

VAM MANAGED FUNDS (LUX)

(a Luxembourg domiciled open-ended investment company)

PROSPECTUS

September 2016

Extract of the Prospectus exclusively for the use in Switzerland

Please note that the **distribution** of VAM Managed Funds (Lux) ("Foreign Collective Investment Scheme"/"FCIS") is **restricted exclusively to Qualified Investors** in accordance with art. 10 para. 3 of the Swiss Collective Investment Schemes Act.

IMPORTANT INFORMATION

Reliance on Prospectus

This Prospectus should be read in its entirety before making any application for Shares. If you are in any doubt about the contents of this Prospectus you should consult your financial or other professional adviser.

Shares are offered on the basis of the information contained in this Prospectus and the documents referred to herein.

No person has been authorised to issue any advertisement or to give any information, or to make any representations in connection with the offering, placing, subscription, sale, switching or redemption of Shares other than those contained in this Prospectus and, if issued, given or made, such advertisement, information or representations must not be relied upon as having been authorised by the Company. Neither the delivery of this Prospectus nor the offer, placement, subscription or issue of any of the Shares shall under any circumstances create any implication or constitute a representation that the information given in this Prospectus is correct as of any time subsequent to the date hereof.

The Directors, whose names appear below, have taken all reasonable care to ensure that the information contained in this Prospectus is, to the best of their knowledge and belief, in accordance with the facts and does not omit anything material to such information. The Directors accept responsibility accordingly.

Registration in Luxembourg

The Company is registered under Part I of the list of undertakings for collective investment provided by the 2010 Law. However, such registration does not require any Luxembourg authority to approve or disapprove either the adequacy or accuracy of this Prospectus or the investments held by the Company. Any representation to the contrary is unauthorised and unlawful.

Exercise of Shareholder Rights

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

Data Protection

Pursuant to data protection law applicable in Luxembourg (including, but not limited to, the Luxembourg Law of 2 August 2002 on the Protection of Persons with regard to the Processing of Personal Data, as amended from time to time) any personal data provided in connection with an investment in the Company may be held on computer and processed by the Company, the Management Company, the Investment Manager(s), the Depositary, the Administrator (each as

defined in the section MANAGEMENT AND ADMINISTRATION of this Prospectus) and their affiliates (together hereafter the "Entities") as data processor or data controller, as appropriate. Personal data may be processed for the purposes of processing subscription and redemption orders, maintaining registers of shareholders and carrying out the services provided by the Entities as well as to comply with legal or regulatory obligations including, but not limited to, legal obligations under applicable company law, anti-money laundering law and FATCA (Foreign Account Tax Compliance Act), common reporting standard ("CRS") or similar laws and regulations (e.g. at Organisation for Economic Co-Operation and Development ("OECD") or EU level).

Personal data shall be disclosed to third parties where necessary for legitimate business interests only. This may include disclosure to third parties such as governmental or regulatory bodies including tax authorities, auditors, accountants, investment managers, investment advisers, paying agents and subscription and redemption agents, distributors as well as permanent representatives in places of registration and any other agents of the Entities who may process the personal data for carrying out their services and complying with legal obligations as described above.

Investors are also informed that, as a matter of general practice, telephone conversations and instructions may be recorded as proof of a transaction or related communication. Such recordings will benefit from the same protection under Luxembourg law as the information provided when subscribing for Shares and shall not be released to third parties, except in cases where the Entities are compelled or entitled by law or regulation to do so.

By subscribing for Shares in the Company, investors consent to the aforementioned processing of their personal data and in particular, the disclosure of their personal data to, and the processing of their personal data by the parties referred to above including affiliates situated in countries outside of the EU which may not offer a similar level of protection as the one deriving from Luxembourg data protection law. Investors acknowledge that the transfer of their personal data to these parties may occur via, and/or their personal data may be processed by, parties in countries (such as, but not limited to, the United States) which may not have data protection requirements deemed equivalent to those prevailing in the EU.

Investors acknowledge and accept that failure to provide relevant personal data requested by the Company, the Management Company and/or the Administrator in the course of their relationship with the Company may prevent them from maintaining their holdings in the Company and may be reported by the Company, the Management Company and/or the Administrator to the relevant Luxembourg authorities.

Investors acknowledge and accept that the Company, the Management Company or the Administrator will report any relevant information in relation to their investments in the Company to the Luxembourg tax authorities which will exchange this information on an automatic basis with the competent authorities in the United States or other permitted jurisdictions as agreed in the FATCA Law, CRS at OECD and EU levels or equivalent Luxembourg legislation.

Investors may request access to, rectification of or deletion of any personal data provided to any of the parties above or stored by any of the parties above in accordance with applicable data protection law. Investors should address such requests to VP Fund Solutions (Luxembourg) SA at the address of 26 avenue de la Liberté, L-1930 Luxembourg, Grand Duchy of Luxembourg. Reasonable measures have been taken to ensure confidentiality of the personal data transmitted between the parties mentioned above. However, due to the fact that the personal data is transferred electronically

and made available outside of Luxembourg, the same level of confidentiality and the same level of protection in relation to data protection law as currently in force in Luxembourg may not be guaranteed while the personal data is kept abroad.

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

Personal data shall not be held for longer than necessary with regard to the purpose of the data processing, subject always to applicable legal minimum retention periods.

Restrictions on Distribution

The distribution of this Prospectus and supplementary documentation and the offering of Shares may be restricted in certain countries. Investors wishing to apply for Shares should inform themselves as to the requirements within their own country for transactions in Shares, any applicable exchange control regulations and the tax consequences of any transaction in Shares. Accordingly, no person receiving a copy of this Prospectus and/or an application form or subscription agreement in any territory may treat the same as constituting an invitation to him to purchase or subscribe for Shares nor should he in any event use such an application form or subscription agreement unless in the relevant territory such an invitation could lawfully be made without compliance with any registration or other legal requirement.

This Prospectus does not constitute an offer or solicitation by anyone in any country in which such offer or solicitation is not lawful or authorised, or to any person to whom it is unlawful to make such offer or solicitation.

Investors should note that not all of the protections provided under their relevant regulatory regime may apply and there may be no right to compensation under such regulatory regime, if such scheme exists.

The distribution of this Prospectus in certain countries may require that this Prospectus be translated into the languages specified by the regulatory authorities of those countries. Should any inconsistency arise between the translated and the English version of this Prospectus, the English version shall always prevail.

Shares may not be held by any person in breach of the law or requirements of any country or governmental authority including, without limitation, exchange control regulations. Each investor must represent and warrant to the Company that, amongst other things, he is able to acquire Shares without violating applicable laws. Power is reserved in the Articles to compulsorily redeem any Shares held directly or beneficially in contravention of these prohibitions.

United States

The Shares have not been and will not be registered under the Securities Act of 1933 of the United States, as amended (the "1933 Act") or the securities laws of any of the states of the United States. The Shares may not be offered, sold or delivered directly or indirectly in the United States or to or for the account or benefit of any US Person except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the 1933 Act and any applicable state laws. The

Shares are being offered outside the United States pursuant to the exemption from registration under Regulation S under the 1933 Act and inside the United States in reliance on Regulation D promulgated under the 1933 Act and Section 4(2) thereof.

The Company will not be registered under the United States Investment Company Act of 1940 (as amended) (the "1940 Act") since Shares will only be sold to US Persons who are "qualified purchasers", as defined in the 1940 Act.

The Shares have not been filed with or approved or disapproved by any regulatory authority of the United States or any state thereof, nor has any such regulatory authority passed upon or endorsed the merits of this offering or the accuracy or adequacy of this Prospectus. Any representation to the contrary is unlawful.

There will be no public offering of the Shares in the United States.

Generally: the above information is for general guidance only, and it is the responsibility of any person or persons in possession of this Prospectus and wishing to make an application for Shares to inform themselves of, and to observe, all applicable laws and regulations of any relevant jurisdiction. Prospective applicants for Shares should inform themselves as to legal requirements also applying and any applicable exchange control regulations and applicable taxes in the countries of their respective citizenship, residence or domicile.

Risk Factors

Investment in the Company carries substantial risk. There can be no assurance that the Company's investment objective will be achieved and investment results may vary substantially over time. Investment in the Company is not intended to be a complete investment programme for any investor. Prospective investors should carefully consider whether an investment in Shares is suitable to them in light of their circumstances and financial resources (see further under "Risk of Investment").

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DEFINITIONS

"2010 Law"	Luxembourg law of 17 December 2010 relating to undertakings for collective investment, as may be amended from time to time
"Accumulation Share"	a Share which accumulates the income arising in respect of a Share so that it is reflected in the price of that Share
"Administrator"	VP Fund Solutions (Luxembourg) SA acting as administrative and registrar and transfer agent of the Company
"Appendix"	an appendix to this Prospectus containing information with respect to the Company specifically and/ or particular Funds
"Articles"	the articles of incorporation of the Company as amended from time to time
"Business Day"	a day as defined in Appendix II in relation to a Fund
"Class"	a class of Shares with a specific fee structure, reference currency, dividend policy or other specific feature
"CSSF"	Commission for the Supervision of the Financial Sector in Luxembourg
"Company"	VAM MANAGED FUNDS (LUX)
"Depositary"	VP Bank (Luxembourg) SA as custodian of the Company
"Directors"	the board of directors of the Company
"Distributor"	an entity duly appointed from time to time by the Company to distribute or arrange for the distribution of Shares
"Eligible Market"	a market which is regulated, operates regularly and is recognised and open to the public in an Eligible State or a Regulated Market
"Eligible State"	includes any Member State and any other state which the Board of Directors deems appropriate with regard to the investment objectives of each Fund. Eligible states include countries in Africa, America, Asia, Australasia and Europe
"EU"	European Union
"EUR"	the European currency unit
"Fund"	a specific portfolio of assets and liabilities within the Company having its own net asset value and represented by a separate Class or Classes of Shares

"Fund Currency"	the reference currency of a Fund
"GBP"	the pound sterling
"Investment Manager"	as disclosed in Appendix II in relation to the relevant Fund
"Investor"	a subscriber for Shares
"Management Company"	VAM Global Management Company S.A., acting as management company of the Company
"Member State"	as described in article 1 (13) of the 2010 Law
"Net Asset Value per Share"	the value per Share of any Class of Share determined in accordance with the relevant provisions described under the heading "Calculation of Net Asset Value" as set out in Section 2.4
"Regulated Market"	a market defined in article 4 paragraph 1 item 14 of directive 2004/39/EC of 21 April 2004, to be replaced by Directive 2014/65/EU of 15 May 2014 on markets in financial instruments
"Share"	a share of no par value in any one Class in the capital of the Company
"Share Class Currency"	the reference currency of a Class of Shares
"Shareholder"	a holder of Shares
"UCI"	an "other undertaking for collective Investment" as defined in Directive 2009/65/EC, as amended
"UCITS"	an undertaking for collective investment in transferable securities authorised according to Directive 2009/65/EC, as amended
"US Person"	a citizen or resident of the United States, a corporation, partnership or other entity created in or under the laws of the United States or any person falling within the definition of the term "United States Person" under Regulation S promulgated under the 1933 Act
"United States"	the United States of America (including the States and the District of Columbia) and any of its territories, possessions and other areas subject to its jurisdictions
"USD"	United States Dollars
"Valuation Day"	as defined in Appendix II in relation to the relevant Fund

All references herein to time are to Central European Time (CET) unless otherwise indicated.

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

MANAGEMENT AND ADMINISTRATION

Registered Office:

26, avenue de la Liberté, L-1930 Luxembourg, Grand Duchy of Luxembourg

Board of Directors:

Chairman:

Mr. Peter John de Putron, Chairman of VAM Funds (Lux) and VAM Managed Funds (Lux), 23 Marina Court, St Peter Port, Guernsey GY11WP, United Kingdom

Directors:

the Hon. James Cripps, Director, 36, Napier Avenue, S46 3PT, London, United Kingdom

Mr. Michael Hunt, Director, VAM Advisory S.A., 26, avenue de la Liberté, L-1930 Luxembourg, Grand Duchy of Luxembourg

Mr. Benoni Dufour, Civil Engineer, 15, op der Sank, L-5713 Aspelt, Grand Duchy of Luxembourg

Mr. Eduard von Kymmel, Director, 26, avenue de la Liberté, L-1930 Luxembourg, Grand Duchy of Luxembourg

Management Company:

VAM Global Management Company S.A., "Villa Brasseur", 16, rue Jean-Pierre Brasseur, L-1258 Luxembourg, Grand Duchy of Luxembourg

Depository and Principal Paying Agent:

VP Bank (Luxembourg) SA, 26, avenue de la Liberté, L-1930 Luxembourg, Grand Duchy of Luxembourg

Administrative, Domiciliary, Registrar and Transfer Agent:

VP Fund Solutions (Luxembourg) SA, 26, avenue de la Liberté, L-1930 Luxembourg, Grand Duchy of Luxembourg

Investment Managers:

Driehaus Capital Management LLC, 25 East Erie Street, Chicago, Illinois 60611, U.S.A.

Close Asset Management Limited, 10 Crown Place, London EC2A 4FT, United Kingdom

Auditors:

Ernst & Young S.A., 35E, avenue J.F. Kennedy, L-1855 Luxembourg, Grand Duchy of Luxembourg

Principal Legal Advisers:

Elvinger Hoss Prussen, 2, place Winston Churchill, L-1340 Luxembourg, Grand Duchy of Luxembourg

THE COMPANY

1.1 STRUCTURE

The Company was initially incorporated in the Isle of Man on 7 March 2005. It transferred its registered office to Luxembourg on 2 July 2007.

The Company is an open-ended investment company organised as a "société anonyme" under the laws of the Grand Duchy of Luxembourg and qualifies as a *Société d'Investissement à Capital Variable* ("SICAV"). The Company is subject to Part I of the 2010 Law and thus qualifies as a UCITS. The Company operates separate Funds, each of which is represented by one or more Classes of Shares. The Funds are distinguished by their specific investment policy or any other specific features.

The Company constitutes a single legal entity, but the assets of each Fund shall be invested for the exclusive benefit of the Shareholders of the corresponding Fund and the assets of a specific Fund are solely accountable for the liabilities, commitments and obligations of that Fund.

The Shares may be listed on the Luxembourg Stock Exchange. The Directors may decide to make an application to list such Shares on any other recognised stock exchange.

The Directors may at any time resolve to set up new Funds and/or create within each Fund one or more Classes of Shares and this Prospectus will be updated accordingly. The Directors may also at any time resolve to close a Fund, or one or more classes of Shares within a Fund to further subscriptions.

1.2 INVESTMENT OBJECTIVES AND POLICIES

The exclusive object of the Company is to place the funds available to it in transferable securities, money market instruments and other assets permitted to a collective investment undertaking under the 2010 Law, including financial derivative instruments and shares or units of other collective investment undertakings, with the purpose of spreading investment risks and affording its shareholders the results of the management of its portfolio.

The specific investment objective and policy of each Fund is described in Appendix II.

Investors should, prior to any investment being made, take due account of the risks of investment set out in Appendix I.

