).

#### **12. Fees and expenses**

The maximum rates set out below for the management fee will be charged to the share classes of the Sub-Fund at the end of each month. General information on the management fee can be found in section 20.2 "Fees and expenses" of the General Part. The management fee is calculated based on the daily net asset value of the sub-fund.

Class P	up to 2% p.a.
Class I	up to 1.5% p.a.
Class S	up to 1% p.a.
Class G	up to 1.5% p.a.
Class X	up to 1.5% p.a.
Class N	up to 2% p.a.

The exact amount of the management fees paid is given in the semi-annual and annual report.

The Share Classes of the Sub-Fund may also be charged a Performance Fee. The fee shall be calculated pursuant to section 20.2 “Fees and expenses” of the General Part with the following stipulations:

Performance Fee	Max. 20% of outperformance
Calculation	HWM Principle
High Water Mark	HWM with annual reset
Hurdle Rate	-
Performance Fee Period	Financial year

The Performance Fee will be applied on the Share classes as follows:

Class P	Max. 20% of outperformance
Class I	Max. 20% of outperformance
Class S	Max. 10% of outperformance
Class G	Max. 10% of outperformance
Class X	0% to max. 10% of outperformance
Class N	Max. 20% of outperformance

Derived share classes (e.g. hedged) or distribution share classes shall have the same pricing, including performance fee, as the base share class set forth in the foregoing table.

The exact amount of the Performance fee paid is given in the semi-annual and annual report.

In addition, the share classes of the Sub-Fund are charged a maximum of the rate specified for the service fee in the General Part under 20.3 “Service fee” on a monthly basis.

Additional fees and expenses are described in section 20.4 “Additional fees and costs” of the General Part.

### 13. Profile of the typical investor

This Sub-Fund is aimed at private and institutional investors with a long-term investment horizon, who wish to invest in a broadly diversified portfolio of equities and derivatives and to achieve a reasonable investment return and high capital gains, while being aware of the associated price fluctuations.

### 14. Risk profile

Investors should note that investments in the Sub-Fund are subject to market volatility and there is a risk that they may not recoup the original sum invested.

Investments in equities and derivatives are subject to price fluctuations at all times. Investments in foreign currencies are also subject to currency fluctuations. A shareholder may not receive back in full the amount invested. Past performance is no guarantee of future results.

### 15. Global risk

The global risk resulting from the Sub-Fund’s investments is determined using the absolute value at risk method (absolute VaR).

The risk measure will not exceed 20% of the net assets of the Sub-Fund.

The leverage achieved for investment purposes in the Sub-Fund through the use of financial derivative instruments is calculated using the notional approach. The average leverage achieved over the course of the year, calculated as the sum of the notionals of all derivative instruments, is expected to be around 300% or less of the net assets of the Sub-Fund. However, the actual leverage achieved on average may be above or below this value. Although the leverage figure must be stated, it does not permit any meaningful inference to be drawn as to the risk generated by the leverage. The average leverage level assessed as per the commitment approach, which corresponds to the notional approach after taking into account netting and hedging techniques, is expected to be around 200%.

**16. Historical performance**

The performance for each share class of this Sub-Fund can be found in the respective KIID. KIIDs can be obtained from the registered office of the Fund.

## 21. VARIOPARTNER SICAV – 3-ALPHA DIVERSIFIER EQUITIES EUROPE

This Appendix is only valid in connection with the current Sales Prospectus. This Appendix relates to the Sub-Fund VARIOPARTNER SICAV – 3-ALPHA DIVERSIFIER EQUITIES EUROPE (the “Sub-Fund”).

### 1. Reference currency

EUR

### 2. Share classes

The following classes of shares are issued at the time of this Prospectus:

Share classes	Currency	Type	Investor type	Subscription minimum	ISIN	Launch date
G	EUR	Capitalisation	Institutional	None	LU1743051887	03.01.2018
G	CHF	Capitalisation	Institutional	None	LU1955150930	15.03.2019
V	USD	Capitalisation	Institutional	None	LU2088710053	19.12.2019

Class A: The shares of the class A are intended for private and institutional investors.

Class F: These shares are intended exclusively for investors who have signed at the time of subscription an agreement with a company in the Vontobel Group. The shares do not grant any rebates or retrocessions.

Class N: These shares are intended only for a company in the Vontobel Group acting as distributor on behalf of its own clients (who may be any type of investor) and who has concluded a separate agreement with its clients. The shares do not grant any rebates or retrocessions.

Class Q: These shares are intended only for

- investors in the United Kingdom and the Netherlands and
- investors in other countries, acting on their own behalf or on behalf of their own clients (who may be any type of investor) and who have concluded a separate agreement with their clients. The universe of such investors acting on behalf of their own clients include entities who have received a discretionary portfolio management mandate or signed an independent advisory services agreement with their clients.

The shares do not grant any rebates or retrocessions.

Class I : These shares are intended exclusively for institutional investors that invest and hold at least 100'000 in the currency of the share class. The shares do not grant any rebates or retrocessions.

Class G : These shares are intended exclusively for investors who have signed at the time of subscription a discretionary portfolio management agreement with a company in the Vontobel Group. The shares do not grant any rebates or retrocessions.

Class S: These shares may be subscribed only by institutional investors in the sense of Art. 174 par. 2 lett. c) of the 2010 Law who have signed at the time of subscription a special discretionary agreement with a company in the Vontobel Group. The shares do not grant any rebates or retrocessions..

Class R: These shares are intended exclusively for investors who are entitled, according to staff regulations of a Vontobel company, to hold shares in their respective account / deposit at Bank Vontobel AG, Zurich, according to employee terms or who have concluded a special agreement with a Vontobel company. It is therefore possible that these shares will be subscribed and held by persons who have access to non-public, material information in relation to the relevant Sub-Fund. In order to prevent conflicts of interest, the Vontobel Group and associated companies have issued corresponding directives, compliance with which is constantly monitored. The shares do not grant any rebates or retrocessions.

Class P: These shares are intended exclusively for investors who have signed at the time of subscription an agreement with a company in the Vontobel Group and invest at least 100'000 in the currency of the share class. The shares do not grant any rebates or retrocessions.

Class V:	The shares of the class V are reserved for institutional investors in the sense of Art. 174 par. 2 lett. c) of the 2010 Law, who are a company of the Vontobel Group or who have a cooperation agreement with a company of the Vontobel Group. The shares do not grant any rebates or retrocessions.
Class VE:	The shares of the class VE are intended exclusively for investors, who are a company of the Vontobel Group or who have a cooperation agreement with a company of the Vontobel Group. The shares do not grant any rebates or retrocessions.
Class Z:	These shares may be subscribed only by institutional investors in the sense of Art. 174 par. 2 lett. c) of the 2010 Law who have signed at the time of subscription a special discretionary agreement with a company in the Vontobel Group. The shares do not grant any rebates or retrocessions. Neither management fee nor performance fee are charged for this Share Class.
Class U:	These shares are intended exclusively for investors who have signed at the time of subscription a special discretionary agreement with a company in the Vontobel Group. The shares do not grant any rebates or retrocessions. Neither management fee nor performance fee are charged for this Share Class.

The above-mentioned share class types or combinations thereof may contain the additional denominations from "1" to "10". These Shares shall have the same architecture as the share classes from which they have been derived, but shall have one or another feature distinguishing them from the share classes from which they have been derived. Such special feature may include distributors who are domiciled in certain countries or carry out their business in those countries and who act on behalf of their own clients (who may be any type of investor) providing they fulfil the general eligibility criteria for the relevant share class, investors who have concluded a corresponding agreement with a company belonging to the Vontobel Group or similar.