1.3 INVESTMENT RESTRICTIONS

The Directors have adopted the following restrictions relating to the investment of the Company's assets and its activities. These restrictions and policies may be amended from time to time by the Directors if and when they shall deem it to be in the best interests of the Company in which case this Prospectus will be updated.

The investment restrictions imposed by Luxembourg law must be complied with by each Fund. The restrictions in section 1.3.1(D) below are applicable to the Company as a whole.

1.3.1 INVESTMENT IN TRANSFERABLE SECURITIES AND LIQUID ASSETS

(A) The Company will invest in:

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

(ii) transferable securities and money market instruments dealt in on another Eligible Market in an Eligible State; and/or

(iii) recently issued transferable securities and money market instruments, provided that the terms of issue include an undertaking that application will be made for admission to official listing on an Eligible Market and such admission is secured within one year of the issue.

(iv) units or shares of UCITS and/or other UCI whether situated in Member State or not, provided that:

- such other UCIs are authorised under laws which provide that they are subject to supervision considered by the CSSF to be equivalent to that laid down in Community law, and that cooperation between authorities is sufficiently ensured,

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

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

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

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

(vi) financial derivative instruments, including equivalent cash-settled instruments, dealt in on an Eligible Market referred to in subparagraphs (i), (ii) and (iii) above, and/or financial derivative instruments dealt in over-the-counter ("OTC derivatives"), provided that:

- the underlying consists of securities covered by this section 1.3.1(A), financial indices, interest rates, foreign exchange rates or currencies, in which the Funds may invest according to their investment objective;

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

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

and/or

(vii) money market instruments other than those dealt in on an Eligible Market, if the issuer or the issuer of such instruments is itself regulated for the purpose of protecting investors and savings, and provided that such instruments are:

- issued or guaranteed by a central, regional or local authority or by a central bank of a Member State, the European Central Bank, the EU or the European Investment Bank, an Eligible State or, in case of a Federal State, by one of the members making up the federation, or by a public international body to which one or more Member States belong, or
- issued by an undertaking any securities of which are dealt in on Eligible Markets, or
- issued or guaranteed by an establishment subject to prudential supervision, in accordance with criteria defined in Community law, or by an establishment which is subject to and complies with prudential rules considered by the CSSF to be at least as stringent as those laid down by Community law; or
- issued by other bodies belonging to categories approved by the Luxembourg supervisory authority provided that investments in such instruments are subject to investor protection equivalent to that laid down in the first, the second or the third indent and provided that the issuer is a company whose capital and reserves amount to at least ten million EUR (EUR 10,000,000) and which presents and publishes its annual accounts in accordance with the fourth Directive 78/660/EEC, is an entity which, within a group of companies which includes one or several listed companies, is dedicated to the financing of the group or is an entity which is dedicated to the financing of securitisation vehicles which benefit from a banking liquidity line.

In addition, the Company may invest a maximum of 10% of the Net Asset Value of any Fund in transferable securities and money market instruments other than those referred to under (i) to (vii) above.

(B) Each Fund may hold ancillary liquid assets.

(C) (i) Each Fund may invest no more than 10% of its Net Asset Value in transferable securities or money market instruments issued by the same issuing body (and in the case of structured financial instruments embedding derivative instruments, both the issuer of the structured financial instruments and the issuer of the underlying securities). Each Fund may not invest more than 20% of its net assets in deposits made with the same body. The risk exposure to a counterparty of a Fund in an OTC derivative transaction may not exceed 10% of its net assets when the counterparty is a credit institution referred to in paragraph 1.3.1(A) (v) above or 5% of its net assets in other cases.

(ii) Furthermore, where any Fund holds investments in transferable securities and money market instruments of any issuing body which individually exceed 5% of the Net Asset Value of such Fund, the total value of all such investments must not account for more than 40% of the Net Asset Value of such Fund.

This limitation does not apply to deposits and OTC derivative transactions made with financial institutions subject to prudential supervision.

Notwithstanding the individual limits laid down in paragraph 1.3.1(C) (i), a Fund may not combine:

- investments in transferable securities or money market instruments issued by,
- deposits made with, and/or
- exposures arising from OTC derivative transactions undertaken with

a single body in excess of 20% of its net assets.

(iii) The limit of 10% laid down in paragraph 1.3.1(C)(i) above shall be 35% in respect of transferable securities or money market instruments which are issued or guaranteed by a Member State, its local authorities or by an Eligible State or by public international bodies of which one or more Member States are members.

(iv) The limit of 10% laid down in paragraph 1.3.1(C)(i) above shall be 25% in respect of debt securities which are issued by highly rated credit institutions having their registered office in a Member State and which are subject by law to a special public supervision for the purpose of protecting the holders of such debt securities, provided that the amount resulting from the issue of such debt securities are invested, pursuant to applicable provisions of the Law, in assets which are sufficient to cover the liabilities arising from such debt securities during the whole period of validity thereof and which are assigned to the preferential repayment of capital and accrued interest in the case of a default by such issuer.

If a Fund invests more than 5% of its assets in the debt securities referred to in the sub-paragraph above and issued by one issuer, the total value of such investments may not exceed 80% of the value of the assets of such Fund.

(v) The transferable securities and money market instruments referred to in paragraphs 1.3.1 (C)(iii) and 1.3.1(C)(iv) are not included in the calculation of the limit of 40% referred to in paragraph 1.3.1(C)(ii).

The limits set out in paragraphs 1.3.1(C)(i), 1.3.1(C)(ii), 1.3.1(C)(iii) and 1.3.1(C)(iv) above may not be aggregated and, accordingly, the value of investments in transferable securities or money market instruments issued by the same body, in deposits or financial derivative instruments made with this body, effected in accordance with paragraphs 1.3.1(C)(i), 1.3.1(C)(ii), 1.3.1(C)(iii) and 1.3.1(C)(iv) may not, in any event, exceed a total of 35% of each Fund's Net Asset Value.

Companies which are included in the same group for the purposes of consolidated accounts, as defined in accordance with directive 83/349/EEC or in accordance with recognised international accounting rules, are regarded as a single body for the purpose of calculating the limits contained in this paragraph 1.3.1(C).

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

(vi) Without prejudice to the limits laid down in paragraph 1.3.1(D), the limits laid down in this paragraph 1.3.1(C) shall be 20% for investments in shares and/or debt securities issued by the same body when the aim of a Fund's investment policy is to replicate the composition of a certain stock or bond index which is recognised by the CSSF, provided

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

The limit laid down in the sub-paragraph above is raised to 35% where it proves to be justified by exceptional market conditions in particular in Eligible Markets where certain transferable securities or money market instruments are highly dominant provided that investment up to 35% is only permitted for a single issuer.

(vii) Where any Fund has invested in accordance with the principle of risk spreading in transferable securities or money market instruments issued or guaranteed by a Member State, by its local authorities, by a state accepted by the Luxembourg supervisory authority (being at the date of this Prospectus OECD member states, G20 member states and Singapore), or by public international bodies of which one or more member states of the EU are members, the Company may invest 100% of the Net Asset Value of any Fund in such securities and money market instruments, provided that the Fund holds securities from at least six different issues and the value of securities from any one issue does not account for more than 30% of the Net Asset Value of the Fund.

Subject to having due regard to the principle of risk spreading, a Fund need not comply with the limits set out in this paragraph 1.3.1(C) for a period of 6 months following the date of its launch.

(D) (i) The Company may not acquire shares carrying voting rights which would enable the Company to exercise significant influence over the management of the issuing body.

(ii) The Company may acquire no more than (a) 10% of the non-voting shares of any single issuing body, (b) 10% of the value of debt securities of any single issuing body and/or (c) 10% of the money market instruments of the same issuing body. However, the limits laid down in (b) and (c) above may be disregarded at the time of acquisition if at that time the gross amount of the debt securities or of the money market instruments or the net amount of securities in issue cannot be calculated.

The limits set out in paragraph 1.3.1(D) (i) and (ii) above shall not apply to:

- (i) transferable securities and money market instruments issued or guaranteed by a Member State or its local authorities;
- (ii) transferable securities and money market instruments issued or guaranteed by any other Eligible State;

(iii) transferable securities and money market instruments issued by public international bodies of which one or more Member States are members; or

(iv) shares held in the capital of a company incorporated in a non-Member State which invests its assets mainly in the securities of issuing bodies having their registered office in that state where, under the legislation of that state, such holding represents the only way in which such Fund's assets may invest in the securities of the issuing bodies of that state, provided, however, that such company in its investment policy complies with the limits laid down in articles 43, 46 and 48 (1) and (2) of the 2010 Law.

(E) If a Fund is limited to investing only 10% of its net assets in units or shares of UCITS or other UCIs this will be specifically provided for in Appendix II for a Fund. The following applies generally to investment in units or shares of UCITS or of the UCIs.

a) The Company may acquire units of the UCITS and/or other UCIs referred to in paragraph 1.3.1(A) (iv), provided that no more than 20% of a Fund's net assets be invested in units of a single UCITS or other UCI.

For the purpose of the application of the investment limit, each compartment of a UCI with multiple compartments is to be considered as a separate issuer provided that the principle of segregation of the obligations of the various compartments vis-à-vis third parties is ensured.

b) Investments made in units of UCIs other than UCITS may not in aggregate exceed 30% of the net assets of a Fund.

In addition, the following limits shall apply:

(i) When a Fund invests in the units or shares of other UCITS and/or other UCIs linked to the Management Company by common management or control, or by a direct or indirect holding of more than 10% of the capital or the voting rights, or managed by a management company linked to the Investment Manager, no subscription or redemption fees may be charged to the Company on account of its investment in the units or shares of such other UCITS and/or UCIs.

In respect of a Fund's investments in UCITS and other UCIs linked to the Management Company as described in the preceding paragraph, there shall be no management fee (other than any performance fee) charged to that portion of the assets of the relevant Fund. For investments in UCITS and other UCIs not linked to the Management Company as described in the preceding paragraph, the management fees (excluding performance fees) of such UCITS or other UCIs may not exceed 5%. The Company will indicate in its annual report the total management fees charged both to the relevant Fund and to the UCITS and other UCIs in which such Fund has invested during the relevant period.

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

(iii) The underlying investments held by the UCITS or other UCIs in which the Funds invest do not have to be considered for the purpose of the investment restrictions set forth under section 1.3.1(C) above.

1.3.2 INVESTMENT IN OTHER ASSETS

(A) The Company will neither make investments in precious metals, commodities or certificates representing these. In addition, the Company will not enter into financial derivative instruments on precious metals or commodities. This does not prevent the Company from gaining exposure to precious metals or commodities by investing into financial instruments backed by precious metals or commodities or financial instruments whose performance is linked to precious metals or commodities.

(B) The Company will not purchase or sell real estate or any option, right or interest therein, provided the Company may invest in securities secured by real estate or interests therein or issued by companies which invest in real estate or interests therein.

(C) The Company may not carry out uncovered sales of transferable securities, money market instruments or other financial instruments referred to in sections 1.3.1(A) (iv), (vi) and (vii).

(D) The Company may not borrow for the account of any Fund, other than amounts which do not in aggregate exceed 10% of the Net Asset Value of the Fund, and then only as a temporary measure. For the purpose of this restriction back to back loans are not considered to be borrowings.

(E) The Company will not mortgage, pledge, hypothecate or otherwise encumber as security for indebtedness any securities held for the account of any Fund, except as may be necessary in connection with the borrowings mentioned in paragraph 1.3.1(D) above, and then such mortgaging, pledging, or hypothecating may not exceed 10% of the Net Asset Value of each Fund. In connection with swap transactions, option and forward exchange or futures transactions the deposit of securities or other assets in a separate account shall not be considered a mortgage, pledge or hypothecation for this purpose.

(F) The Company will not underwrite or sub-underwrite securities of other issuers.

(G) The Company will on a Fund by Fund basis comply with such further restrictions as may be required by the regulatory authorities in any country in which the Shares are marketed.

(H) Under the conditions and within the limits laid down by the 2010 Law, the Company may, to the widest extent permitted by the Luxembourg laws and regulations (i) create any Fund qualifying either as a feeder UCITS (a "Feeder UCITS") or as a master UCITS (a "Master UCITS"), (ii) convert any existing Fund into a Feeder UCITS, or (iii) change the Master UCITS of any of its Feeder UCITS.

A Feeder UCITS shall invest a least 85% of its assets in the units of another Master UCITS. A Feeder UCITS may hold up to 15% of its assets in one or more of the following:

- ancillary liquid assets in accordance with Section 1.3.1 paragraph (B);
- financial derivative instruments, which may be used only for hedging purposes.

For the purposes of compliance with article 42 paragraph (3) of the 2010 Law, the Feeder UCITS

shall calculate its global exposure related to financial derivative instruments by combining its own direct exposure under the second indent under b) with either:

- the Master UCITS actual exposure to financial derivative instruments in proportion to the Feeder UCITS investment into the Master UCITS; or
- the Master UCITS potential maximum global exposure to financial derivative instruments provided for in the Master UCITS management regulations or instruments of incorporation in proportion to the Feeder UCITS investment into the Master UCITS.

(l) A Fund (the "Investing Fund") may subscribe, acquire and/or hold securities to be issued or issued by one or more Funds (each, a "Target Fund") without the Company being subject to the requirements of the Law of 10 August 1915 on commercial companies, as amended, with respect to the subscription, acquisition and/or the holding by a company of its own shares, under the conditions however:

- that the Target Fund does not, in turn, invest in the Investing Fund invested in this Target Fund;
- that no more than 10% of the assets that the Target Fund whose acquisition is contemplated, may, according to its investment policy, be invested in units of other UCITS or other UCIs;
- voting rights, if any, attaching to the shares of the Target Fund are suspended for as long as they are held by the Investing Fund concerned and without prejudice to the appropriate processing in the accounts and the periodic reports;
- the value of such securities is not taken into account for the calculation of the net assets of the Investing Fund for the purpose of verifying the minimum threshold of net assets imposed by the 2010 Law; and
- that the Investing Fund may not invest more than 20% of its net assets in units of a single Target Fund.

1.3.3 FINANCIAL DERIVATIVE INSTRUMENTS

As specified in section 1.3.1(A) (vi) above, the Company may in respect of each Fund make use of financial derivative instruments.

The Company shall ensure that the global exposure of each Fund relating to financial derivative instruments does not exceed the total net assets of that Fund.

The global exposure relating to financial derivative instruments is calculated taking into account the current value of the underlying assets, the counterparty risk, foreseeable market movements and the time available to liquidate the positions. This shall also apply to the following sub-paragraphs.

Each Fund may invest, as a part of its investment policy and within the limits laid down in section 1.3.1(A) (vi) and section 1.3.1(C) (v), in financial derivative instruments provided that the exposure to the underlying assets does not exceed in aggregate the investment limits laid down in sections 1.3.1(C) (i) to (vii). When a Fund invests in index-based financial derivative instruments compliant with the provisions of sections 1.3.1(C) (i) to (vii), these investments do not have to be combined

with the limits laid down in section 1.3.1(C). When a transferable security or money market instrument embeds a financial derivative instrument, the latter must be taken into account when complying with the requirements of these instrument restrictions. The Funds may use financial derivative instruments for investment purposes and for hedging purposes, within the limits of the 2010 Law. Under no circumstances shall the use of these instruments and techniques cause a Fund to diverge from its investment policy or objective. The risks against which the Funds could be hedged may be, for instance, market risk, foreign exchange risk, interest rates risk, credit risk, volatility or inflation risks.

1.3.4 USE OF TECHNIQUES AND INSTRUMENTS RELATING TO TRANSFERABLE SECURITIES AND MONEY MARKET INSTRUMENTS

The Company may, on behalf of each Fund and subject to the conditions and within the limits laid down in the 2010 Law as well as any present or future related Luxembourg laws or implementing regulations, circulars and CSSF's positions (the "Regulations"), employ techniques and instruments relating to transferable securities and money market instruments provided that such techniques and instruments are used for efficient portfolio management purposes or to provide protection against exchange risk. Such techniques and instruments may include, but are not limited to, engaging in transactions in financial derivative instruments such as futures, forwards, options, swaps and swaptions. New techniques and instruments may be developed which may be suitable for use by the Company and the Company (subject as aforesaid) may employ such techniques and instruments in accordance with the Regulations.

To the maximum extent allowed by, and within the limits set forth in, the 2010 Law as well as any present or future related Luxembourg laws or implementing regulations, circulars and CSSF's positions, in particular the provisions of (i) article 11 of the Grand-Ducal regulation of 8 February 2008 relating to certain definitions of the law of 20 December 2002 on undertakings for collective investment, as amended and of (ii) CSSF Circular 08/356 relating to the rules applicable to undertakings for collective investments when they use certain techniques and instruments relating to transferable securities and money market instruments (as these pieces of regulations may be amended or replaced from time to time) (iii) CSSF Circular 14/592 relating to conduct guidelines from the European Securities Market Authority on ETFs and other UCITS issues, each Fund may for the purpose of generating additional capital or income or for reducing costs or risks (A) enter, either as purchaser or seller, into optional as well as non optional repurchase transactions and (B) engage in securities lending transactions.

As the case may be, cash collateral received by each Fund in relation to any of these transactions may be reinvested in a manner consistent with the investment objectives of such Fund in (a) shares or units issued by money market undertakings for collective investment calculating a daily net asset value and being assigned a rating of AAA or its equivalent, (b) short-term bank deposits, (c) money market instruments as defined in the above referred Grand-Ducal regulation, (d) short-term bonds issued or guaranteed by a Member State, Switzerland, Canada, Japan or the United States or by their local authorities or by supranational institutions and undertakings with EU, regional or world-wide scope, (e) bonds issued or guaranteed by first class issuers offering an adequate liquidity, and (f) reverse repurchase agreement transactions according to the provisions described under section I.C.a) of the above referred CSSF Circular. Such reinvestment will be taken into account for the calculation of each concerned Fund's global exposure, in particular if it creates a leverage effect.

Unless otherwise provided in the relevant Appendix for a particular Fund, the Company will not engage in repurchase agreement, reverse repurchase agreement, securities lending transactions or any other transactions requiring the Company to receive collateral (i.e. the Company will not accept any collateral). The Company will disclose in the annual report the identity of the entity(ies) to which direct and indirect costs and fees are paid, the amounts paid (if any) and indicate if these are related parties to the Management Company or the Depositary.

All the revenues arising from efficient portfolio management techniques, net of direct and indirect operational costs (generally not expected to exceed 20% of gross revenue), will be returned to the Company.

1.3.5 RISK MANAGEMENT PROCESS

The Management Company will employ 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 Fund in accordance with CSSF Circular 11/512 or any other applicable circular of the CSSF. The Management Company will employ, if applicable, a process for accurate and independent assessment of the value of any OTC derivative instruments.

Upon request of an Investor, the Management Company will provide supplementary information relating to the quantitative limits that apply in the risk management of each Fund, to the methods chosen to this end and to the recent evolution of the risks and yields of the main categories of instruments. This supplementary information includes the VaR levels set for the Funds using such risk measure.

The risk management framework is available upon request from the Company's registered office.

Unless otherwise provided in the relevant Appendix for a particular Fund, the global exposure of each Fund is calculated using the commitment approach as detailed in applicable laws and regulations including but not limited to CSSF Circular 11/512.

1.3.6 MISCELLANEOUS

(A) The Company may not make loans to other persons or act as a guarantor on behalf of third parties provided that for the purpose of this restriction the making of bank deposits and the acquisition of such securities referred to in paragraphs 1.3.1(A) (i), (ii) and (iii) or of ancillary liquid assets shall not be deemed to be the making of a loan and that the Company shall not be prevented from acquiring such securities above which are not fully paid.

(B) The Company need not comply with the investment limit percentages when exercising subscription rights attached to securities which form part of its assets.

(C) The Investment Managers, the Distributors, Depositary and any authorised agents or their associates may have dealings in the assets of the Company provided that any such transactions are effected on normal commercial terms negotiated at arm's length and provided that each such transaction complies with any of the following:

i) a certified valuation of such transaction is provided by a person approved by the Directors as independent and competent;

ii) the transaction has been executed on best terms, on and under the rules of an organised investment exchange; or

where neither i) or ii) is practical;

iii) where the Directors are satisfied that the transaction has been executed on normal commercial terms negotiated at arm's length.

1.4 CLASSES OF SHARES

The Directors may decide to create within each Fund different Classes of Shares whose assets will be commonly invested pursuant to the specific investment policy of the relevant Fund, but where a specific fee structure, currency of denomination or other specific feature may apply to each Class. All Classes of Shares of the Fund will be invested in the same underlying portfolio.

Each Fund may issue shares in the following main classes: Class A, Class D and Class E. Classes of shares may be made available in various currencies as the Board of Directors may decide from time to time. These classes may be offered either as accumulation ("acc.") or distribution ("distr.") shares and may or may not be hedged as described in section 1.4.4. Not all Funds will offer all Classes of Shares. A separate Net Asset Value per Share, which may differ as a consequence of these variable factors, will be calculated for each Class. Please refer to www.vam-funds.com for a complete list of available classes and the applicable management fees.

1.4.1 ELIGIBILITY REQUIREMENTS

Class A Shares

Class A Shares may be subscribed by institutional and non-institutional Investors, subject to the Minimum Initial Subscription and Holding requirements set forth below.

Minimum Initial Subscription Amount:	USD 10,000 (or other currency equivalent)
Minimum Subsequent Subscription Amount:	USD 1,000 (or other currency equivalent)
Minimum Holding Amount:	USD 10,000 (or other currency equivalent)

Class D Shares

Class D Shares may only be subscribed by Investors qualifying as institutional investors under the meaning of the 2010 Law.

Minimum Initial Subscription Amount:	USD 100,000 (or other currency equivalent)
Minimum Subsequent Subscription Amount:	USD 20,000 (or other currency equivalent)
Minimum Holding Amount:	USD 100,000 (or other currency equivalent)

Class E Shares

Class E Shares may only be subscribed by Investors qualifying as institutional investors under the meaning of the 2010 Law.

Minimum Initial Subscription Amount:	USD 1,500,000 (or other currency equivalent)
Minimum Subsequent Subscription Amount:	USD 150,000 (or other currency equivalent)
Minimum Holding Amount:	USD 1,500,000 (or other currency equivalent)

1.4.2 MANAGEMENT FEES

The Management Company will receive from each Fund management fees of:

Class A Shares	up to 1.75% per annum
Class D Shares	up to 1.50% per annum
Class E Shares	up to 1.00% per annum

calculated on the Net Asset Value of the relevant Fund on the relevant Valuation Day.

These fees will be accrued on each Valuation Day and are payable monthly in arrears.

1.4.3 PERFORMANCE FEES

In addition to management fees, a performance fee will be paid to the Management Company on a quarterly basis in relation to Class A and Class D Shares for each Fund, unless specifically excluded in the relevant Appendix. The Management Company will be entitled to a performance fee calculated and due in relation of each Valuation Day for each Share and fraction thereof in issue at the rate of 10% of the difference – if positive – between:

- the Net Asset Value per Share before deduction of the daily performance fee to be calculated, but after deduction of all other fees attributable to the respective Class of Shares, including but not limited to management fees;

and

- the greater of ("High Water Mark")
 - i) the highest Net Asset Value per Share of the Class recorded on any preceding day during the same financial year of the Fund,
 - and
 - ii) the last Net Asset Value per Share of the Class recorded for the immediately preceding financial year of the Fund,
 each of them increased on a *prorata temporis* basis by a rate of 6% p.a. (the "hurdle rate").

In relation to Classes of Shares launched during the financial year of a Fund, the initial High Water Mark shall be equal to the initial subscription price of such Class of Shares. Performance of Classes of Shares in currencies other than the reference currency of the relevant Fund shall be measured in the currency of such Classes of Shares.

The amounts so accumulated during each calendar quarter shall be paid to the Management Company after each calendar quarter end.

1.4.4 HEDGED CLASSES

Share Classes not denominated in the Fund Currency ("Alternate Currencies") may hedge their currency exposure to the Fund Currency in the forward currency market, whether the Alternate Currencies exposure is declining or increasing in value relative to the Fund Currency. Such Share Classes that do not hedge their currency exposure to the Fund Currency will bear the suffix "U". Whilst holding hedged Shares may substantially protect the investor against losses due to unfavourable movements in the exchange rates of the Alternate Currencies against the Fund Currency, holding such Shares may also substantially limit the benefits of the investor in case of favourable movements. Investors should note that it will not be possible to fully hedge the total net asset value of hedged Alternate Currencies Classes of Shares against currency fluctuations of the Fund Currency, the aim being to implement a currency hedge equivalent to between 90% and 110% of the Net Asset Value of the respective Alternate Currencies Classes of Shares. Changes in the value of the hedged portion of the portfolio, if any, or the volume of subscriptions and redemptions may however lead to the level of currency hedging temporarily surpassing the limits set out above. The Net Asset Value per Share of the Alternate Currencies Classes of Shares does therefore not necessarily develop in the same way as that of the Shares in the relevant Fund Currency. It is not the intention of the Board of Directors to use the hedging arrangements to generate a further profit for the Alternate Currencies Classes of Shares.

SHARE DEALING

2.1 SUBSCRIPTION FOR SHARES

Initial Offer Period

Applications for subscription may be made during the Initial Offer Period specified for each Class in Appendix II.

Initial Issue Price

During any Initial Offer Period, the issue price per Share of each Class is the price specified in Appendix II plus any applicable subscription charge.

Minimum Initial Subscription and Holding Amounts

The Directors will set and waive in their discretion a minimum initial subscription amount and a minimum ongoing holding amount per Class in each Fund for each registered Shareholder, to be specified in Appendix II.

Subsequent Subscriptions

Applications for subscription may be made on or prior to any day that is a Valuation Day for the Fund or Class concerned (or on such other days as the Directors may from time to time determine), subject to any prior notice requirements specified in Appendix II. The Directors may discontinue the issue of new Shares in any Fund or Class at any time in their discretion.

Minimum Subsequent Subscription Amount

The Directors will set and waive in their discretion a minimum subsequent subscription amount, to be specified in Appendix II.

Subscription Price Per Share

After any Initial Offer Period, the Subscription Price per Share of each Class is the Net Asset Value per Share of such Class determined as at the Valuation Day on which the application has been accepted, increased by any applicable subscription charge. This Subscription Price may also be increased to cover any duties, taxes and stamp duties which may have to be paid.

Subscription Charge

The ~~Distributors and other financial intermediaries~~ are entitled to the subscription charge, which can be partly or fully waived at the discretion of the Management Company, the relevant Distributor or other financial intermediary. The subscription charge attributed to each class of Share is specified in Appendix II.

Payment of Subscription Price

The full purchase price of the Shares subscribed must be received in immediately available funds by the Depositary or its agent in the reference currency of the Class concerned not later than the date specified in Appendix II. Unless otherwise specified in Appendix II, no interest will be paid on payments received prior to the closing date of any Initial Offer Period or prior to any Valuation Day.

The Board of Directors may, in its absolute discretion, decide to authorise certain investors to pay the Subscription Price within three Luxembourg bank business days following the relevant Valuation Day ("contractual settlement") or such other time as specified for the relevant Fund.

Subscriptions in Kind

The Board of Directors may from time to time accept subscriptions for Shares against contribution in kind of securities or other assets which could be acquired by the relevant Fund pursuant to its investment policy and restrictions. Any such subscriptions in kind will be made at the Net Asset Value of the assets contributed calculated in accordance with the rules set out under "Calculation of Net Asset Value" and will, if required by applicable laws and regulations or by the Board of Directors, be subject of an independent auditor's report drawn up in accordance with the requirements of Luxembourg law.

Should the Company not receive good title on the assets contributed this may result in the Company bringing an action against the defaulting Investor or his/her financial intermediary or deducting any costs or losses incurred by the Company or the Administrator against any existing holding of the applicant in the Company.

Acceptance of Subscriptions

The Directors reserve the right to accept or refuse any application to subscribe Shares in whole or in part.

The Directors may decide at any time to close any Fund to further subscriptions when the assets under management are deemed to have reached their optimal size.

Irrevocability of Subscriptions

Any request for subscriptions shall be irrevocable and may not be withdrawn by any Shareholder in any circumstances, except in the event of a suspension of the determination of the Net Asset Value of the relevant Fund or Class. In the event of a suspension, the Company will process the subscription requests on the first applicable Valuation Day following the end of the period of suspension. Further, the Directors may at their discretion, taking due account of the principle of equal treatment between Shareholders and the interest of the relevant Fund, decide to accept any withdrawal of an application for subscription.

Suspension of Subscriptions

The Directors will suspend the issue of Shares of any Fund whenever the determination of the Net Asset Value of such Fund or Class is suspended.

Price Information

The Net Asset Value per Share of one or more Share Classes is published in such newspapers or other electronic services as determined from time to time by the Directors. It is available from the registered office of the Company. Neither the Company nor the Distributors accept responsibility for any error in publication or for non-publication of the Net Asset Value per Share.

Types of Share

Shares will be issued in registered form. Registered Shares are in non-certificated form. Fractional entitlements to registered Shares will be rounded downwards to three decimal places. Fractions of Shares do not confer voting rights at any meeting of Shareholders but entitle the holder thereof to a correspondent amount in case of payment of dividend distribution or liquidation proceeds.

Anti Money Laundering Procedures

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 and 15/609 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 money laundering and financing of terrorism purposes. As a result of such provisions, the register and transfer agent of a Luxembourg UCI must ascertain the identity of the subscriber in accordance with Luxembourg laws and regulations. The register and transfer agent may require subscribers to provide any document it deems necessary to effect such identification. In addition, the register and transfer agent, as delegate of the Company, may require any other information that the Company may require in order to comply with its legal and regulatory obligations, including but not limited to the CRS Law (as defined hereafter).

In case of delay or failure by an applicant to provide the required documentation, the subscription request will not be accepted and in case of redemption, payment of redemption proceeds delayed. Neither the undertaking for collective investment nor the register and transfer agent will be held responsible for said delay or failure to process deals resulting from the failure of the applicant to provide documentation or incomplete documentation.