The share classes may be issued in currencies other than the reference currency of the Sub-Fund.

The currency risk of the share classes issued in currencies other than the reference currency is not hedged against the reference currency of the Sub-Fund. **Investors in these share classes should therefore note that they are subject to currency risk.**

Share classes with the addition "H" in its denomination in connection with the abbreviation for the currency in which the share class is issued shall extensively hedge the currency risk. Unless specified anything to the contrary, the Sub-Fund shall extensively hedge the currency risk of those share classes against the reference currency of the Sub-Fund.

Share classes are normally issued as capitalisation classes. The share classes may be issued as distribution share classes. In this case, they shall receive an addition "D" in their denomination.

Any use of the share class denomination without specification of the way of income use (i.e. distribution or capitalisation) shall mean that the relevant statement or share class feature apply to both ways of income use (i.e. distribution and capitalisation). The same applies mutatis mutandis to share classes issued in non-reference currencies and hedged the currency risk.

If it comes to the notice of the Board of Directors that shares have been bought by ineligible persons as per the Fund's Articles of Association and this Sales Prospectus, or should a shareholder no longer fulfil eligibility criteria, then the Fund shall be entitled at any time to repurchase the shares concerned in accordance with the provisions for redemption in the Sales Prospectus or convert the shares concerned into shares in another class of shares not expressly reserved for these investors (provided there is a similar class with these characteristics). The affected shareholder will then be informed about measures taken.

The Board of Directors also reserves the right to dissolve a Sub-Fund if it should come to its notice that all shares are held by a single ineligible person.

Interested investors should obtain information about any restrictions on subscriptions before submitting a subscription request to the Fund.

The list of active share classes can be found on [www.vontobel.com](http://www.vontobel.com).

### 3. Investment objective and policy

The investment objective of the Sub-Fund is long-term capital appreciation aiming at achieving superior risk-adjusted returns. The selection and weighting of assets is mainly based on quantitative models.

While respecting the principle of risk diversification, the Sub-Fund's assets are mainly exposed to the European equity market. This exposure can be achieved *inter alia* directly by purchasing equities, equity-like transferable securities, participation certificates etc. issued by companies which are based in Europe and/or conduct the majority of their business in Europe.

Up to 33% of the Sub-Fund's assets may be exposed to equities outside of the aforementioned investment universe, fixed-income asset class and money markets. *As of 21 February 2020:* Up to 10% of the Sub-Fund's assets are further permitted to be exposed to real estate. Exposure to real estate may only be indirect via (i) equities of companies that themselves invest in or manage real estate or (ii) closed-end Real Estate Investment Trusts (REITs) or Real Estate Investment Companies (REICs) whose securities are transferable securities as defined in section 9.1 "Financial instruments used by individual Sub-Funds" of the General part.

The Sub-Fund may also hold cash.

#### **4. Derivatives and securities lending**

The Sub-Fund may, for the purposes of hedging (incl. currency hedging) and achieving the investment objective, make use of derivative financial instruments, which may result in a corresponding leverage effect.

The Sub-Fund does not engage in securities lending transactions.

#### **5. Investment Manager**

The Management Company has appointed Bank Vontobel AG, Gotthardstrasse 43, CH-8022 Zurich, Switzerland as Investment Manager of the Sub-Fund (the "Investment Manager").

#### **6. Sub-Investment Manager**

Bank Vontobel AG has appointed Vontobel Asset Management AG, Gotthardstrasse 43, CH-8022 Zurich, Switzerland, and Vontobel Asset Management S.A. acting through its Munich Branch, Leopoldstrasse 8-10, D-80802 Munich, Germany as sub-investment managers (the "Sub-Investment Manager(s)").

#### **7. Valuation day**

The net asset value of every share class in the Sub-Fund is calculated for each Business Day, except days on which one of the Sub-Fund's essential primary stock exchanges and/or essential regulated markets is closed.

#### **8. Subscription of shares/issuing commission**

The subscription of shares is based in principle on the provisions of section 12 "Issue of shares" of the General Part. An issuing commission on the net asset value per share, which may be up to 3.0% for the Sub-Fund, can be charged in favour of the Management Company.

#### **9. Conversion of shares and conversion commission**

Any investor may request conversion of all or part of his shares from one class into shares of the same class of another Sub-Fund of the Variopartner SICAV for which Bank Vontobel AG is appointed Investment Manager, at the respective net asset values of the relevant share class on the Valuation Day in question provided he fulfils the requirements of Section 2 "Share Classes" of this Sub-Fund Appendix and Section 14 "Conversion of Shares" of the General Part.

The price at which all or part of the shares in a given class (the "original class") are converted into the same share class of another Sub-Fund (the "new class") is determined by means of the following formula:

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

A is the number of shares to be allocated from the new class;

B is the number of shares of the original class to be converted;

C is the applicable net asset value per share of the original class;

D is the applicable net asset value per share of the new class;

E is the exchange rate (if any) between the currency of the original and the new classes.

To cover costs, investors may be charged a handling fee of up to EUR 100 or, if higher than EUR 100, up to 1.5% of A x D.

Fractional registered shares of the new category shall be allotted to up to three decimal places. Conversions must be made in an amount of at least EUR 2,500, with the exception that investors can apply to have their entire shareholding converted at any time even if this is less than EUR 2,500. If converting shares would reduce the value of the investor's remaining shares to below EUR 2,500, the investor shall be deemed to have requested conversion of all his/her shares in this Sub-Fund.

Conversion requests for registered shares may be sent by an electronic method acceptable to the Transfer Agent, Registrar and Domiciliary Agent.

Where registered shares have been issued, a written conversion request must be sent to the Transfer Agent, Registrar and Domiciliary Agent. No other documents are normally required.

For the purpose of protecting investors who have stayed in a class or this Sub-Fund, the Fund is not required to convert or redeem a number of shares that represents more than 10% of the net asset value of a class or a Sub-Fund on one Valuation Day. This restriction applies to all investors who have submitted their shares for repurchase or conversion on the same transaction day. Redemptions and conversions are carried out in proportion to the shares delivered by investors for redemption and conversion on the Valuation Day in question. Any redemption or conversion request not carried out on this day will be carried forward to the next Valuation Day and will be given priority for execution in accordance with the date of the redemption or conversion request on this Valuation Day, subject to the aforesaid limitation. In case of such a postponement of redemption or conversion applications, the Fund will inform the investors concerned accordingly.

An investor may not revoke his/her request for conversion, except in the cases and subject to the same conditions as set out under "Redemption of shares and redemption commission" below.

#### **10. Redemption of shares and redemption commission**

The redemption of shares is based on the provisions of section 13 "Redemption of shares" of the General Part. Shareholders may request the redemption of their shares on any transaction day at a price corresponding to the net asset value per share of the relevant Sub-Fund, which is determined on the respective Valuation Day. No redemption commission is charged to the investor.