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

Ineligible Investors

Shares may not be offered, issued or transferred to any person in circumstances which, in the opinion of the Directors, might result in the Company incurring any liability to taxation or suffering any other pecuniary disadvantage which the Company might not otherwise incur or suffer, or would result in the Company being required to register with any authority under any relevant applicable laws.

In particular, Shares may not be sold to, held by or transferred to a US Person (see section "Restrictions on Distribution").

In addition, certain Classes of Shares may be reserved for institutional shareholders within the meaning of article 174 of the 2010 Law. The Directors of the Company may, at their discretion, delay the acceptance of any subscription for Shares restricted to institutional investors until such date as the Administrator has received sufficient evidence on the qualification of the relevant Investor as an institutional investor. If it appears at any time that a holder of such Shares is not an institutional investor, the Directors of the Company will instruct the Administrator to propose that the said holder convert their Shares into Shares of a class within the relevant Fund which is not restricted to institutional investors (provided that there exists such a class with similar characteristics). In the event that the Shareholder refuses such conversion, the Directors of the Company will, at their discretion, instruct the Administrator to redeem the relevant Shares in accordance with the provisions under "2.2 Redemption of Shares".

The Directors may require the compulsory redemption of shares owned by investors in breach of the restrictions of this section.

2.2 REDEMPTION OF SHARES

Redemption Procedure

Subject to the restrictions provided in this document and Appendix II, any Shareholder may apply for the redemption of some or all of his Shares or of a fixed amount. Shares will be redeemed at the Net Asset Value per Share determined as at the Valuation Day on which the redemption application has been accepted. If the value of a Shareholder's holding on the relevant Valuation Day is less than the fixed amount which the Shareholder has applied to redeem, the Shareholder will be deemed to have requested the redemption of all of his Shares.

Prior Notice Requirements

The Directors may in their discretion refuse to accept any application for redemption received after the first day of any prior notice period specified in Appendix II. Such applications will be dealt with as of the next Valuation Day.

Minimum Holding Amount

If as a result of a redemption, the value of a Shareholder's holding would become less than the minimum holding amount specified for each Class in Appendix II, the Directors may decide that the redeeming Shareholder shall be deemed to have requested the conversion of the rest of his Shares into Shares of the Class of the same Fund with a lower minimum holding amount (subject to the fulfilment of any requirements imposed on such Class) and, if the redeeming Shareholder was holding Shares of the Class with the lowest minimum holding amount, the Directors may decide that the redeeming Shareholder shall be deemed to have requested the redemption of all of his Shares. The Directors may also at any time decide to compulsorily redeem all Shares from any Shareholder whose holding is less than the minimum holding amount specified for each Class in Appendix II. Before any such compulsory redemption or conversion, each Shareholder concerned will receive one month's prior notice to increase his holding above the applicable minimum holding amount at the applicable Net Asset Value per Share.

Redemption Charge

In each Class of each Fund, a redemption charge may be charged or waived in whole or in part, as specified in Appendix II.

Redemption Price per Share

The Redemption Price per Share of each Class is the Net Asset Value per Share of such Class determined as at the Valuation Day on which the redemption application has been accepted, reduced by any applicable redemption charge.

Payment of Redemption Proceeds

Redemption proceeds, net of any applicable redemption charge and any cash transfer charges, are paid in the reference currency of the relevant Fund or Class by or on behalf of the Depositary on the date specified in Appendix II.

Redemptions in kind

The Directors may request in accordance with the provisions of the Articles, that a Shareholder accepts "redemption in kind" i.e. receives a portfolio of stock from the relevant Class of equivalent value to the appropriate cash redemption payment. In such circumstances the Shareholder must specifically accept the redemption in kind. He may always request a cash redemption payment in the reference currency of the Class. Where the Shareholder agrees to accept redemption in kind he will, as far as possible, receive a representative selection of the Class' holdings pro rata to the number of Shares redeemed and the Directors will make sure that the remaining Shareholders do not suffer any loss therefrom. The value of the redemption in kind will, if required by applicable laws

and regulations or by the Board of Directors, be certified by a certificate drawn up by the auditors of the Company in accordance with the requirements of Luxembourg law.

Compulsory Redemption of Shares

If the Directors become aware that a Shareholder of record is holding Shares for the account of a person who does not meet the Shareholder eligibility requirements specified in this Prospectus, or is holding Shares in breach of any law or regulation or otherwise in circumstances having, or which may have, adverse regulatory, tax or fiscal consequences for the Company including a requirement to register under the laws and regulations of any country or authority or a majority of its Shareholders, or otherwise be detrimental to the interests of the Company, the Directors may compulsorily redeem such Shares in accordance with the provisions of the Articles. Shareholders are required to notify the Company and the Administrator immediately if they cease to meet the Shareholder eligibility requirements specified in "Subscriptions" above or in Appendix II, or hold Shares for the account or benefit of any person who does not or has ceased to meet such requirements, or hold Shares in breach of any law or regulation or otherwise in circumstances having, or which may either have adverse regulatory, tax or fiscal consequences for the Company or be detrimental to the interests of the Company.

If the Directors become aware that a Shareholder has failed to provide any information or declaration required by the Directors within ten days of being requested to do so, the Directors may compulsorily redeem the relevant Shares in accordance with the provisions of the Articles.

The Directors or any duly appointed agent may further decide to compulsorily redeem Shares the subscription of which would not be made in accordance with the Prospectus or whose wired subscription amounts would be insufficient to cover the relevant subscription price (including, for the avoidance of doubt, any applicable subscription charge). Such redemption will be carried out under the most favourable conditions for the Company, including among other the possibility for the Company to keep the difference between the redemption price and the subscription price when the latter is lower than the former or claim to the relevant investor that difference when the latter is higher than the former.

Large Redemptions

If applications for the redemption of more than 10% of the total number of Shares outstanding of any Fund are received in respect of any Valuation Day, the Directors may decide to defer redemption requests so that the 10% limit is not exceeded. Under these circumstances, redemptions may be deferred to a next following Valuation Day, as the Directors may decide. Any redemption requests in respect of the relevant Valuation Day so reduced will be given priority over subsequent redemption requests received for the succeeding Valuation Day, subject always to the 10% limit. The above limitations will be applied pro rata to all Shareholders who have requested redemptions to be effected on or as at such Valuation Day so that the proportion redeemed of each holding so requested is the same for all such Shareholders.

Suspension of Redemptions

Redemption of Shares of any Fund or Class will be suspended whenever the determination of the Net Asset Value of such Fund or Class is suspended.

Revocability of Redemption Requests

In normal circumstances, except in the event of a suspension of the determination of the Net Asset Value of the relevant Fund, applications for redemptions of Shares are irrevocable and may not be withdrawn by any Shareholder. In the event of such a suspension, the Shareholders of the relevant Fund, who have made an application for redemption of their Shares, may give written notice to the Company that they wish to withdraw their application. Further, the Directors may at their discretion, taking due account of the principle of equal treatment between Shareholders and the interest of the relevant Fund, decide to accept any withdrawal of an application for redemption.

2.3 CONVERSION OF SHARES

No conversion of Shares into Shares of another existing Class within the same or a different Fund may be made at any time when issues and redemptions of Shares in either or both of the relevant Classes are suspended.

Irrevocability of Conversion Requests

Any request for conversions shall be irrevocable and may not be withdrawn by any Shareholder in any circumstances, except in the event of a suspension of the determination of the Net Asset Value of the relevant Fund or Class. In the event of a suspension, the Company will process the conversion requests on the first applicable Valuation Day following the end of the period of suspension. Further, the Directors may at their discretion, taking due account of the principle of equal treatment between Shareholders and the interest of the relevant Fund, decide to accept any withdrawal of an application for conversion.

Conditions

Acceptance of any application for conversion is contingent upon the satisfaction of any conditions (including any minimum subscription and prior notice requirements) applicable to the Class into which the conversion is to be effected. If as a result of a conversion, the value of a Shareholder's holding in the new Class would be less than any minimum holding amount specified in Appendix II, the Directors may decide not to accept the conversion request. If as a result of a conversion, the value of a Shareholder's holding in the original Class would become less than the minimum holding amount specified for each Class in Appendix II, the Directors may decide that such Shareholder shall be deemed to have requested the conversion of all of his Shares.

Prior Notice Requirements

Unless specifically otherwise provided, the prior notice requirements for redemptions as specified for a given Fund in Appendix II shall be applicable to conversion requests.

Conversion Value

The number of full and fractional Shares issued upon conversion is determined on the basis of the Net Asset Value per Share of each Class concerned on the common Valuation Day on which the conversion request is effected. If there is no common Valuation Day for any two Classes, the conversion is made on the basis of the Net Asset Value calculated on the next following Valuation

Day of the Class of Shares to be converted and on the following Valuation Day of the Class into which conversion is requested, or on such other days as the Directors may reasonably determine.

The rate at which all or part of the holding of a given Fund (the "original Fund") is converted into shares of another Fund (the "new Fund ") is determined as precisely as possible in accordance with the following formula:

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

A being the number of shares of the new Fund to be attributed;

B being the number of shares of the original Fund to be converted;

C being the prevailing Net Asset Value per share of the original Fund on the day in question;

D being the prevailing Net Asset Value per share of the new Fund on the day in question;

E being the exchange rate applicable at the time of the transaction between the currency of the Fund/Class to be converted and the currency of the Fund/Class to be attributed; and

F being a conversion fee payable to the original Fund, if any.

Compulsory Conversions

If the Shareholder of a given Class accumulates a number of Shares of that Class with an aggregate Net Asset Value equal to or in excess of the minimum subscription amount of a parallel Class within the same Fund and such parallel Class is subject to a lower fee structure, the Directors may in their discretion convert the Shareholder's Shares into Shares of the parallel Class with such lower fee structure. A "parallel class" within a Fund is a Class that is identical in all material respects (including investment objective and policy) save for the minimum subscription amount and fee structure applicable to it.

Conversion Fee

To cover any transaction costs which may arise from the conversion, the Directors may charge, for the benefit of the original Fund, a conversion fee of up to the amount of the redemption charge applicable to the Shares to be converted.

In addition, the subscription charge of the Class or Fund in which the conversion is effected may be levied as if the investor were subscribing in that Class or Fund.

The same charge will be applied in respect of all conversions effected in the same common Valuation Day.

2.4 CALCULATION OF NET ASSET VALUE

Calculation of the Net Asset Value per Share

(A) The Net Asset Value per Share of each Share Class will be calculated on each Valuation Day in the currency of the relevant Share Class. It will be calculated by dividing the net asset value attributable to each Share Class, being the proportionate value of its assets less its liabilities, by the

number of Shares of such Share Class then in issue. The resulting sum shall be rounded down to the nearest two decimal places.

(B) The Directors reserve the right to allow the Net Asset Value per Share of each Share Class to be calculated more frequently than once daily, or to otherwise alter dealing arrangements on a permanent or a temporary basis, for example, where the Directors consider that a material change to the market value of the investments in one or more Funds so demands. The Prospectus will be amended, following any such permanent alteration, and Shareholders will be informed accordingly.

(C) In valuing total assets, the following rules will apply:

(1) The value of any cash in hand or on deposit, bills and demand notes and accounts receivable, prepaid expenses, cash dividends and interest declared or accrued as aforesaid and not yet received shall be deemed to be the full amount thereof, unless in any case the same is unlikely to be paid or received in full, in which case the value thereof shall be arrived at after making such discount as the Company may consider appropriate in such case to reflect the true value thereof.

(2) The value of such securities, financial derivative instruments and assets will be determined on the basis of the closing or last available price on the stock exchange or any other Eligible Market as aforesaid on which these securities or assets are traded or admitted for trading. Where such securities or other assets are quoted or dealt in one or more than one stock exchange or any other Eligible Market, the Directors shall make regulations for the order of priority in which stock exchanges or other Eligible Markets shall be used for the provisions of prices of securities or assets.

(3) If a security is not traded or admitted on any official stock exchange or any Eligible Market, or in the case of securities so traded or admitted the last available price of which does not reflect their true value, the Directors are required to proceed on the basis of their expected sales price, which shall be valued with prudence and in good faith.

(4) The financial derivative instruments which are not listed on any official stock exchange or traded on any other organised market are subject to reliable and verifiable valuation on a daily basis and can be sold, liquidated or closed by an offsetting transaction at any time at their fair value at the Company's initiative. The reference to fair value shall be understood as a reference to the amount for which an asset could be exchanged, or a liability be settled, between knowledgeable, willing parties in an arm's length transaction.

(5) Units or shares in undertakings for collective investments shall be valued on the basis of their last available net asset value as reported by such undertakings.

(6) Liquid assets and money market instruments may be valued at nominal value plus any accrued interest or on an amortised cost basis. All other assets, where practice allows, may be valued in the same manner.

(7) If any of the aforesaid valuation principles do not reflect the valuation method commonly used in specific markets or if any such valuation principles do not seem accurate for the purpose of determining the value of the Company's assets, the Directors may fix different valuation principles in good faith and in accordance with generally accepted valuation principles and procedures.

(8) Any assets or liabilities in currencies other than the base currency of the Funds will be converted using the relevant spot rate quoted by a bank or other recognised financial institution.

The Directors are authorised to apply other appropriate valuation principles for the assets of the Funds and/or the assets of a given Share Class if the aforesaid valuation methods appear impossible or inappropriate due to extraordinary circumstances or events.

Swing Pricing

Under certain circumstances (for example, large volumes of deals) investment and/or disinvestment costs may have an adverse effect on the Shareholders' interests in a Fund. In order to prevent this effect, called "dilution", the Directors have the authority to allow for the Net Asset Value per Share to be adjusted by effective dealing and other costs and fiscal charges which would be payable on the effective acquisition or disposal of assets in the relevant Fund if the net capital activity exceeds, as a consequence of the sum of all subscriptions, redemptions or conversions in such a Fund, such threshold percentage (the "Threshold") as may be determined from time to time by the Directors, of the Fund's total net assets on a given Valuation Day.

Description of the swing pricing procedure:

If the net capital activity on a given Valuation Day leads to a net inflow of assets in excess of the Threshold in the relevant Fund, the Net Asset Value used to process all subscriptions, redemptions or conversions in such a Fund is adjusted upwards by the swing factor that shall be determined from time to time by the Directors. The maximum limit (in terms of percentage of Net Asset Value) for each case of net inflow in excess of the Threshold is currently 2%.

If the net capital activity on a given Valuation Day leads to a net outflow of assets in excess of the Threshold in the relevant Fund, the Net Asset Value used to process all subscriptions, redemptions or conversions in such a Fund is adjusted downwards by the swing factor that shall be determined from time to time by the Directors. The maximum limit (in terms of percentage of Net Asset Value) for each case of net outflow in excess of the Threshold is currently 2%.

2.5 SUSPENSION OF THE CALCULATION OF NET ASSET VALUE, ISSUE / REDEMPTION AND CONVERSION PRICES

(A) The Company reserves the right not to accept instructions to redeem or switch on any one Valuation Day more than 10% of the total value of Shares in issue of any Fund. In these circumstances, the Directors may declare that the redemption of part or all Shares in excess of 10% for which a redemption or switch has been requested will be deferred until the next Valuation Day and will be valued at the Net Asset Value per Share prevailing on that Valuation Day. On such Valuation Day, deferred requests will be dealt with in priority to later requests and in the order that requests were initially received by the Administrator.

(B) The Company reserves the right to extend the period of payment of redemption proceeds to such period, as shall be necessary to repatriate proceeds of the sale of investments in the event of impediments due to exchange control regulations or similar constraints in the markets in which a substantial part of the assets of a Fund are invested or in exceptional circumstances where the liquidity of a Fund is not sufficient to meet the redemption requests.

(C) The Company may suspend or defer the calculation of the Net Asset Value per Share of any Share Class in any Fund and/or the issue and/or redemption of any Share Class in such Fund, and/or the right to switch Shares of any Share Class in any Fund into Shares of the same Share Class of the same Fund or any other Fund (other than Shares already allotted):

(a) during any period when any of the principal stock exchanges or markets on which any substantial portion of the investments of the Company attributable to such class of shares from time to time are quoted or dealt with, is closed or during which dealings are restricted or suspended;

(b) during the existence of any state of affairs which constitutes an emergency as a result of which disposal or valuation of assets owned by the Company attributable to such class of shares would be impracticable;

(c) in the case of the suspension of the calculation of the net asset value of one or several of the funds in which the Company has invested a substantial portion of the assets attributable to such class;

(d) during any breakdown or restriction in the means of communication normally employed in determining the price or value of any of the investments attributable to any particular class of shares or the current prices or values on any stock exchange or market;

(e) during any period when the Company is unable to repatriate funds for the purpose of making payments on the redemption of such shares or during which any transfer of funds involved in the realisation or acquisition of investments or payments due on redemption of such shares cannot in the opinion of the Board be effected at normal rates of exchange;

(f) in the event of the publication (i) of the convening notice to a general meeting of shareholders at which a resolution to wind-up the Company or a class of shares is to be proposed, or of the decision of the Board to wind-up one or more classes of shares, or (ii) to the extent that such a suspension is justified for the protection of the shareholders, of the notice of the general meeting of shareholders at which the merger of the Company or a class of shares is to be proposed, or of the decision of the Board to merge one or more classes of shares;

(D) The suspension of the calculation of the Net Asset Value per Share of any Fund or Share Class shall not affect the valuation of other Funds or Share Classes, unless these Funds or Share Classes are also affected.

(E) During a period of suspension, a Shareholder may withdraw his request in respect of any Shares not yet issued, redeemed or switched, by notice in writing received by the Administrator before the end of such period.

Shareholders will be informed of any suspension or deferral as appropriate.

The Company may, at any time and at its discretion, temporarily discontinue, cease permanently or limit the issue of Shares in one or more Funds to persons or corporate bodies resident or domiciled in some countries or territories. The Company may also prohibit them from acquiring Shares if such a measure is necessary to protect the Shareholders as a whole and the Company.

2.6 MARKET TIMING, LATE TRADING AND FREQUENT TRADING POLICY

The Company does not knowingly allow investments which are associated with market timing or frequent trading practices, as such practices may adversely affect the interests of all Shareholders. The Board of Directors of the Company will also ensure that the relevant cut-off time for requests for subscription, redemption and conversion are strictly complied with and will therefore take adequate measures to prevent practices known as "Late Trading".

For the purposes of this section, market timing is held to mean subscriptions into, conversions between or redemptions from the various classes of Shares (whether such acts are performed singly or severally at any time by one or several persons) that seek or could reasonably be considered to appear to seek profits through arbitrage or market timing opportunities. Frequent trading is held to mean subscriptions into, conversions between or redemptions from the various classes of Shares (whether such acts are performed singly or severally at any time by one or several persons) that by virtue of their frequency or size cause any Fund's operational expenses to increase to an extent that could reasonably be considered detrimental to the interests of the Fund's other shareholders.

GENERAL INFORMATION

3.1 ADMINISTRATION DETAILS, CHARGES AND EXPENSES

Directors

Each of the Directors of the Company is entitled to remuneration for his services at a rate determined by the Company from time to time in the general meetings. In addition, each Director may be paid reasonable expenses incurred while attending meetings of the Board of Directors or general meetings of the Company.

The Directors are responsible for the overall management and control of the Company.

Management Company

The Board of Directors has appointed VAM Global Management Company S.A. as the Management Company of the Company to be responsible on a day-to-day basis, under the supervision of the Board of Directors, for providing administration, marketing and investment management and advisory services in respect of all Funds.

The Management Company is a public limited company ("*société anonyme*") incorporated on 9 June 2016. Its registered office is at "Villa Brasseur", 16, rue Jean-Pierre Brasseur, L-1258 Luxembourg, Grand Duchy of Luxembourg and its share capital amounted to EUR 300,000 as at that date.

The Management Company has been set up with the main object of creating and administering UCITS as well as other types of Luxembourg and foreign investment funds. It may manage the portfolio of such investment funds and perform all the functions enumerated in Annex II of the 2010 Law. In addition, it may distribute in Luxembourg and/or third countries the parts and shares of investment funds. It may delegate all or part only of its activities in accordance with Luxembourg law.

The directors of the Management Company are:

Peter John de Putron, Chairman of VAM Funds (Lux) and VAM Managed Funds (Lux), St Peter Port, Guernsey, United Kingdom

Brendan Adams, Director of VAM Global S.à r.l, Fund Development Director for the VAM Group, Chesham, Bucks, United Kingdom

Michael Lange, Partner, ME Business Solutions S.à r.l., Luxembourg, Grand Duchy of Luxembourg

The conducting persons of the Management Company are:

Brendan Adams, Director of VAM Global S.à r.l, Fund Development Director for the VAM Group, Chesham, Bucks, United Kingdom

Benoni Dufour, Independent Director, Aspelt, Grand Duchy of Luxembourg

Julie Krentz, Employee, VAM Global Management Company S.A., Luxembourg, Grand Duchy of Luxembourg

The Management Company shall ensure compliance of the Company with the investment restrictions and will implement the Company's strategies and investment policy. The Management Company, with the consent of the Company, may appoint i) one or several investment manager(s) to provide investment management services relating to a specific Fund or ii) any other adviser, as set out in the relevant Appendix. The fees and expenses payable to such investment manager or adviser in respect of the relevant Fund will be set out in the relevant Appendix.

The Management Company also acts as management company for other investment funds. The names of these other funds are available upon request from the Management Company.

The Management Company has adopted various procedures and policies in accordance with Luxembourg laws and regulations (including but not limited to CSSF regulation 10-04 and CSSF circular 12/546) such as but not limited to shareholder complaints handling procedures, conflicts of interest rules, voting rights policy of the Company etc. Shareholders may, in accordance with Luxembourg laws and regulations, obtain a summary and/or more detailed information on such procedures and policies upon request and free of charge.

Pursuant to Article 111ter of the Law, the Management Company has established remuneration policies for those categories of 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 whose professional activities have a material impact on the risk profiles of the Management Company or the Company, that, in accordance with the requirements of applicable laws:

are consistent with and promote a sound and effective risk management and do not encourage risk-taking which is inconsistent with the risk profiles of the Company or with its Articles of Incorporation;

are in line with the business strategy, objective values and interests of the Management Company, which do not interfere with the obligation of the Management Company to act in the best interests of the Company and which include measures to avoid conflict of interests;

- include an assessment of performance set in a multi-year framework appropriate to the holding period recommended to the investors of the Company in order to ensure that the assessment process is based on the longer-term performance of the Company and its

investment risks and that the actual payment of performance-based remuneration components are spread over the same period; and

- appropriately balance fixed and variable components of total remuneration in order to allow the operation of a fully flexible policy on variable remuneration components, including the possibility to pay no variable component.

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, are available at <http://www.vam-funds.com/documents/Remuneration%20Policy.pdf>. A paper copy is available free of charge upon request at the Management Company's registered office.

The Management Company acts in its own name and on the collective account of all investors of the Company. It acts independently from the Depositary Bank and in the sole interest of the shareholders.

The Management Company is entitled to fees, payable on a monthly basis in arrears at a total annual rate which could vary for each Fund as disclosed in section 1.4.2 Management Fees. The Management Company may retrocede all or part of such fees to financial intermediaries involved in the marketing of the shares.

The Management Company may also be entitled to a performance fee to the extent described in section 1.4.2 Management Fees.

The Investment Managers

The Management Company, with the consent of the Directors, has delegated the investment management of each Fund to the Investment Manager(s) disclosed in Appendix II in relation to the relevant Fund.

The Investment Manager(s) shall be remunerated by the Management Company.

Depositary

VP Bank (Luxembourg) SA has been appointed by the Company as the depositary bank in charge of (i) the safekeeping of the assets of the Company (ii) the cash monitoring, (iii) the oversight functions and (iv) such other services as agreed from time to time and reflected in the depositary bank agreement dated 1 July 2013 and entered into for such purposes by the Company and the Depositary (the "Depositary Bank Agreement").

The Depositary is a credit institution established in Luxembourg, whose registered office is situated at 26, avenue de la Liberté, L-1930 Luxembourg, Grand Duchy of Luxembourg and which is registered with the Luxembourg *Registre de Commerce et des Sociétés* under number B 29.509. It is licensed to carry out banking activities under the terms of the Luxembourg law of 5 April 1993 on the financial services sector, as amended.

Duties of the Depositary

The Depositary is entrusted with the safekeeping of the Company's assets. For the financial instruments which can be held in custody, they may be held either directly by the Depositary or, to the extent permitted by applicable laws and regulations, through every third-party custodian/sub-custodian providing, in principle, the same guarantees as the Depositary itself, i.e. for Luxembourg institutions to be a credit institution within the meaning of the law of 5 April 1993 on the financial sector or for foreign institutions, to be a financial institution subject to the rules of prudential supervision considered as equivalent to those provided by EU legislation. The Depositary also ensures that the Company's cash flows are properly monitored, and in particular that the subscription monies have been received and all cash of the Company has been booked in the cash account in the name of (i) the Company and/or Fund, (ii) the Management Company on behalf of the Company or (iii) the Depositary on behalf of the Company.

In addition, the Depositary shall:

- (i) ensure that the sale, issue, repurchase, redemption and cancellation of the Shares of the Company are carried out in accordance with Luxembourg law and the Articles of Incorporation;
- (ii) ensure that the value of the Shares of the Company is calculated in accordance with Luxembourg law and the Articles of Incorporation;
- (iii) carry out the instructions of the Company and the Management Company, unless they conflict with Luxembourg law or the Articles of Incorporation;
- (iv) ensure that in transactions involving the Company's assets any consideration is remitted to the Company within the usual time limits;
- (v) ensure that the Company's income is applied in accordance with Luxembourg law and the Articles of Incorporation.

The Depositary regularly provides the Company and its Management Company with a complete inventory of all assets of the Company.

Delegation of functions

Pursuant to the provisions of the Depositary Bank Agreement, the Depositary may, subject to certain conditions and in order to more efficiently conduct its duties, delegate part or all of its safekeeping duties over the Company's assets including but not limited to holding assets in custody or, where assets are of such a nature that they cannot be held in custody, verification of the ownership of those assets as well as record-keeping for those assets, referred to in Article 34(3) of the 2010 Law to one or more third-party delegates appointed by the Depositary from time to time.

The Depositary shall exercise care and diligence in choosing and appointing the third-party delegates so as to ensure that each third-party delegate has and maintains the required expertise and competence. The Depositary shall also periodically assess whether the third-party delegates fulfil applicable legal and regulatory requirements and will exercise ongoing supervision over each third-party delegate to ensure that the obligations of the third-party delegates continue to be competently discharged. The fees of any third-party delegate appointed by the Depositary shall be

paid by the Company.

The liability of the Depositary shall not be affected by the fact that it has entrusted all or some of the Company's assets in its safekeeping to such third-party delegates.

In the case of a loss of a financial instrument held in custody, the Depositary shall return a financial instrument of an identical type or the corresponding amount to the Company without undue delay, except if such loss results from an external event beyond the Depositary's reasonable control and the consequences of which would have been unavoidable despite all reasonable efforts to the contrary.

According to Article 34bis(3) of the 2010 Law, the Depositary and the Company will ensure that, where (i) the law of a third country requires that certain financial instruments of the Company be held in custody by a local entity and there is no local entities in that third country subject to effective prudential regulation (including minimum capital requirements) and supervision and (ii) the Company instructs the Depositary to delegate the safekeeping of these financial instruments to such a local entity, the investors of the Company shall be duly informed, prior to their investment, of the fact that such delegation is required due to the legal constraints of the law of the third country, of the circumstances justifying the delegation and of the risks involved in such a delegation.

Foreign securities that are bought or sold abroad or which further to the Fund orders are held in custody by the Depositary either in the Grand Duchy of Luxembourg or abroad, are normally subject to a foreign legal system. The rights and duties of the Depositary or the Company are therefore also determined in accordance with this legal system, which may also provide for disclosure of the investor's name. When purchasing Shares investors should be aware of the fact that the Depositary may be required to provide such information to foreign offices to comply with legal or regulatory obligations.

In VP Bank (Luxembourg) SA's capacity as depositary bank for investment funds, the Depositary Bank takes advantage of a group-wide service platform using VP Bank AG, Aeulestrasse 6, LI-9490 Vaduz as single sub-custodian (the "Single Sub-Custodian").

All assets of investment funds are segregated as follows:

- Segregated account per each fund on the level of the Single Sub-Custodian, and
- Segregated account per fund type (AIF or UCITS) on the level of each sub-custodian/market.

In addition, a specific setup is maintained for the Company, using Bank of New York Mellon as a "Global Sub-Custodian" (also through the Single Sub-Custodian).

For each of the Funds, an explicit segregated account is maintained at level of Bank of New York Mellon and, depending on local setup and market requirements, each Compartment's assets are segregated further up into the target market (e.g. Korea, India and alike).

A list of the third party delegates is available, free of charge, at the registered office of the Depositary upon request and may be accessed under https://www.vpbank.lu/data/docs/de_LU/4930/20-Custody-Network-VPBank-Luxembourg-SA-de.pdf.

Conflicts of interest

In carrying out its functions, the Depositary shall act honestly, fairly, professionally, independently and solely in the interest of the Company and the investors of the Company.

Potential conflicts of interest may nevertheless arise from time to time from the provision by the Depositary and/or its affiliates of other services to the Company, the Management Company and/or other parties (including conflicts of interest between the Depositary Bank and third parties to whom some functions have been delegated). These cross-connections, provided they are in compliance with national law may result in conflicts of interest which represents a risk of fraud (unreported irregularities to the competent authorities to avoid bad reputation), legal recourse risk (reluctance or avoidance to take legal steps against the Depositary), selection bias (the choice of the Depositary not based on quality and price), insolvency risk (lower standards in asset segregation or attention to the depositary's solvency) or single group exposure risk (intragroup investments). For example, the Depositary and/or its affiliates may act as the depositary, custodian and/or administrator of other funds. It is therefore possible that the Depositary (or any of its affiliates) may in the course of its business have conflicts or potential conflicts of interest with those of the Company and/or other funds for which the Depositary (or any of its affiliates) acts.