#### **11. Fees and expenses**

The maximum rates set out below for the management fee will be charged to the share classes of the Sub-Fund:

Class A	up to 2.00% p.a.
Class F	up to 1.00% p.a.
Class N	up to 1.00% p.a.
Class Q	Up to 1.00% p.a.
Class I	up to 1.00% p.a.
Class G	up to 1.00% p.a.
Class S	up to 1.50% p.a.
Class R	up to 2.00% p.a.
Class P	up to 1.50% p.a.
Class U	up to 1.50% p.a.
Class V	up to 1.00% p.a.
Class VE	up to 1.00% p.a.
Class Z	up to 1.50% p.a.

Derived share classes (e.g. hedged) or distribution share classes shall have the same pricing as the base share class set forth in the foregoing table.

In addition, a service fee as described in section 20.3 "Service fee" of the General Part will be charged to the share classes of the Sub-Fund. Additional fees and expenses are described in section 20.4 "Additional fees and costs" of the General Part.

**12. Settlement of subscription/redemption/conversion applications**

By way of derogation from the provisions of Sections 12 to 14 of the General Part, the subscription/redemption/conversion applications for the Sub-Fund on any one transaction day (T) shall be settled at the issue/redemption/conversion price calculated on the next Valuation Day (T+1). The payment of the issue/conversion price must be received by the Depositary within two (2) Business Days following the corresponding transaction date, or within one (1) Business Day following the corresponding valuation date (T+2). The payment of redemption proceeds shall normally be made within two (2) Business Days following the corresponding transaction date, or one (1) Business Day following the corresponding valuation date (T+2).

**13. Typical investor profile**

Given the Investment Objective and Policy, the Sub-Fund is only appropriate for investors who seek capital appreciation over the long term and can withstand the volatility of the Sub-Fund. Thus, this Sub-Fund may not be appropriate for investors, who plan to withdraw their money within 5 years. The detailed risk considerations in the main part of the Prospectus should be read before investing in this Sub-Fund.

**14. Risk profile**

Investors should note that investments in the Sub-Fund are subject to market volatility and there is a risk that they may not recoup the original sum invested. Investments in equity markets are subject to volatility at all times. Investments in foreign currencies are also subject to currency fluctuations. Past performance is no guarantee of future results.

**15. Risk classification**

The global risk resulting from the Sub-Fund's investments is determined using the commitment approach.

**16. Historical performance**

The performance can be found in the KIID of each share class of the Sub-Fund. KIIDs can be obtained from the registered office of the Fund and at [www.vontobel.com/AM](http://www.vontobel.com/AM).

## 22. VARIOPARTNER SICAV – 3-ALPHA DIVERSIFIER EQUITIES USA

This Appendix is only valid in connection with the current Sales Prospectus. This Appendix relates to the Sub-Fund VARIOPARTNER SICAV – 3-ALPHA DIVERSIFIER EQUITIES USA (the “Sub-Fund”).

### 1. Reference currency

USD

### 2. Share classes

The following classes of shares are issued at the time of this Prospectus:

Share classes	Currency	Type	Investor type	Subscription minimum	ISIN	Launch date
G	USD	Capitalisation	Institutional	None	LU1743052851	03.01.2018
G	EUR	Capitalisation	Institutional	None	LU1955151078	15.03.2019

Class A: The shares of the class A are intended for private and institutional investors.

Class F: These shares are intended exclusively for investors who have signed at the time of subscription an agreement with a company in the Vontobel Group. The shares do not grant any rebates or retrocessions.

Class N: These shares are intended only for a company in the Vontobel Group acting as distributor on behalf of its own clients (who may be any type of investor) and who has concluded a separate agreement with its clients. The shares do not grant any rebates or retrocessions.

Class Q: These shares are intended only for

- investors in the United Kingdom and the Netherlands and
- investors in other countries, acting on their own behalf or on behalf of their own clients (who may be any type of investor) and who have concluded a separate agreement with their clients. The universe of such investors acting on behalf of their own clients include entities who have received a discretionary portfolio management mandate or signed an independent advisory services agreement with their clients.

The shares do not grant any rebates or retrocessions.

Class I : These shares are intended exclusively for institutional investors that invest and hold at least 100'000 in the currency of the share class. The shares do not grant any rebates or retrocessions.

Class G : These shares are intended exclusively for investors who have signed at the time of subscription a discretionary portfolio management agreement with a company in the Vontobel Group. The shares do not grant any rebates or retrocessions.

Class S: These shares may be subscribed only by institutional investors in the sense of Art. 174 par. 2 lett. c) of the 2010 Law who have signed at the time of subscription a special discretionary agreement with a company in the Vontobel Group. The shares do not grant any rebates or retrocessions.

Class R: These shares are intended exclusively for investors who are entitled, according to staff regulations of a Vontobel company, to hold shares in their respective account / deposit at Bank Vontobel AG, Zurich, according to employee terms or who have concluded a special agreement with a Vontobel company. It is therefore possible that these shares will be subscribed and held by persons who have access to non-public, material information in relation to the relevant Sub-Fund. In order to prevent conflicts of interest, the Vontobel Group and associated companies have issued corresponding directives, compliance with which is constantly monitored. The shares do not grant any rebates or retrocessions.

Class P: These shares are intended exclusively for investors who have signed at the time of subscription an agreement with a company in the Vontobel Group and invest at least 100'000 in the currency of the share class. The shares do not grant any rebates or retrocessions.

Class V: The shares of the class V are reserved for institutional investors in the sense of Art. 174 par. 2 lett. c) of the 2010 Law, who are a company of the Vontobel Group or who have a cooperation

agreement with a company of the Vontobel Group. The shares do not grant any rebates or retrocessions.

- Class VE: The shares of the class VE are intended exclusively for investors, who are a company of the Vontobel Group or who have a cooperation agreement with a company of the Vontobel Group. The shares do not grant any rebates or retrocessions.
- Class Z: These shares may be subscribed only by institutional investors in the sense of Art. 174 par. 2 lett. c) of the 2010 Law who have signed at the time of subscription a special discretionary agreement with a company in the Vontobel Group. The shares do not grant any rebates or retrocessions. Neither management fee nor performance fee are charged for this Share Class.
- Class U: These shares are intended exclusively for investors who have signed at the time of subscription a special discretionary agreement with a company in the Vontobel Group. The shares do not grant any rebates or retrocessions. Neither management fee nor performance fee are charged for this Share Class.

The above-mentioned share class types or combinations thereof may contain the additional denominations from "1" to "10". These Shares shall have the same architecture as the share classes from which they have been derived, but shall have one or another feature distinguishing them from the share classes from which they have been derived. Such special feature may include distributors who are domiciled in certain countries or carry out their business in those countries and who act on behalf of their own clients (who may be any type of investor) providing they fulfil the general eligibility criteria for the relevant share class, investors who have concluded a corresponding agreement with a company belonging to the Vontobel Group or similar.

The share classes may be issued in currencies other than the reference currency of the Sub-Fund.

The currency risk of the share classes issued in currencies other than the reference currency is not hedged against the reference currency of the Sub-Fund. **Investors in these share classes should therefore note that they are subject to currency risk.**

Share classes with the addition "H" in its denomination in connection with the abbreviation for the currency in which the share class is issued shall extensively hedge the currency risk. Unless specified anything to the contrary, the Sub-Fund shall extensively hedge the currency risk of those share classes against the reference currency of the Sub-Fund.

Share classes are normally issued as capitalisation classes. The share classes may be issued as distribution share classes. In this case, they shall receive an addition "D" in their denomination.

Any use of the share class denomination without specification of the way of income use (i.e. distribution or capitalisation) shall mean that the relevant statement or share class feature apply to both ways of income use (i.e. distribution and capitalisation). The same applies mutatis mutandis to share classes issued in non-reference currencies and hedged the currency risk.