Where a conflict or potential conflict of interest arises, the Depositary will have regard to its obligations to the Company and will treat the Company and the other funds for which it acts fairly and such that, so far as is practicable, any transactions are effected on terms which are based on objective pre-defined criteria and meet the sole interest of the Company and the investors of the Company. Such potential conflicts of interest are identified, managed and monitored in various other ways including, without limitation, by the hierarchical and functional separation of VP Bank (Luxembourg) SA's depositary functions from its other potentially conflicting tasks and by the Depositary adhering to its own conflicts of interest policy.

The list of any current and potential conflicts of interest identified is available, free of charge, at the registered office of the Depositary upon request.

Miscellaneous

The Depositary or the Company may terminate the Depositary Bank Agreement at any time upon three (3) calendar months' written notice (or earlier in case of certain breaches of the Depositary Bank Agreement, including the insolvency of any party). In this case, the Management Company will make an effort to appoint another Depositary Bank within two months with the approval of the responsible regulatory authority; up to then the former Depositary Bank shall continue to fulfil its obligations as Depositary Bank without reservation for the protection of the interests of the Shareholders. As from the termination date, the Depositary will no longer be acting as the Company's depositary and will therefore no longer assume any of the duties and obligations, nor be subject to the liability regime imposed by the 2010 Law with respect to any of the services it would be required to carry out after the termination date.

Up-to-date information regarding the description of the Depositary's duties and of conflicts of interest that may arise as well as of any safekeeping functions delegated by the Depositary, the list of third-party delegates and any conflicts of interest that may arise from such a delegation will be made available to investors on request at the Company's registered office.

The Depositary Bank has been appointed as main paying agent of the Company with the obligation to perform dividend payments, if any, the payment of the redemption price of shares and other payments.

The Depositary shall also act as principal paying agent.

Administrator, Registrar and Transfer Agent and Domiciliary Agent

The Management Company has delegated the functions of administrative and registrar and transfer agent to VP Fund Solutions (Luxembourg) SA. As such, VP Fund Solutions (Luxembourg) SA is responsible for performing the general administrative functions required by Luxembourg law, processing the issue, conversion and redemption of Shares, calculating the Net Asset Value of the Shares and for maintaining the accounting records of the Company.

As domiciliary agent appointed by the Company, VP Fund Solutions (Luxembourg) SA is primarily responsible for receiving and keeping safely any and all notices, correspondence, telephonic advice or other representations and communications received for the account of the Company, as well as for providing such other facilities as may from time to time be necessary in the course of the day-to-day administration of the Company.

VP Fund Solutions (Luxembourg) SA is a public limited company ("société anonyme"). It was incorporated in Luxembourg under the denomination "De Maertelaere Luxembourg S.A." on 28 January 1993. Its articles have been last amended on 3 August 2015. Its registered office is at 26, avenue de la Liberté, L-1930 Luxembourg in the Grand Duchy of Luxembourg. Its share capital amounted to CHF 5,000,000 as at 31 December 2015.

In addition to the fees described in the sub-section 1.4.2 "Management Fees" above, the Depositary, the Management Company and Administrator are entitled to further fees of an aggregate maximum of 0.5% per annum of the net assets of the Company, payable on a monthly basis.

Other Charges and Expenses

The Company will pay all charges and expenses incurred in the operation of the Company including, without limitation, taxes, expenses for legal and auditing services, brokerage, governmental duties and charges, settlement costs and bank charges, stock exchange listing expenses and fees due to supervisory authorities in various countries, including the costs incurred in obtaining and maintaining registrations so that the Shares of the Company may be marketed in different countries; expenses incurred in the issue and redemption of Shares and payment of dividends, registration fees, insurance, interest and the costs of computation and publication of Share prices and postage, telephone, facsimile transmission and the use of other electronic communication; costs of printing proxies, statements, Share certificates or confirmations of transactions, Shareholders' reports, prospectuses and supplementary documentation, explanatory brochures and any other periodical information or documentation when invoiced out of the net assets of the relevant Fund.

The Company shall bear the costs of drawing up and printing the Prospectus, notary public fees, the filing costs with administrative and stock exchange authorities.

The expenses incurred by the Company in relation to the launch of additional Funds will be borne by, and payable out of the assets of, those Funds and will be amortised on a straight line basis over 5 years from the launch date.

3.2 COMPANY INFORMATION

1. The Company is an umbrella open-ended investment company with limited liability, organised as a "société anonyme" and qualifies since 1 October 2010 as a "Société d'Investissement à Capital Variable" ("SICAV") under part I of the 2010 Law. The Company was initially incorporated in the Isle of Man on 7 March 2005. It transferred its registered office to Luxembourg on 2 July 2007. Its Articles were published in the *Mémorial C, Recueil des Sociétés et Association* (the "Mémorial") on 26 July 2007. The Articles were last amended on 3 May 2013 and were published in the Mémorial on 29 May 2013.

The Company is registered under Number B 129.579 with the *Registre de Commerce et des Sociétés*, where the Articles of the Company have been filed and are available for inspection. The Company exists for an indefinite period.

2. The minimum capital of the Company required by Luxembourg law is the USD equivalent of EUR 1,250,000. The share capital of the Company is represented by fully paid Shares of no par value and is at any time equal to its Net Asset Value. Should the capital of the Company fall below two thirds of the minimum capital, an Extraordinary Meeting of Shareholders must be convened to consider the dissolution of the Company. Any decision to liquidate the Company in these circumstances must be taken by a majority of the Shares present or represented at the meeting. Where the share capital falls below one quarter of the minimum capital, the Directors must convene an Extraordinary Meeting of Shareholders to decide upon the liquidation of the Company. At that Meeting, the decision to liquidate the Company may be taken by Shareholders holding together one quarter of the Shares present or represented.

For consolidation purposes, the reference currency of the Company is the USD.

3. The following material contracts, not being contracts entered into in the ordinary course of business, have been entered into:
 - a) **Investment Management Agreements** between the Company, the Management Company and the relevant Investment Managers pursuant to which the Investment Managers have agreed to manage the investment and reinvestment of the assets of the relevant Fund on a discretionary basis in a manner consistent with the Fund's investment objective, strategies, restrictions and guidelines, as described in this Prospectus. The Investment Management Agreements may be terminated by either party up to upon three months' notice in writing.
 - b) **A Depositary Bank and Paying Agent Agreement** between the Company and the Depositary pursuant to which the latter was appointed as depositary of the assets of the Company. The Agreement may be terminated by either party on three months' notice in writing.
 - c) **A Management Company Services Agreement** between the Company and the Management Company pursuant to which the latter was appointed as Management

Company of the Company. The Agreement may be terminated by either party on three months' notice in writing.

- d) **An Administrative Services Agreement** between the Management Company and the Administrator pursuant to which the latter was appointed as administrative and registrar and transfer agent of the Company. The Agreement may be terminated by either party on three months' notice in writing.
- e) **A Domiciliary Agent Agreement** between the Company and the Administrator.

Any of the above Agreements may be amended by mutual consent of the parties, consent on behalf of the Company being given by the Directors, subject to regulatory approval, if required.

Documents of the Company

Copies of the Articles, Prospectus and financial reports may be obtained free of charge and upon request, from the registered office of the Company. The material contracts referred to above are available for inspection during normal business hours, at the registered office of the Company.

3.3 DIVIDEND POLICY

Unless otherwise stated in Appendix II, the Directors will not propose, in any given accounting year, to the Shareholders of any Fund or Class the payment of distribution out of all or part of that Fund's or Class's net income, capital gains or capital.

Distribution payments are restricted by law in that they may not reduce the net assets of the Company below the required minimum capital imposed by Luxembourg law.

In the event that a distribution is declared and remains unclaimed after a period of five years from the date of declaration, such distribution will be forfeited and will revert to the Fund or Class in relation to which it was declared.

3.4 TAXATION

The following information is based on the laws, regulations, decisions and practice currently in force in Luxembourg and is subject to changes therein, possibly with retrospective effect. This summary does not purport to be a comprehensive description of all Luxembourg tax laws and Luxembourg tax considerations that may be relevant to a decision to invest in, own, hold, or dispose of Shares and is not intended as tax advice to any particular shareholder or potential Shareholder. Prospective Shareholders should consult their own professional advisers as to the implications of buying, holding or disposing of Shares and to the provisions of the laws of the jurisdiction in which they are subject to tax. This summary does not describe any tax consequences arising under the laws of any state, locality or other taxing jurisdiction other than Luxembourg.

Taxation of the Company

The Company is not subject to taxation in Luxembourg on its income, profits or gains.

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

A EUR 75.- registration tax is to be paid upon incorporation and each time the articles of the Company are amended. No stamp duty, capital duty or other tax will be payable in Luxembourg upon the issue of the Shares of the Company.

The Company is however subject to a subscription tax (*taxe d'abonnement*) levied at the rate of 0.05% per annum based on its net asset value at the end of the relevant quarter, calculated and paid quarterly.

A reduced subscription tax rate of 0.01% per annum is applicable to Luxembourg UCITS whose exclusive object is the collective investment in money market instruments, the placing of deposits with credit institutions, or both. A reduced subscription tax rate of 0.01% per annum is also applicable to UCITS individual compartments of UCITS with multiple compartments, as well as for individual classes of securities issued within a UCITS or within a compartment of a UCITS with multiple compartments, provided that the securities of such compartments or classes are reserved to one or more institutional investors.

Subscription tax exemption applies to (i) investments in a Luxembourg UCI subject itself to the subscription tax, (ii) UCIs, compartments thereof or dedicated classes reserved to retirement pension schemes, (iii) money market UCIs, (iv) UCITS and UCIs subject to the part II of the 2010 Law qualifying as exchange traded funds, and (v) UCIs and individual compartments thereof with multiple compartments whose main objective is the investment in microfinance institutions.

Withholding tax

Interest and dividend income received by the Company may be subject to non-recoverable withholding tax in the source countries. The Company may further be subject to tax on the realised or unrealised capital appreciation of its assets in the countries of origin. The Company may benefit from double tax treaties entered into by Luxembourg, which may provide for exemption from withholding tax or reduction of withholding tax rate.

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

Taxation of the Shareholders

Luxembourg resident individuals

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

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

Distributions made by the Company will be subject to income tax. Luxembourg personal income tax is levied following a progressive income tax scale, and increased by the solidarity surcharge

(*contribution au fonds pour l'emploi*) giving an effective maximum marginal tax rate of 43.6%. An additional temporary income tax of 0.5% (*impôt d'équilibrage budgétaire temporaire*) will be due by Luxembourg individuals subject to Luxembourg State social security scheme in relation to their professional and capital income.

Luxembourg resident corporate

Luxembourg resident corporate Shareholders will be subject to corporate taxation at the rate of 29.22% (in 2016 for entities having the registered office in Luxembourg-City) on capital gains realised upon disposal of Shares and on the distributions received from the Company.

Luxembourg corporate resident Shareholders who benefit from a special tax regime, such as, for example, (i) an UCI subject to the 2010 Law, (ii) specialised investment funds subject to the amended law of 13 February 2007 on specialised investment funds, or (ii) family wealth management companies subject to the amended law of 11 May 2007 related to family wealth management companies, are exempt from income tax in Luxembourg, but instead subject to an annual subscription tax (*taxe d'abonnement*) and thus income derived from the Shares, as well as gains realised thereon, are not subject to Luxembourg income taxes.

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

Non-Luxembourg residents

Non-resident individuals or collective entities who do not have a permanent establishment in Luxembourg to which the Shares are attributable, are not subject to Luxembourg taxation on capital gains realised upon disposal of the Shares nor on the distribution received from the Company and the Shares will not be subject to net wealth tax. An additional temporary income tax of 0.5% (*impôt d'équilibrage budgétaire temporaire*) will be due by individuals subject to the Luxembourg State social security scheme in relation to their professional and capital income.

Automatic Exchange of Information

The OECD has developed a common reporting standard ("CRS") to achieve a comprehensive and multilateral automatic exchange of information (AEOI) on a global basis. On 9 December 2014, Council Directive 2014/107/EU amending Directive 2011/16/EU as regards mandatory automatic exchange of information in the field of taxation (the "Euro-CRS Directive") was adopted in order to implement the CRS among the Member States. For Austria, the Euro-CRS Directive applies the first time by 30 September 2018 for the calendar year 2017, i.e. the Council Directive 2003/48/EC on the taxation of savings income in the form of interest payments of 3 June 2003, as amended (the "Savings Directive"), will apply one year longer.

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

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

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

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

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

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

UK Tax Considerations

The statements on taxation below are intended to be a general summary of the UK tax treatment that may be applicable to the Company and its investors. The statements relate only to investors who are resident for UK tax purposes in the UK (and where such persons are individuals, only to those domiciled in the UK), who are beneficial owners of their Shares and who hold their Shares as an investment rather than as securities to be realised in the course of a trade. It is intended as a general summary only, based on current law and practice in force as of the date of this prospectus. Such law and practice may be subject to change, and the below summary is not exhaustive.

This summary should not be taken to constitute legal or tax advice, and any prospective investors should consult their own professional advisers on the implications of making an investment in, and holding or disposing of, Shares and of the receipt of distributions (whether or not on redemption) with respect to such Shares under the law of the countries in which they are liable to taxation.

The Directors intend that the affairs of the Company will be managed and conducted so that it should not be regarded as resident in the UK for UK taxation purposes. Accordingly, and provided that the Company does not carry on a trade in the UK through a permanent establishment in the UK, the Company will not be subject to UK corporation tax on income and capital gains.

Withholding tax

Certain interest and other amounts received by the Company which have a UK source may be subject to withholding or other taxes in the UK.

Stamp Duty

Since the Company is not incorporated in the UK and the register of Shareholders will be kept outside the UK, no liability to UK stamp duty reserve tax should arise by reason of the transfer, subscription for, or redemption of Shares. Liability to UK stamp duty will not arise provided that any instrument in writing, transferring Shares in the Company is executed and retained at all times outside the UK. However, the Company may be liable to transfer taxes in the UK on acquisitions and disposals of investments. In the UK, stamp duty or Stamp Duty Reserve Tax at a rate of 0.5% will be payable by the Company on the acquisition of shares in companies that are either incorporated in the UK or that maintain a share register there.

UK Offshore fund rules and taxation of UK investors

For the purposes of the UK "offshore funds" tax legislation, shareholdings in the various Funds of the Company will constitute interests in "offshore funds", with each Class treated as a separate "offshore fund".

Under the UK "reporting funds" regime, an investor who is resident in the UK for UK taxation purposes and who holds an interest in an offshore fund will be taxed on any accrued gain at the time of sale, redemption or other disposal as an offshore income gain, unless the offshore fund in question is regarded as a reporting fund throughout the period during which the investor holds an interest. If reporting fund status is obtained, UK resident investors shall be subject to income tax (for UK individual investors) or corporation tax (for UK corporate investors) on the higher of any cash distribution paid and the full reported income attributable to the investor.

Any gain accruing to the investor upon the sale, redemption or other disposal of their interest in a reporting fund will be subsequently taxed as a capital gain and not income, with relief in computing that gain for any accumulated or reinvested profits which have already been subject to UK income tax or corporation tax on income (even where such profits are exempt from UK corporation tax), as a deemed distribution of reported income (as mentioned above).