If it comes to the notice of the Board of Directors that shares have been bought by ineligible persons as per the Fund's Articles of Association and this Sales Prospectus, or should a shareholder no longer fulfil eligibility criteria, then the Fund shall be entitled at any time to repurchase the shares concerned in accordance with the provisions for redemption in the Sales Prospectus or convert the shares concerned into shares in another class of shares not expressly reserved for these investors (provided there is a similar class with these characteristics). The affected shareholder will then be informed about measures taken.

The Board of Directors also reserves the right to dissolve a Sub-Fund if it should come to its notice that all shares are held by a single ineligible person.

Interested investors should obtain information about any restrictions on subscriptions before submitting a subscription request to the Fund.

The list of active share classes can be found on [www.vontobel.com](http://www.vontobel.com).

### **3. Investment objective and policy**

The investment objective of the Sub-Fund is long-term capital appreciation aiming at achieving superior risk-adjusted returns. The selection and weighting of assets is mainly based on quantitative models.

While respecting the principle of risk diversification, the Sub-Fund's assets are mainly exposed to the equity market of the United States of America (the "US"). This exposure can be achieved *inter alia* directly by purchasing equities, equity-

like transferable securities, participation certificates etc. issued by companies which are based in the US and/or which conduct the majority of their business in the US.

Up to 33% of the Sub-Fund's assets may be exposed to equities outside of the aforementioned investment universe, fixed-income asset class and money markets. *As of 21 February 2020:* Up to 10% of the Sub-Fund's assets are further permitted to be exposed to real estate. Exposure to real estate may only be indirect via (i) equities of companies that themselves invest in or manage real estate or (ii) closed-end Real Estate Investment Trusts (REITs) or Real Estate Investment Companies (REICs) whose securities are transferable securities as defined in section 9.1 "Financial instruments used by individual Sub-Funds" of the General part.

The Sub-Fund may also hold cash.

#### **4. Derivatives and securities lending**

The Sub-Fund may, for the purposes of hedging (incl. currency hedging) and achieving the investment objective, make use of derivative financial instruments, which may result in a corresponding leverage effect.

The Sub-Fund does not engage in securities lending transactions.

#### **5. Investment Manager**

The Management Company has appointed Bank Vontobel AG, Gotthardstrasse 43, CH-8022 Zurich, Switzerland as Investment Manager of the Sub-Fund (the "Investment Manager").

#### **6. Sub-Investment Manager**

Bank Vontobel AG has appointed Vontobel Asset Management AG, Gotthardstrasse 43, CH-8022 Zurich, Switzerland, and Vontobel Asset Management S.A. acting through its Munich Branch, Leopoldstrasse 8-10, D-80802 Munich, Germany as sub-investment managers (the "Sub-Investment Manager(s)").

#### **7. Valuation day**

The net asset value of every share class in the Sub-Fund is calculated for each Business Day, except days on which one of the Sub-Fund's essential primary stock exchanges and/or essential regulated markets is closed.

#### **8. Subscription of shares/issuing commission**

The subscription of shares is based in principle on the provisions of section 12 "Issue of shares" of the General Part. An issuing commission on the net asset value per share, which may be up to 3.0% for the Sub-Fund, can be charged in favour of the Management Company.

#### **9. Conversion of shares and conversion commission**

Any investor may request conversion of all or part of his shares from one class into shares of the same class of another Sub-Fund of the Variopartner SICAV for which Bank Vontobel AG is appointed Investment Manager, at the respective net asset values of the relevant share class on the Valuation Day in question provided he fulfils the requirements of Section 2 "Share Classes" of this Sub-Fund Appendix and Section 14 "Conversion of Shares" of the General Part.

The price at which all or part of the shares in a given class (the "original class") are converted into the same share class of another Sub-Fund (the "new class") is determined by means of the following formula:

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

- A is the number of shares to be allocated from the new class;
- B is the number of shares of the original class to be converted;
- C is the applicable net asset value per share of the original class;
- D is the applicable net asset value per share of the new class;
- E is the exchange rate (if any) between the currency of the original and the new classes.

To cover costs, investors may be charged a handling fee of up to EUR 100 or, if higher than EUR 100, up to 1.5% of A x D.

Fractional registered shares of the new category shall be allotted to up to three decimal places. Conversions must be made in an amount of at least EUR 2,500, with the exception that investors can apply to have their entire shareholding converted at any time even if this is less than EUR 2,500. If converting shares would reduce the value of the investor's

remaining shares to below EUR 2,500, the investor shall be deemed to have requested conversion of all his/her shares in this Sub-Fund.

Conversion requests for registered shares may be sent by an electronic method acceptable to the Transfer Agent, Registrar and Domiciliary Agent.

Where registered shares have been issued, a written conversion request must be sent to the Transfer Agent, Registrar and Domiciliary Agent. No other documents are normally required.

For the purpose of protecting investors who have stayed in a class or this Sub-Fund, the Fund is not required to convert or redeem a number of shares that represents more than 10% of the net asset value of a class or a Sub-Fund on one Valuation Day. This restriction applies to all investors who have submitted their shares for repurchase or conversion on the same transaction day. Redemptions and conversions are carried out in proportion to the shares delivered by investors for redemption and conversion on the Valuation Day in question. Any redemption or conversion request not carried out on this day will be carried forward to the next Valuation Day and will be given priority for execution in accordance with the date of the redemption or conversion request on this Valuation Day, subject to the aforesaid limitation. In case of such a postponement of redemption or conversion applications, the Fund will inform the investors concerned accordingly.

An investor may not revoke his/her request for conversion, except in the cases and subject to the same conditions as set out under "Redemption of shares and redemption commission" below.

#### **10. Redemption of shares and redemption commission**

The redemption of shares is based on the provisions of section 13 "Redemption of shares" of the General Part. Shareholders may request the redemption of their shares on any transaction day at a price corresponding to the net asset value per share of the relevant Sub-Fund, which is determined on the respective Valuation Day. No redemption commission is charged to the investor.

#### **11. Fees and expenses**

The maximum rates set out below for the management fee will be charged to the share classes of the Sub-Fund:

Class A	up to 2.00% p.a.
Class F	up to 1.00% p.a.
Class N	up to 1.00% p.a.
Class Q	Up to 1.00% p.a.
Class I	up to 1.00% p.a.
Class G	up to 1.00% p.a.
Class S	up to 1.50% p.a.
Class R	up to 2.00% p.a.
Class P	up to 1.50% p.a.
Class V	up to 1.00% p.a.
Class VE	up to 1.00% p.a.
Class U	up to 1.50% p.a.
Class Z	up to 1.50% p.a.

Derived share classes (e.g. hedged) or distribution share classes shall have the same pricing as the base share class set forth in the foregoing table.

In addition, a service fee as described in section 20.3 "Service fee" of the General Part will be charged to the share classes of the Sub-Fund. Additional fees and expenses are described in section 20.4 "Additional fees and costs" of the General Part.

#### **12. Settlement of subscription/redemption/conversion applications**

By way of derogation from the provisions of Sections 12 to 14 of the General Part, the subscription/redemption/conversion applications for the Sub-Fund on any one transaction day (T) shall be settled at the

issue/redemption/conversion price calculated on the next Valuation Day (T+1). The payment of the issue/conversion price must be received by the Depositary within two (2) Business Days following the corresponding transaction date, or within one (1) Business Day following the corresponding valuation date (T+2). The payment of redemption proceeds shall normally be made within two (2) Business Days following the corresponding transaction date, or one (1) Business Day following the corresponding valuation date (T+2).

**13. Typical investor profile**

Given the Investment Objective and Policy, the Sub-Fund is only appropriate for investors who seek capital appreciation over the long term and can withstand the volatility of the Sub-Fund. Thus, this Sub-Fund may not be appropriate for investors, who plan to withdraw their money within 5 years. The detailed risk considerations in the main part of the Prospectus should be read before investing in this Sub-Fund.

**14. Risk profile**

Investors should note that investments in the Sub-Fund are subject to market volatility and there is a risk that they may not recoup the original sum invested. Investments in equity markets are subject to volatility at all times. Investments in foreign currencies are also subject to currency fluctuations. Past performance is no guarantee of future results.

**15. Risk classification**

The global risk resulting from the Sub-Fund's investments is determined using the commitment approach.

**16. Historical performance**

The performance can be found in the KIID of each share class of the Sub-Fund. KIIDs can be obtained from the registered office of the Fund and at [www.vontobel.com/AM](http://www.vontobel.com/AM).

### 23. VARIOPARTNER SICAV – 3-ALPHA GLOBAL QUALITY ACHIEVERS

This Appendix is only valid in connection with the current Sales Prospectus. This Appendix relates to the Sub-Fund VARIOPARTNER SICAV – 3-ALPHA GLOBAL QUALITY ACHIEVERS (the “Sub-Fund”).

#### 1. Reference currency

USD

#### 2. Share classes

The following classes of shares are issued at the time of this Prospectus:

Share classes	Currency	Type	Investor type	Subscription minimum	ISIN	Launch date
G	USD	Capitalisation	Institutional	None	LU1743053230	03.01.2018
N	USD	Capitalisation	Private and institutional	None	LU1831179806	06.07.2018
N	CHF	Capitalisation	Private and institutional	None	LU2024509973	12.09.2019
R	USD	Capitalisation	Private and institutional	None	LU2088709634	19.12.2019

Class A: The shares of the class A are intended for private and institutional investors.

Class F: These shares are intended exclusively for investors who have signed at the time of subscription an agreement with a company in the Vontobel Group. The shares do not grant any rebates or retrocessions.

Class N: These shares are intended only for a company in the Vontobel Group acting as distributor on behalf of its own clients (who may be any type of investor) and who has concluded a separate agreement with its clients. The shares do not grant any rebates or retrocessions.

Class Q: These shares are intended only for

- investors in the United Kingdom and the Netherlands and
- investors in other countries, acting on their own behalf or on behalf of their own clients (who may be any type of investor) and who have concluded a separate agreement with their clients. The universe of such investors acting on behalf of their own clients include entities who have received a discretionary portfolio management mandate or signed an independent advisory services agreement with their clients.

The shares do not grant any rebates or retrocessions.

Class I : These shares are intended exclusively for institutional investors that invest and hold at least 100'000 in the currency of the share class. The shares do not grant any rebates or retrocessions.

Class G : These shares are intended exclusively for investors who have signed at the time of subscription a discretionary portfolio management agreement with a company in the Vontobel Group. The shares do not grant any rebates or retrocessions.

Class S: These shares may be subscribed only by institutional investors in the sense of Art. 174 par. 2 lett. c) of the 2010 Law who have signed at the time of subscription a special discretionary agreement with a company in the Vontobel Group. The shares do not grant any rebates or retrocessions..

Class R: These shares are intended exclusively for investors who are entitled, according to staff regulations of a Vontobel company, to hold shares in their respective account / deposit at Bank Vontobel AG, Zurich, according to employee terms or who have concluded a special agreement with a Vontobel company. It is therefore possible that these shares will be subscribed and held by persons who have access to non-public, material information in relation to the relevant Sub-Fund. In order to prevent conflicts of interest, the Vontobel Group and associated companies have issued corresponding directives, compliance with which is constantly monitored. The shares do not grant any rebates or retrocessions.

- Class P: These shares are intended exclusively for investors who have signed at the time of subscription an agreement with a company in the Vontobel Group and invest at least 100'000 in the currency of the share class. The shares do not grant any rebates or retrocessions.
- Class V: The shares of the class V are reserved for institutional investors in the sense of Art. 174 par. 2 lett. c) of the 2010 Law, who are a company of the Vontobel Group or who have a cooperation agreement with a company of the Vontobel Group. The shares do not grant any rebates or retrocessions.
- Class VE: The shares of the class VE are intended exclusively for investors, who are a company of the Vontobel Group or who have a cooperation agreement with a company of the Vontobel Group. The shares do not grant any rebates or retrocessions.
- Class Z: These shares may be subscribed only by institutional investors in the sense of Art. 174 par. 2 lett. c) of the 2010 Law who have signed at the time of subscription a special discretionary agreement with a company in the Vontobel Group. The shares do not grant any rebates or retrocessions. Neither management fee nor performance fee are charged for this Share Class.
- Class U: These shares are intended exclusively for investors who have signed at the time of subscription a special discretionary agreement with a company in the Vontobel Group. The shares do not grant any rebates or retrocessions. Neither management fee nor performance fee are charged for this Share Class.

The above-mentioned share class types or combinations thereof may contain the additional denominations from "1" to "10". These Shares shall have the same architecture as the share classes from which they have been derived, but shall have one or another feature distinguishing them from the share classes from which they have been derived. Such special feature may include distributors who are domiciled in certain countries or carry out their business in those countries and who act on behalf of their own clients (who may be any type of investor) providing they fulfil the general eligibility criteria for the relevant share class, investors who have concluded a corresponding agreement with a company belonging to the Vontobel Group or similar.

The share classes may be issued in currencies other than the reference currency of the Sub-Fund.

The currency risk of the share classes issued in currencies other than the reference currency is not hedged against the reference currency of the Sub-Fund. **Investors in these share classes should therefore note that they are subject to currency risk.**

Share classes with the addition "H" in its denomination in connection with the abbreviation for the currency in which the share class is issued shall extensively hedge the currency risk. Unless specified anything to the contrary, the Sub-Fund shall extensively hedge the currency risk of those share classes against the reference currency of the Sub-Fund.

Share classes are normally issued as capitalisation classes. The share classes may be issued as distribution share classes. In this case, they shall receive an addition "D" in their denomination.

Any use of the share class denomination without specification of the way of income use (i.e. distribution or capitalisation) shall mean that the relevant statement or share class feature apply to both ways of income use (i.e. distribution and capitalisation). The same applies mutatis mutandis to share classes issued in non-reference currencies and hedged the currency risk.

If it comes to the notice of the Board of Directors that shares have been bought by ineligible persons as per the Fund's Articles of Association and this Sales Prospectus, or should a shareholder no longer fulfil eligibility criteria, then the Fund shall be entitled at any time to repurchase the shares concerned in accordance with the provisions for redemption in the Sales Prospectus or convert the shares concerned into shares in another class of shares not expressly reserved for these investors (provided there is a similar class with these characteristics). The affected shareholder will then be informed about measures taken.

The Board of Directors also reserves the right to dissolve a Sub-Fund if it should come to its notice that all shares are held by a single ineligible person.

Interested investors should obtain information about any restrictions on subscriptions before submitting a subscription request to the Fund.