It should be noted that a "disposal" for UK taxation purposes includes a switching between Funds and may include a switching between Share Classes of Funds.

The Company intends to obtain such status for the year 2010 and the subsequent periods. While the Board of Directors intends to conduct the business of the Company in such a manner as to enable the Company to qualify as a reporting fund in respect of such Classes and meet the up-front and annual duties on an ongoing basis, it cannot be guaranteed that, if obtained, reporting fund status will continue to be available for any future fiscal year of the Company.

Such annual duties will include calculating and reporting 100% of the income returns of the offshore fund constituted by the relevant Class for each reporting period (as defined for UK tax purposes) on a per-Share basis to all relevant investors. As noted above, UK investors which hold their interests at the end of the reporting period to which the reported income relates will be subject to income tax or corporation tax on the higher of any cash distribution paid and the full reported amount. The reported income will be deemed to arise to UK resident Shareholders on the date the report is issued by the Directors provided that the Company reports within 6 months of the year end. Provided that the annual reporting requirements are satisfied, the reporting fund status will remain in place indefinitely.

Subject to their personal circumstances, individual investors (and other non-corporate investors) resident in the UK for taxation purposes may be liable to UK income tax in respect of dividends, other distributions and reported income of the Company, whether or not such distributions are reinvested. Individual investors may be entitled to a non-refundable tax credit equivalent to 10% of the higher of the dividend or reported amount plus the tax credit, which may be offset against their liability to tax.

Dividend distributions from the Company made to companies resident in the UK are likely to fall within one of a number of exemptions from UK corporation tax. In addition, distributions to non-UK companies carrying on a trade in the UK through a permanent establishment in the UK should also fall within the exemption from UK corporation tax on dividends to the extent that the shares held by that company are used by, or held for, that permanent establishment. Reported income will be treated in the same way as a dividend distribution for these purposes.

Bond Fund

Special rules apply where any Share Class or Fund does not meet, at any time in an accounting period in which the investor holds its interest, the "qualifying investments test" (hereinafter referred to as a "Bond Fund"). An offshore fund does not meet the qualifying investments test at any time when its investments consist as to more than 60% by market value of, inter alia, government and corporate debt securities, money placed at interest or holdings in unit trust schemes, open-ended investment companies and offshore funds which themselves do not meet the qualifying investments test.

Any distribution (or reported income) from a Bond Fund will be treated as interest in the hands of a UK resident investor who is an individual (or other non-corporate person). This means that no tax credit will be available and the relevant tax rates will be those applying to interest. For investors who are within the charge to UK corporation tax holding an investment in a Bond Fund, such an investor is required to treat its interest for that accounting period as if it were rights under a creditor relationship for the purposes of the "loan relationships" regime contained in Chapter 3 of Part 6 of the Corporation Tax Act 2009 ("CTA 2009").

UK Controlled Foreign Company rules

Corporate investors resident in the UK should note the provisions of Part 9 A of the Taxation (International and Other Provisions) Act 2010. These provisions may subject UK resident companies to corporation tax on profits of non-resident companies, controlled by persons resident in the UK, in which they have an interest. These provisions affect UK resident companies who (alone or together with "connected" or "associated" persons) have an interest of at least 25% in the profits of a non-UK resident company, where that non-UK resident company is controlled by residents of the UK and is resident in a low tax jurisdiction. This legislation is not directed towards the taxation of capital gains.

Transfer of Assets Abroad

Individuals resident in the UK for taxation purposes should note that Chapter 2 of Part 13 of the Income Tax Act 2007 contains anti-avoidance provisions dealing with the transfer of assets to overseas persons that may in certain circumstances render such individuals liable to taxation in respect of undistributed income profits of the Company on an annual basis. The legislation is not directed towards the taxation of capital gains.

Close Company rules

The attention of investors resident for tax purposes in the UK (and who, if individuals, are also domiciled in the UK for those purposes) is drawn to the provisions of Section 13 of Taxation of Chargeable Gains Act 1992. Under these provisions, where a chargeable gain accrues to a company that is not resident in the UK, but which would be a close company if it were resident in the UK, a person may be treated as though a proportional part of that chargeable gain, calculated by reference to their interest in the company, has accrued to them. No liability under Section 13 can be incurred by such a person, however, where the proportion of the gain that could be attributed to that person (and any persons "connected" with that person for tax purposes) does not exceed one-quarter of the gain.

UK Inheritance tax

Any individual investor domiciled or deemed to be domiciled in the UK for UK tax purposes may be liable to UK inheritance tax on their Shares in the event of death or on making certain categories of lifetime transfer.

US Foreign Account Tax Compliance Act ("FATCA")

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 Company 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 Company may be required to collect information aiming to identify its direct and indirect shareholders that are Specified US Persons for FATCA purposes ("FATCA reportable accounts"). Any such information on FATCA reportable accounts provided to the Company will be shared with the Luxembourg tax authorities which will exchange that information on an automatic basis with the Government of the United States of America pursuant to Article 28 of the convention between the Government of the United States of America and the Government of the Grand-Duchy of Luxembourg for the Avoidance of Double Taxation and the Prevention of Fiscal Evasion with respect to Taxes in Income and Capital, entered into in Luxembourg on 3 April 1996. The Company 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 Company. The Company will continually assess the extent of the requirements that FATCA and notably the FATCA Law place upon it.

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

- a) 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;
- b) report information concerning a shareholder and his account holding in the Company to the Luxembourg tax authorities if such account is deemed a FATCA reportable account under the FATCA Law and the Luxembourg IGA;
- c) report information to the Luxembourg tax authorities (*Administration des Contributions Directes*) concerning payments to shareholders with FATCA status of a non-participating foreign financial institution;
- d) deduct applicable US withholding taxes from certain payments made to a shareholder by or on behalf of the Company in accordance with FATCA, the FATCA Law and the Luxembourg IGA; and
- e) 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 Company shall communicate any information to the Shareholder according to which (i) the Company is responsible for the treatment of the personal data provided for in the FATCA Law; (ii) the personal data will only be used for the purposes of the FATCA Law; (iii) the personal data may be communicated to the Luxembourg tax authorities (*Administration des Contributions Directes*); (iv) responding to FATCA-related questions is mandatory and accordingly the potential consequences in case of no response; and (v) the Shareholder has a right of access to and rectification of the data communicated to the Luxembourg tax authorities (*Administration des Contributions Directes*).

The Company reserves the right to refuse any application for Shares if the information provided by a potential shareholder does not satisfy the requirements under FATCA, the FATCA Law and the IGA.

General

The foregoing is based on the Directors' understanding of the law and practice in force at the date of this document and applies to Investors acquiring Shares in the Company as an investment. Investors should, however, consult their financial or other professional advisers on the possible tax or other consequences of buying, holding, transferring, converting, redeeming or otherwise dealing in the Company's Shares under the laws of their countries of citizenship, residence and domicile.

3.5 MEETINGS AND REPORTS

Meetings

The annual general meeting of Shareholders of the Company is held in Luxembourg on the third Wednesday of October at 11.00 a.m. (Luxembourg time) in each year or, if such day is not a business day in Luxembourg, on the next business day. If permitted by and under the conditions set forth in Luxembourg laws and regulations, the annual general meeting of Shareholders may be held at a date, time or place other than those set forth in the preceding paragraph, that date, time or place to be decided by the Directors. Shareholders will be convened in accordance with Luxembourg law. Notices will be published in the Mémorial and in a Luxembourg newspaper (if legally required) and in such other newspapers as the Directors may decide. Such notices will include the agenda and specify the place of the meeting. The legal requirements as to notice, quorum and voting at all general and Fund or Class meetings are included in the Articles.

The notice of any general meeting of Shareholders may also provide that the quorum and the majority of such general meeting shall be determined by reference to the Shares issued and outstanding at midnight on the fifth day preceding the day on which such meeting of Shareholders will be held (the "**Record Date**"), whereas the right of a Shareholder to attend a general meeting of Shareholders and to exercise the voting rights attaching to his/its/her Shares shall be determined by reference to the Shares held by this Shareholder as at the Record Date.

Meetings of Shareholders of any given Fund or Class shall decide upon matters relating to that Fund or Class only.

Reports

The financial year of the Company ends on 30 June each year. The unaudited semi-annual report and the full version of the audited annual report will also be prepared and made available.

Copies of the annual and semi-annual reports and financial statements are available free of charge from the registered office of the Company. Such reports form an integral part of this Prospectus.

3.6 DETAILS OF SHARES

Shareholder rights

The Shares issued by the Company are freely transferable and entitled to participate equally in the profits, and, if any, dividends of the Classes to which they relate, and in the net assets of such Class upon liquidation. The Shares carry no preferential and pre-emptive rights.

Voting

At general meetings, each Shareholder has the right to one vote for each whole Share held.

A Shareholder of any particular Fund or Class will be entitled at any separate meeting of the Shareholders of that Fund or Class to one vote for each whole Share of that Fund or Class held.

In the case of a joint holding, only the first named Shareholder may vote.

Transfers

The transfer of registered Shares may be effected by delivery to the Administrator of a duly signed stock transfer form. Any new investors in receipt of stock transfers need to comply with section 2.1 under Subscription of Shares.

Rights on a winding-up and mergers

The Company has been established for an unlimited period. However, the Company may be liquidated at any time by a resolution adopted by an extraordinary meeting of Shareholders, at which meeting one or several liquidators will be named and their powers defined. Liquidation will be carried out in accordance with the provisions of Luxembourg law. The net proceeds of liquidation corresponding to each Fund shall be distributed by the liquidators to the Shareholders of the relevant Fund in proportion to the value of their holding of Shares.

If and when the net assets of a Fund or a Class are less than USD 10,000,000 or its equivalent, or if any economic or political situation would constitute a compelling reason therefore, or if required in the interest of the Shareholders of the relevant Fund, the Directors may decide to liquidate all the Shares of that Fund or Class. In any such event Shareholders will be notified by liquidation notice published in such newspapers determined by the Directors in accordance with Luxembourg law prior to the effective date of liquidation, and will be paid the Net Asset Value of the Shares of the relevant Class held as at the effective date. Unless the Directors otherwise decide in the interests of, or to keep equal treatment between, the Shareholders, the Shareholders of the Fund or Class concerned may continue to request redemption or conversion of their Shares.

In accordance with the provisions on mergers of the 2010 Law and applicable regulations, the Directors may decide to merge one or more Funds with another Fund, or with another undertaking for collective investment (or a sub-fund thereof) qualifying as a UCITS.

If the Directors determine that the decision of merging a Fund should be put for Shareholders' approval, the decision to merge a Fund may be taken at a meeting of Shareholders of the Fund to be merged instead of being taken by the Directors. At such Fund meeting, no quorum shall be required and the decision to merge must be approved by a simple majority of the votes cast. In case of a merger of a Fund where, as a result, the Company ceases to exist, the merger shall be decided by a meeting of Shareholders for which no quorum is required and that may decide with a simple majority of the votes cast.

Under the same circumstances as described in the second paragraph above, the Directors may also decide (i) upon the reorganisation of any Fund by means of a division into two or more separate

Funds or (ii) to reorganise the Shares of a Fund into two or more Classes or combine two or more Classes into a single Class providing in each case it is in the interests of Shareholders of the relevant Funds. Publication or notification of these decisions will be made at least one month before the date on which the reorganisation becomes effective in order to enable Shareholders to request redemption or switch of their Shares before the reorganisation becomes effective. The publication or notification of reorganisation of any Fund by means of a division into two or more separate Funds will, in addition, contain information in relation to the two or more separate Funds resulting from the reorganisation. The Directors may also decide to submit the question of the consolidation or split of Classes to a meeting of holders or such Classes. No quorum is required for this meeting and decisions are taken by the simple majority of the votes cast.

Any liquidation proceeds that could not be paid to Shareholders will be deposited in escrow at the "Caisse de Consignation". Amounts not claimed from escrow within the period fixed by law may be liable to be forfeited in accordance with the provisions of Luxembourg law.

APPENDIX I – RISKS OF INVESTMENT

The nature of the Company's investments involves certain risks and the Company may utilise investment techniques which may carry additional risks. An investment in Shares therefore carries substantial risk and is suitable only for persons who can assume the risk of losing their entire investment. Prospective investors should consider, among others, the following factors before subscribing for Shares:

Suspension of Share dealings

Investors are reminded that in certain circumstances their right to redeem or convert Shares may be suspended (see Section 2.5, "SUSPENSION OF THE CALCULATION OF NET ASSET VALUE, ISSUE / REDEMPTION AND CONVERSION PRICES").

Business Risk

There can be no assurance that the Company or any Fund will achieve its investment objective. There is no operating history by which to evaluate their likely future performance. The investment results of the Company or any Fund are reliant upon the success of the Investment Managers and the performance of the markets the Funds invest in.

Concentration of Investments

Although it will be the policy of the Company to diversify its investment portfolio, the Company may at certain times hold relatively few investments. The Company could be subject to significant losses if it holds a large position in a particular investment that declines in value or is otherwise adversely affected, including default of the issuer.

Fee Structure

The Company incurs the costs of its management and the fees paid to the Investment Managers and the Depositary and other service providers as well as a prorata portion of the fees paid by the UCITS and/or UCIs in which the Company invests to their Sub-Managers or other service providers. As a result the operating expenses of the Company may constitute a higher percentage of the net asset value than could be found in other investment schemes. Further, some of the strategies employed at the level of the UCITS and/or UCIs require frequent changes in trading positions and a consequent portfolio turnover. This may involve brokerage commission expenses to exceed significantly those of other investment schemes of comparable size.

Potential investors should be aware that the fees payable to the Investment Managers are in addition to the fees paid by the UCITS and/or UCIs to the Sub-Managers and that there may be a duplication of fees. There may also be a duplication of subscription and/or redemption fees. It should be noted that any investment in UCITS and/or UCIs the investment policy of which is the investment in other funds might cause a triplication of certain fees.

When the Company invests in shares or units of other UCITS and/or UCIs, which are managed by the Investment Managers or affiliates thereof, there may be a duplication of the annual management and advisory fees but there will be no duplication of subscription and redemption fees.

Debt Securities

The Company may invest in fixed income securities which may be unrated by a recognised credit-rating agency or below investment grade and which are subject to greater risk of loss of principal and interest than higher-rated debt securities. The Company may invest in debt securities which rank junior to other outstanding securities and obligations of the issuer, all or a significant portion of which may be secured on substantially all of that issuer's assets. The Company may invest in debt securities which are not protected by financial covenants or limitations on additional indebtedness. The Company will therefore be subject to credit, liquidity and interest rate risks. In addition, evaluating credit risk for debt securities involves uncertainty because credit rating agencies throughout the world have different standards, making comparison across countries difficult. Also, the market for credit spreads is often inefficient and illiquid, making it difficult to accurately calculate discounting spreads for valuing financial instruments. Unless otherwise specifically stated in the relevant Appendix for a Fund, Asset Backed Securities ("ABS") and/or Mortgage Backed Securities ("MBS") will not represent more than 20% of the Net Asset Value of a Fund.