The list of active share classes can be found on [www.vontobel.com](http://www.vontobel.com)

### 3. Investment objective and policy

The investment objective of the Sub-Fund is long-term capital appreciation aiming at achieving superior risk-adjusted returns. The selection and weighting of assets is mainly based on qualitative and quantitative models.

While respecting the principle of risk diversification, the Sub-Fund's assets are mainly exposed to the worldwide equity markets. This exposure can be achieved *inter alia* directly by purchasing equities, equity-like transferable securities, participation certificates etc. issued by companies worldwide.

Up to 33% of the Sub-Fund's assets may be exposed to equities outside of the aforementioned investment universe, fixed-income asset class and money markets. *As of 21 February 2020:* Up to 10% of the Sub-Fund's assets are further permitted to be exposed to real estate. Exposure to real estate may only be indirect via (i) equities of companies that themselves invest in or manage real estate or (ii) closed-end Real Estate Investment Trusts (REITs) or Real Estate Investment Companies (REICs) whose securities are transferable securities as defined in section 9.1 "Financial instruments used by individual Sub-Funds" of the General part.

The Sub-Fund may also hold cash.

### 4. Derivatives and securities lending

The Sub-Fund may, for the purposes of hedging (incl. currency hedging) and achieving the investment objective, make use of derivative financial instruments, which may result in a corresponding leverage effect.

The Sub-Fund does not engage in securities lending transactions.

### 5. Investment Manager

The Management Company has appointed Bank Vontobel AG, Gotthardstrasse 43, CH-8022 Zurich, Switzerland as Investment Manager of the Sub-Fund (the "Investment Manager").

### 6. Sub-Investment Manager

Bank Vontobel AG has appointed Vontobel Asset Management AG, Gotthardstrasse 43, CH-8022 Zurich, Switzerland, and Vontobel Asset Management S.A. acting through its Munich Branch, Leopoldstrasse 8-10, D-80802 Munich, Germany as sub-investment managers (the "Sub-Investment Manager(s)").

### 7. Valuation day

The net asset value of every share class in the Sub-Fund is calculated for each Business Day, except days on which one of the Sub-Fund's essential primary stock exchanges and/or essential regulated markets is closed.

### 8. Subscription of shares/issuing commission

The subscription of shares is based in principle on the provisions of section 12 "Issue of shares" of the General Part. An issuing commission on the net asset value per share, which may be up to 3.0% for the Sub-Fund, can be charged in favour of the Management Company.

### 9. Conversion of shares and conversion commission

Any investor may request conversion of all or part of his shares from one class into shares of the same class of another Sub-Fund of the Variopartner SICAV for which Bank Vontobel AG is appointed Investment Manager, at the respective net asset values of the relevant share class on the Valuation Day in question provided he fulfils the requirements of Section 2 "Share Classes" of this Sub-Fund Appendix and Section 14 "Conversion of Shares" of the General Part.

The price at which all or part of the shares in a given class (the "original class") are converted into the same share class of another Sub-Fund (the "new class") is determined by means of the following formula:

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

- A is the number of shares to be allocated from the new class;
- B is the number of shares of the original class to be converted;
- C is the applicable net asset value per share of the original class;
- D is the applicable net asset value per share of the new class;
- E is the exchange rate (if any) between the currency of the original and the new classes.

To cover costs, investors may be charged a handling fee of up to EUR 100 or, if higher than EUR 100, up to 1.5% of A x D.

Fractional registered shares of the new category shall be allotted to up to three decimal places. Conversions must be made in an amount of at least EUR 2,500, with the exception that investors can apply to have their entire shareholding converted at any time even if this is less than EUR 2,500. If converting shares would reduce the value of the investor's remaining shares to below EUR 2,500, the investor shall be deemed to have requested conversion of all his/her shares in this Sub-Fund.

Conversion requests for registered shares may be sent by an electronic method acceptable to the Transfer Agent, Registrar and Domiciliary Agent.

Where registered shares have been issued, a written conversion request must be sent to the Transfer Agent, Registrar and Domiciliary Agent. No other documents are normally required.

For the purpose of protecting investors who have stayed in a class or this Sub-Fund, the Fund is not required to convert or redeem a number of shares that represents more than 10% of the net asset value of a class or a Sub-Fund on one Valuation Day. This restriction applies to all investors who have submitted their shares for repurchase or conversion on the same transaction day. Redemptions and conversions are carried out in proportion to the shares delivered by investors for redemption and conversion on the Valuation Day in question. Any redemption or conversion request not carried out on this day will be carried forward to the next Valuation Day and will be given priority for execution in accordance with the date of the redemption or conversion request on this Valuation Day, subject to the aforesaid limitation. In case of such a postponement of redemption or conversion applications, the Fund will inform the investors concerned accordingly.

An investor may not revoke his/her request for conversion, except in the cases and subject to the same conditions as set out under "Redemption of shares and redemption commission" below.

#### **10. Redemption of shares and redemption commission**

The redemption of shares is based on the provisions of section 13 "Redemption of shares" of the General Part. Shareholders may request the redemption of their shares on any transaction day at a price corresponding to the net asset value per share of the relevant Sub-Fund, which is determined on the respective Valuation Day. No redemption commission is charged to the investor.

#### **11. Fees and expenses**

The maximum rates set out below for the management fee will be charged to the share classes of the Sub-Fund:

Class A	up to 2.00% p.a.
Class F	up to 1.00% p.a.
Class N	up to 1.00% p.a.
Class Q	Up to 1.00% p.a.
Class I	up to 1.00% p.a.
Class G	up to 1.00% p.a.
Class S	up to 1.50% p.a.
Class R	up to 2.00% p.a.
Class P	up to 1.50% p.a.
Class V	up to 1.00% p.a.
Class VE	up to 1.00% p.a.
Class U	up to 1.50% p.a.
Class Z	up to 1.50% p.a.

Derived share classes (e.g. hedged) or distribution share classes shall have the same pricing as the base share class set forth in the foregoing table.

In addition, a service fee as described in section 20.3 "Service fee" of the General Part will be charged to the share classes of the Sub-Fund. Additional fees and expenses are described in section 20.4 "Additional fees and costs" of the General Part.

**12. Settlement of subscription/redemption/conversion applications**

By way of derogation from the provisions of Sections 12 to 14 of the General Part, the subscription/redemption/conversion applications for the Sub-Fund on any one transaction day (T) shall be settled at the issue/redemption/conversion price calculated on the next Valuation Day (T+1). The payment of the issue/conversion price must be received by the Depositary within two (2) Business Days following the corresponding transaction date, or within one (1) Business Day following the corresponding valuation date (T+2). The payment of redemption proceeds shall normally be made within two (2) Business Days following the corresponding transaction date, or one (1) Business Day following the corresponding valuation date (T+2).

**13. Typical investor profile**

Given the Investment Objective and Policy, the Sub-Fund is only appropriate for investors who seek capital appreciation over the long term and can withstand the volatility of the Sub-Fund. Thus, this Sub-Fund may not be appropriate for investors, who plan to withdraw their money within 5 years. The detailed risk considerations in the main part of the Prospectus should be read before investing in this Sub-Fund.

**14. Risk profile**

Investors should note that investments in the Sub-Fund are subject to market volatility and there is a risk that they may not recoup the original sum invested. Investments in equity markets are subject to volatility at all times. Investments in foreign currencies are also subject to currency fluctuations. Past performance is no guarantee of future results.

**15. Risk classification**

The global risk resulting from the Sub-Fund's investments is determined using the commitment approach.

**16. Historical performance**

The performance can be found in the KIID of each share class of the Sub-Fund. KIIDs can be obtained from the registered office of the Fund and at [www.vontobel.com/AM](http://www.vontobel.com/AM).

## 24. VARIOPARTNER SICAV – 3-ALPHA MEGATRENDS

This Appendix is only valid in connection with the current Sales Prospectus. This Appendix relates to the Sub-Fund VARIOPARTNER SICAV – 3-ALPHA MEGATRENDS (the “Sub-Fund”).

### 1. Reference currency

USD

### 2. Share classes

The following classes of shares are issued at the time of this Prospectus:

Share classes	Currency	Type	Investor type	Subscription minimum	ISIN	Launch date
G	USD	Capitalisation	Institutional	None	LU2024509544	26.09.2019
N	USD	Capitalisation	Private and institutional	None	LU2088709048	19.12.2019
N	CHF	Capitalisation	Private and institutional	None	LU2088709550	19.12.2019

Class A: The shares of the class A are intended for private and institutional investors.

Class F: These shares are intended exclusively for investors who have signed at the time of subscription an agreement with a company in the Vontobel Group. The shares do not grant any rebates or retrocessions.

Class N: These shares are intended only for a company in the Vontobel Group acting as distributor on behalf of its own clients (who may be any type of investor) and who has concluded a separate agreement with its clients. The shares do not grant any rebates or retrocessions.

Class Q: These shares are intended only for

- investors in the United Kingdom and the Netherlands and
- investors in other countries, acting on their own behalf or on behalf of their own clients (who may be any type of investor) and who have concluded a separate agreement with their clients. The universe of such investors acting on behalf of their own clients include entities who have received a discretionary portfolio management mandate or signed an independent advisory services agreement with their clients.

The shares do not grant any rebates or retrocessions.

Class I : These shares are intended exclusively for institutional investors that invest and hold at least 100'000 in the currency of the share class. The shares do not grant any rebates or retrocessions.

Class G : These shares are intended exclusively for investors who have signed at the time of subscription a discretionary portfolio management agreement with a company in the Vontobel Group. The shares do not grant any rebates or retrocessions.

Class S: These shares may be subscribed only by institutional investors in the sense of Art. 174 par. 2 lett. c) of the 2010 Law who have signed at the time of subscription a special discretionary agreement with a company in the Vontobel Group. The shares do not grant any rebates or retrocessions..

Class R: These shares are intended exclusively for investors who are entitled, according to staff regulations of a Vontobel company, to hold shares in their respective account / deposit at Bank Vontobel AG, Zurich, according to employee terms or who have concluded a special agreement with a Vontobel company. It is therefore possible that these shares will be subscribed and held by persons who have access to non-public, material information in relation to the relevant Sub-Fund. In order to prevent conflicts of interest, the Vontobel Group and associated companies have issued corresponding directives, compliance with which is constantly monitored. The shares do not grant any rebates or retrocessions.

Class P:	These shares are intended exclusively for investors who have signed at the time of subscription an agreement with a company in the Vontobel Group and invest at least 100'000 in the currency of the share class. The shares do not grant any rebates or retrocessions.
Class V:	The shares of the class V are reserved for institutional investors in the sense of Art. 174 par. 2 lett. c) of the 2010 Law, who are a company of the Vontobel Group or who have a cooperation agreement with a company of the Vontobel Group. The shares do not grant any rebates or retrocessions.
Class VE:	The shares of the class VE are intended exclusively for investors, who are a company of the Vontobel Group or who have a cooperation agreement with a company of the Vontobel Group. The shares do not grant any rebates or retrocessions.
Class Z:	These shares may be subscribed only by institutional investors in the sense of Art. 174 par. 2 lett. c) of the 2010 Law who have signed at the time of subscription a special discretionary agreement with a company in the Vontobel Group. The shares do not grant any rebates or retrocessions. Neither management fee nor performance fee are charged for this Share Class.
Class U:	These shares are intended exclusively for investors who have signed at the time of subscription a special discretionary agreement with a company in the Vontobel Group. The shares do not grant any rebates or retrocessions. Neither management fee nor performance fee are charged for this Share Class.

The above-mentioned share class types or combinations thereof may contain the additional denominations from "1" to "10". These Shares shall have the same architecture as the share classes from which they have been derived, but shall have one or another feature distinguishing them from the share classes from which they have been derived. Such special feature may include distributors who are domiciled in certain countries or carry out their business in those countries and who act on behalf of their own clients (who may be any type of investor) providing they fulfil the general eligibility criteria for the relevant share class, investors who have concluded a corresponding agreement with a company belonging to the Vontobel Group or similar.

The share classes may be issued in currencies other than the reference currency of the Sub-Fund.

The currency risk of the share classes issued in currencies other than the reference currency is not hedged against the reference currency of the Sub-Fund. **Investors in these share classes should therefore note that they are subject to currency risk.**

Share classes with the addition "H" in its denomination in connection with the abbreviation for the currency in which the share class is issued shall extensively hedge the currency risk. Unless specified anything to the contrary, the Sub-Fund shall extensively hedge the currency risk of those share classes against the reference currency of the Sub-Fund.

Share classes are normally issued as capitalisation classes. The share classes may be issued as distribution share classes. In this case, they shall receive an addition "D" in their denomination.

Any use of the share class denomination without specification of the way of income use (i.e. distribution or capitalisation) shall mean that the relevant statement or share class feature apply to both ways of income use (i.e. distribution and capitalisation). The same applies mutatis mutandis to share classes issued in non-reference currencies hedging the currency risk.

If it comes to the notice of the Board of Directors that shares have been bought by ineligible persons as per the Fund's Articles of Association and this Sales Prospectus, or should a shareholder no longer fulfil eligibility criteria, then the Fund shall be entitled at any time to repurchase the shares concerned in accordance with the provisions for redemption in the Sales Prospectus or convert the shares concerned into shares in another class of shares not expressly reserved for these investors (provided there is a similar class with these characteristics). The affected shareholder will then be informed about measures taken.

The Board of Directors also reserves the right to dissolve a Sub-Fund if it should come to its notice that all shares are held by a single ineligible person.

Interested investors should obtain information about any restrictions on subscriptions before submitting a subscription request to the Fund.

The list of active share classes can be found on [www.vontobel.com](http://www.vontobel.com)

### 3. Investment objective and policy

The investment objective of the Sub-Fund is long-term capital appreciation aiming at achieving superior risk-adjusted returns.

While respecting the principle of risk diversification, the Sub-Fund's assets are mainly exposed to the worldwide equity markets. This exposure can be achieved *inter alia* directly by purchasing equities, equity-like transferable securities, participation certificates etc. issued by companies worldwide that might benefit from megatrends.

The selection and weighting of assets is mainly based on qualitative and quantitative criteria for different megatrends. Megatrends are long-term developments that are shaping or will shape society and the economy. In the medium to long term, humanity is expected to face some fundamental changes which might shape global economic development and could provide opportunities for innovation. Demographics (e.g. ageing societies, changing consumer behavior, growing urbanization) might require new technical solutions and innovations in such areas as infrastructure and nutrition, as well as a rethink about how work is organized. Demographic change could also mean a reorientation of people's leisure habits, as well as opportunities in the health and consumer sector, brought about by the evolving age structure of societies. At the same time, it is considered as important to keep an eye on new forward-looking industries, especially in the areas of artificial intelligence, robotics, the Internet of Things, and digitization. These megatrends not only represent considerable challenges, but also provide significant opportunities.