Warrants

When the Company invests in warrants, the values of these warrants are likely to fluctuate more than the prices of the underlying securities because of the greater volatility of warrant prices.

Liquidity and Market Characteristics

In some circumstances, investments may be relatively illiquid making it difficult to acquire or dispose of them at the prices quoted on the various exchanges. Accordingly, the Company's ability to respond to market movements may be impaired and the Company may experience adverse price movements upon liquidation of its investments. Settlement of transactions may be subject to delay and administrative uncertainties.

Counterparty Risk

The Company will be subject to the risk of the inability of any counterparty (including the Clearing Broker) to perform with respect to transactions, whether due to insolvency, bankruptcy or other causes.

Net Asset Value Considerations

The Net Asset Value per Share is expected to fluctuate over time with the performance of the Company's investments. A Shareholder may not fully recover his initial investment when he chooses to redeem his Shares or upon compulsory redemption if the Net Asset Value per Share at the time of such redemption is less than the subscription price paid by such Shareholder. It should be remembered that the value of the Shares and the income (if any) derived from them can go down as well as up.

Currency Exposure

The Shares may be denominated in different currencies and Shares will be issued and redeemed in those currencies. Certain of the assets of the Company may, however, be invested in securities and other investments which are denominated in other currencies. Accordingly, the value of such

assets may be affected favourably or unfavourably by fluctuations in currency rates. The Company will be subject to foreign exchange risks. The Company may engage in currency hedging but there can be no guarantee that such a strategy will prevent losses. In addition, prospective investors whose assets and liabilities are predominantly in other currencies should take into account the potential risk of loss arising from fluctuations in value between the USD and such other currencies.

Profit Sharing

In addition to receiving management and advisory fees, the Investment Managers may also receive a performance fee based on the appreciation in the Net Asset Value per Share and accordingly the performance fee will increase with regard to unrealised appreciation, as well as realised gains. Accordingly, a performance fee may be paid on unrealised gains which may subsequently never be realised.

Potential Conflicts of Interest

The Investment Manager may effect transactions in which the Investment Manager has, directly or indirectly, an interest which may involve a potential conflict with the Investment Manager duty to the Company. The Investment Manager shall not be liable to account to the Company for any profit, commission or remuneration made or received from or by reason of such transactions or any connected transactions nor will the Investment Managers' fees, unless otherwise provided, be abated.

Commodity Associated Risks

The investment in Funds having an exposure to the international commodity and precious metal markets by investing in commodity-index linked derivatives and precious metal-index linked derivatives or by an investment in other transferable securities which performance, yield and/or capital repayment amount is linked to the performance of a commodity or precious metal index. Investments with exposure to commodities and precious metals can involve risks caused by changes in the overall market movements, changes in interest rates, or factors affecting a particular industry, such as drought, floods, weather, livestock disease, embargoes, tariffs and international economic, political and regulatory developments.

Duplication of fees

Potential investors should be aware that UCITS and UCIs in which the Fund has invested will be subject to management fees and other expenses. As a result, Shareholders may suffer management fees and expenses incurred both at the level of the Company and the Underlying Funds in which the Company invests. There may also be a duplication of subscription and/or redemption fees and/or performance fees.

Regulatory Risk

The Company is domiciled in Luxembourg and Investors should note that all the regulatory protections provided by their local regulatory authorities may not apply. Additionally, Funds may be registered in non-EU jurisdictions. As a result of such registrations these Funds may be subject to more restrictive regulatory regimes. In such cases these Funds will abide by these more restrictive requirements. This may prevent these Funds from making the fullest possible use of the investment limits.

Credit Risk

The ability, or perceived ability, of an issuer of a debt security to make timely payments of interest and principal on the security will affect the value of the security. It is possible that the ability of the issuer to meet its obligation will decline substantially during the period when a Fund owns securities of that issuer, or that the issuer will default on its obligations. An actual or perceived deterioration in the ability of an issuer to meet its obligations will likely have an adverse effect on the value of the issuer's securities.

If a security has been rated by more than one nationally recognised statistical rating organisation the Fund's Investment Manager may consider the highest rating for the purposes of determining whether the security is investment grade. A Fund will not necessarily dispose of a security held by it if its rating falls below investment grade, although the Fund's Investment Manager will consider whether the security continues to be an appropriate investment for the Fund. Some of the Funds will invest in securities which will not be rated by a nationally recognised statistical rating organisation, but the credit quality will be determined by the Investment Manager.

Credit risk is generally greater for investments issued at less than their face values and required to make interest payments only at maturity rather than at intervals during the life of the investment. Credit rating agencies base their ratings largely on the issuer's historical financial condition and the rating agencies' investment analysis at the time of rating. The rating assigned to any particular investment does not necessarily reflect the issuer's current financial condition, and does not reflect an assessment of an investment's volatility and liquidity. Although investment grade investments generally have lower credit risk than investments rated below investment grade, they may share some of the risks of lower-rated investments, including the possibility that the issuers may be unable to make timely payments of interest and principal and thus default.

Futures, Options and Forward Transactions Risk

The Funds may use options, futures and forward contracts on currencies securities, indices, volatility, inflation and interest rates for hedging and investment purposes.

Transactions in futures may carry a high degree of risk. The amount of the initial margin is small relative to the value of the futures contract so that transactions are "leveraged" or "geared". A relatively small market movement will have a proportionately larger impact which may work for or against the Fund. The placing of certain orders which are intended to limit losses to certain amounts may not be effective because market conditions may make it impossible to execute such orders.

Transactions in options may also carry a high degree of risk. Selling ("writing" or "granting") an option generally entails considerably greater risk than purchasing options. Although the premium

received by the Fund is fixed, the Fund may sustain a loss well in excess of that amount. The Fund will also be exposed to the risk of the purchaser exercising the option and the Fund will be obliged either to settle the option in cash or to acquire or deliver the underlying investment. If the option is "covered" by the Fund holding a corresponding position in the underlying investment or a future on another option, the risk may be reduced.

Forward transactions, in particular those traded over-the-counter, have an increased counterparty risk. If a counterparty defaults, the Fund may not get the expected payment or delivery of assets. This may result in the loss of the unrealised profit.

Market and Settlement Risks

- The securities markets in some countries lack the liquidity, efficiency and regulatory controls of more developed markets.
- Lack of liquidity may adversely affect the ease of disposal of assets. The absence of reliable pricing information in a particular security held by a Fund may make it difficult to assess reliably the market value of assets.
- The share register may not be properly maintained and the ownership or interest may not be (or remain) fully protected.
- Registration of securities may be subject to delay and during the period of delay it may be difficult to prove beneficial ownership of the securities.
- The provision for custody of assets may be less developed than in other more mature markets and thus provides an additional level of risk for the Funds.
- Settlement procedures may be less developed and still be in physical as well as in dematerialised form.

Limitations may exist with respect to the Funds ability to repatriate investment income, capital or the proceeds from the sale of securities by foreign investors. The Fund can be adversely affected by delays in, or refusal to grant, any required governmental approval for such repatriation.

Specific risks linked to securities lending and repurchase transactions

In relation to repurchase transactions, investors must notably be aware that (A) in the event of the failure of the counterparty with which cash of a Fund has been placed there is the risk that collateral received may yield less than the cash placed out, whether because of inaccurate pricing of the collateral, adverse market movements, a deterioration in the credit rating of issuers of the collateral, or the illiquidity of the market in which the collateral is traded; that (B) (i) locking cash in transactions of excessive size or duration, (ii) delays in recovering cash placed out, or (iii) difficulty in realising collateral may restrict the ability of the Fund to meet redemption requests, security purchases or, more generally, reinvestment; and that (C) repurchase transactions will, as the case may be, further expose a Fund to risks similar to those associated with optional or forward derivative financial instruments, which risks are further described in other sections of this prospectus.

In relation to securities lending transactions, investors must notably be aware that (A) if the borrower of securities lent by a Fund fail to return these there is a risk that the collateral received may realise less than the value of the securities lent out, whether due to inaccurate pricing, adverse market movements, a deterioration in the credit rating of issuers of the collateral, or the illiquidity of the market in which the collateral is traded; that (B) in case of reinvestment of cash collateral such reinvestment may (i) create leverage with corresponding risks and risk of losses and volatility, (ii)

introduce market exposures inconsistent with the objectives of the Fund, or (iii) yield a sum less than the amount of collateral to be returned; and that (C) delays in the return of securities on loans may restrict the ability of a Fund to meet delivery obligations under security sales.

APPENDIX II

VAM MANAGED FUNDS (LUX) – DRIEHAUS FUND

Investment Objective and Policy:

The objective of the Fund is to provide long term capital appreciation over the full investment cycle through the aggressive growth investment style of the Investment Manager. The Fund will invest, in accordance with and subject to the investment restrictions set out in section 1.3 Investment Restrictions of the Prospectus, substantially all of its assets in various compartments of VAM Funds (Lux), a Luxembourg undertaking for collective investment qualifying as a UCITS, that are also managed by the Investment Manager. Not more than 20% of the Fund's net assets will be allocated to a single compartment of VAM Funds (Lux). The current prospectus and the annual and semi-annual reports of VAM Funds (Lux) are available upon request.

The Fund may hold ancillary liquid assets. Under normal market conditions, investment in liquid assets and debt instruments of any kind will not exceed 15% of the Fund's net assets. These may be composed of interest bearing assets such as debt securities, treasury bills, other money market instruments and deposits with credit institutions.

There can be no assurance that the Fund will achieve its objective.

Investment Manager

Driehaus Capital Management LLC ("Driehaus") has been appointed as Investment Manager to determine the allocation of the assets of the Fund among the various compartments of VAM Funds (Lux), a Luxembourg UCITS, for which Driehaus acts as investment manager.

Driehaus is a limited liability company formed in the state of Delaware, United States. Driehaus' principal place of business is at 25 East Erie Street, Chicago, Illinois 60611, U.S.A. The principal activity of Driehaus is the provision of investment management and advisory services. It is regulated in the United States by the Securities and Exchange Commission.

For the avoidance of doubt, Driehaus is not acting as promoter or co-promoter of the Fund, the Company or VAM Funds (Lux) and should not be considered to be acting in such capacity by investors in the Fund.

Fund Currency

The reference currency of the Fund is USD.

Profile of the typical investor

The Fund is suitable for investors seeking long-term growth through capital appreciation and who want to participate in the long-term growth of the global economy. It is also suitable for investors wishing to diversify their investment portfolios, who are comfortable with and understand the risks of investing in the stock market, who have an investment horizon of at least five to seven years, and who seek investment opportunities in the global equity markets with exposure to Driehaus active aggressive growth investment style.

Valuation Day

The Net Asset Value per Share of each Class shall be determined as of each Business Day (a "Valuation Day").

Business Day

A day on which banks in Luxembourg and the NYSE are normally open for business. 24 December is not a Business Day.

Subscriptions

The Directors may in their discretion accept Subsequent Subscriptions as of each Valuation Day.

Prior Notice for Subscriptions

For any subscription received by the Administrator prior to 4 p.m. Central European Time ("CET") on the Business Day prior to a Valuation Day, the Net Asset Value calculated on that Valuation Day will be applicable. At the time of placement of the order by the investor, the Net Asset Value per Share will thus be unknown ("forward pricing"). At the level of the sales agencies or intermediaries, whether in Luxembourg or abroad, earlier cut-off times for receipt of orders may be applied to ensure timely forwarding of the orders to the Administrator. These earlier cut-off times can be obtained from the respective sales agencies or intermediaries.

For any subscription received by the Administrator after 4 p.m. on the Business Day prior to a Valuation Day, the Net Asset Value applicable will be the Net Asset Value as calculated on the following Valuation Day.

Subscription Charge

A subscription charge of up to 5% of the subscription proceeds (representing up to 5.26% of the Net Asset Value of the Share being subscribed) may be charged for the benefit of distributors and other financial intermediaries.

Payment of Subscription Price

The full Subscription Price, including any applicable subscription charge, must be received in immediately available funds by the Depositary or its agent no later than the Business Day prior to the applicable Valuation Day ("cash upfront"). Subscriptions for which the Subscription Price is not received on the Business Day prior to the applicable Valuation Day will automatically be dealt with on the Valuation Day following receipt of available funds.

The Board of Directors may, in its absolute discretion, decide to authorise certain investors to pay the Subscription Price within three Luxembourg bank business days following the relevant Valuation Day ("contractual settlement").

Redemptions

Each Shareholder may apply for the redemption of all or part of his Shares or of a fixed amount as of each Valuation Day at the Net Asset Value per Share determined as at such Valuation Day. If the value of a Shareholder's holding on the relevant Valuation Day is less than the specified minimum holding amount, the Shareholder will be deemed to have requested the redemption of all of his Shares.

Prior Notice for Redemptions

For any request for redemption received by the Administrator by 4 p.m. CET on the Business Day prior to a Valuation Day, the Net Asset Value calculated on that Valuation Day shall be applicable. At the time of placement of the order by the investor, the Net Asset Value per Share will thus be unknown ("forward pricing"). At the level of the sales agencies or intermediaries, whether in Luxembourg or abroad, earlier cut-off times for receipt of orders may be applied to ensure timely forwarding of the orders to the Administrator. These earlier cut-off times can be obtained from the respective sales agencies or intermediaries.

For any request for redemption received by the Administrator after 4 p.m. CET on the Business Day prior to a Valuation Day, the Net Asset Value applicable will be the Net Asset Value as calculated on the following Valuation Day.

Payment of Redemption Proceeds

Redemption proceeds, net of any applicable redemption charge and any cash transfer charges, will be paid as soon as reasonably practicable and normally within five Business Days after the relevant Valuation Day.

Redemption Charge

No redemption charge will be levied.

Performance Fee

NO PERFORMANCE FEE SHALL BE PAID TO THE MANAGEMENT COMPANY BY THE FUND.

INFORMATION FOR INVESTORS IN SWITZERLAND

1. Qualified investors

This document may only be used for distribution to qualified investors within the meaning of Art. 10 Para. 3, 3bis and 3ter CISA.

2. Representative

The Representative in Switzerland is **RBC Investor Services Bank S.A. Esch-sur-Alzette, ZURICH BRANCH**, Badenerstrasse 567, CH-8048 Zurich.

3. Paying agent

The paying agent in Switzerland is **RBC Investor Services Bank S.A. Esch-sur-Alzette, ZURICH BRANCH**, Badenerstrasse 567, CH-8048 Zurich.

4. Location where the relevant documents may be obtained

The prospectus, the Key Investor Information Documents (KIIDs), the articles of incorporation as well as the annual and semi-annual reports may be obtained free of charge from the Representative in Switzerland.

5. Payment of retrocessions and rebates

a. The Management Company and its agents do not pay any retrocessions to third parties as remuneration for distribution activities in respect of SICAV shares in or from Switzerland. Retrocessions are not deemed to be rebates even if they are ultimately passed on, in full or in part, to the investors.

b. In respect of distribution in or from Switzerland, the Management Company and its agents do not pay any rebates to reduce the fees or costs incurred by the investor and charged to the SICAV.

6. Place of performance and jurisdiction

In respect of the shares distributed in and from Switzerland, the place of performance and jurisdiction is the registered office of the Representative.