Up to 33% of the Sub-Fund's assets may be exposed to equities outside of the aforementioned investment universe, to the fixed-income asset class and to money markets. *As of 21 February 2020:* Up to 10% of the Sub-Fund's assets are further permitted to be exposed to real estate. Exposure to real estate may only be indirect via (i) equities of companies that themselves invest in or manage real estate or (ii) closed-end Real Estate Investment Trusts (REITs) or Real Estate Investment Companies (REICs) whose securities are transferable securities in the sense of section 9.1 "Financial instruments used by individual Sub-Funds" of the General part.

The Sub-Fund may also hold cash.

### 4. Derivatives

The Sub-Fund may, for the purposes of hedging (incl. currency hedging) and achieving the investment objective, make use of derivative financial instruments, which may result in a corresponding leverage effect.

### 5. Investment Manager

The Management Company has appointed Bank Vontobel AG, Gotthardstrasse 43, CH-8022 Zurich, Switzerland as Investment Manager of the Sub-Fund (the "Investment Manager").

### 6. Sub-Investment Manager

Bank Vontobel AG has appointed Vontobel Asset Management AG, Gotthardstrasse 43, CH-8022 Zurich, Switzerland, and Vontobel Asset Management S.A. acting through its Munich Branch, Leopoldstrasse 8-10, D-80802 Munich, Germany as sub-investment managers (the "Sub-Investment Manager(s)").

### 7. Valuation day

The net asset value of every share class in the Sub-Fund is calculated for each Business Day, except days on which one of the Sub-Fund's essential primary stock exchanges and/or essential regulated markets is closed.

### 8. Subscription of shares/issuing commission

The subscription of shares is based in principle on the provisions of section 12 "Issue of shares" of the General Part. An issuing commission on the net asset value per share, which may be up to 3.0% for the Sub-Fund, can be charged in favour of the Management Company.

### 9. Conversion of shares and conversion commission

Any investor may request conversion of all or part of his shares from one class into shares of the same class of another Sub-Fund of the Variopartner SICAV for which Bank Vontobel AG is appointed Investment Manager, at the respective net asset values of the relevant share class on the Valuation Day in question provided he fulfils the requirements of Section 2 "Share Classes" of this Sub-Fund Appendix and Section 14 "Conversion of Shares" of the General Part.

The price at which all or part of the shares in a given class (the "original class") are converted into the same share class of another Sub-Fund (the "new class") is determined by means of the following formula:

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

A is the number of shares to be allocated from the new class;

B is the number of shares of the original class to be converted;

- C is the applicable net asset value per share of the original class;
- D is the applicable net asset value per share of the new class;
- E is the exchange rate (if any) between the currency of the original and the new classes.

To cover costs, investors may be charged a handling fee of up to EUR 100 or, if higher than EUR 100, up to 1.5% of  $A \times D$ .

Fractional registered shares of the new category shall be allotted to up to three decimal places. Conversions must be made in an amount of at least EUR 2,500, with the exception that investors can apply to have their entire shareholding converted at any time even if this is less than EUR 2,500. If converting shares would reduce the value of the investor's remaining shares to below EUR 2,500, the investor shall be deemed to have requested conversion of all his/her shares in this Sub-Fund.

Conversion requests for registered shares may be sent by an electronic method acceptable to the Transfer Agent, Registrar and Domiciliary Agent.

Where registered shares have been issued, a written conversion request must be sent to the Transfer Agent, Registrar and Domiciliary Agent. No other documents are normally required.

For the purpose of protecting investors who have stayed in a class or this Sub-Fund, the Fund is not required to convert or redeem a number of shares that represents more than 10% of the net asset value of a class or a Sub-Fund on one Valuation Day. This restriction applies to all investors who have submitted their shares for repurchase or conversion on the same transaction day. Redemptions and conversions are carried out in proportion to the shares delivered by investors for redemption and conversion on the Valuation Day in question. Any redemption or conversion request not carried out on this day will be carried forward to the next Valuation Day and will be given priority for execution in accordance with the date of the redemption or conversion request on this Valuation Day, subject to the aforesaid limitation. In case of such a postponement of redemption or conversion applications, the Fund will inform the investors concerned accordingly.

An investor may not revoke his/her request for conversion, except in the cases and subject to the same conditions as set out under "Redemption of shares and redemption commission" below.

#### **10. Redemption of shares and redemption commission**

The redemption of shares is based on the provisions of section 13 "Redemption of shares" of the General Part. Shareholders may request the redemption of their shares on any transaction day at a price corresponding to the net asset value per share of the relevant Sub-Fund, which is determined on the respective Valuation Day. No redemption commission is charged to the investor.

#### **11. Fees and expenses**

The maximum rates set out below for the management fee will be charged to the share classes of the Sub-Fund:

Class A	up to 2.00% p.a.
Class F	up to 1.00% p.a.
Class N	up to 1.00% p.a.
Class Q	up to 1.00% p.a.
Class I	up to 1.00% p.a.
Class G	up to 1.00% p.a.
Class S	up to 1.50% p.a.
Class R	up to 2.00% p.a.
Class P	up to 1.50% p.a.
Class V	up to 1.00% p.a.
Class VE	up to 1.00% p.a.
Class U	up to 1.50% p.a.

Class Z	up to 1.50% p.a.
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Derived share classes (e.g. hedged) or distribution share classes shall have the same pricing as the base share class set forth in the foregoing table.

In addition, a service fee as described in section 20.3 "Service fee" of the General Part will be charged to the share classes of the Sub-Fund. Additional fees and expenses are described in section 20.4 "Additional fees and costs" of the General Part.

**12. Settlement of subscription/redemption/conversion applications**

By way of derogation from the provisions of Sections 12 to 14 of the General Part, the subscription/redemption/conversion applications for the Sub-Fund on any one transaction day (T) shall be settled at the issue/redemption/conversion price calculated on the next Valuation Day (T+1). The payment of the issue/conversion price must be received by the Depositary within two (2) Business Days following the corresponding transaction date, or within one (1) Business Day following the corresponding valuation date (T+2). The payment of redemption proceeds shall normally be made within two (2) Business Days following the corresponding transaction date, or one (1) Business Day following the corresponding valuation date (T+2).

**13. Typical investor profile**

Given the Investment Objective and Policy, the Sub-Fund is only appropriate for investors who seek capital appreciation over the long term and can withstand the volatility of the Sub-Fund. Thus, this Sub-Fund may not be appropriate for investors, who plan to withdraw their money within 5 years. The detailed risk considerations in the main part of the Prospectus should be read before investing in this Sub-Fund.

**14. Risk profile**

Investors should note that investments in the Sub-Fund are subject to market volatility and there is a risk that they may not recoup the original sum invested. Investments in equity markets are subject to volatility at all times. Investments in foreign currencies are also subject to currency fluctuations. Past performance is no guarantee of future results.

**15. Risk classification**

The global risk resulting from the Sub-Fund's investments is determined using the commitment approach.

**16. Historical performance**

The performance can be found in the KIID of each share class of the Sub-Fund. KIIDs can be obtained from the registered office of the Fund and at [www.vontobel.com/AM](http://www.vontobel.com/AM).