

**K 1531**  
**SI UCITS ETF**

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## **A. Management Regulations for SI UCITS ETF**

### **Preamble**

These Management Regulations entered into force on 13 April 2015 and have been deposited with the Commercial and Companies Register in Luxembourg. The Management Regulations were last amended with effect as of 30<sup>th</sup> April 2018.

These Management Regulations set out the general principles with regard to SI UCITS ETF (“fonds commun de placement à compartiments multiples”) which is issued by Structured Invest S.A. (the “Management Company”) in accordance with Part I of the Law of 17 December 2010 on undertakings for Collective Investment, as amended, (“Law of 17 December 2010”) and which is subject to this Law and is managed by Structured Invest S.A.

The specific features which relate to the individual sub-funds are described in the Special Regulations which relate to each sub-fund, which may contain provisions supplemental to or derogating from individual provisions of the Management Regulations.

The Management Regulations and the respective Special Regulations comprise related components of the contractual terms and conditions applying to the corresponding sub-fund in question.

As a supplement, the Management Company produces a sales prospectus and a document with key investor information (“Key Investor Information”) for each sub-fund.

### **Article 1 – The sub-funds**

Each sub-fund is established as a legally dependent investment fund consisting of transferable securities and other assets (“the sub-fund assets”) managed on the principle of risk diversification. The respective sub-fund assets less the liabilities attributable to that sub-fund (“Net Sub-fund Assets”) must amount to the equivalent of at least EUR 1.25 million within six months of the sub-fund being approved. Each sub-fund is managed by the Management Company. The assets contained in each sub-fund are held in custody by the Depositary.

The contractual rights and duties of the investors, the Management Company and the Depositary are set out in these Management Regulations and the Special Regulations of the corresponding sub-fund.

The purchase of units by the investor constitutes acceptance of the Management Regulations, the Special Regulations as well as all amendments thereto.

### **Article 2 – The Management Company**

The Management Company is a joint-stock company subject to the law of the Grand Duchy of Luxembourg with its registered office in Luxembourg.

All of the sub-fund assets shall – subject to the investment restrictions contained in Article 5 of the Management Regulations – be managed by the Management Company in its own name, but exclusively in the interests and for the common account of the investors.

The Management Company is responsible for determining and executing the investment policy of the sub-funds as well as for the activities listed in Annex II of the Law of 17 December 2010. Acting for the account of the sub-funds, it may take all management and administrative measures and exercise all rights directly and indirectly connected with the sub-fund assets. The management authority shall extend in particular, but not exclusively, to the purchase, sale, subscription, exchange and transfer of securities

and other assets permitted by law and to the exercise of all rights related directly or indirectly to the assets of the respective sub-fund. The Board of Directors of the Management Company may entrust one or several of its members and/or other persons with the day-to-day management of the Management Company.

It may make use of external service providers for carrying out its activities.

In addition, the Management Company may appoint a strategy manager to manage the assets or an investment advisor to provide investment advice for the fund. This is mentioned in the sales prospectus.

The Management Company may also under its own responsibility use the services of one or several investment advisors.

The Management Company is entitled to claim the remuneration specified in the corresponding Special Regulations, to be charged to the respective sub-fund assets.

### **Article 3 – The Depositary Bank**

The Depositary Bank for a sub-fund is stipulated in the respective Special Regulations.

The Depositary Bank is commissioned with holding in custody the assets of the respective sub-fund. The rights and duties of the Depositary Bank are governed by law, the Management Regulations, the Special Regulations and the Depositary agreement (each as amended) of the relevant sub-fund.

The Depositary Bank may entrust some or all of the sub-fund's assets it holds in custody to securities Fund Administrator, correspondent banks or other third parties. This is particularly true for assets officially listed on a foreign exchange or otherwise traded in a foreign market, and for securities that are admitted for custody in the framework of a foreign clearing system.

The liability of the Depositary Bank will not be affected by the transfer of securities of sub-fund assets to third parties in accordance with the principles presented.

In so far as permitted under the law, the Depositary Bank is entitled and under a duty to perform the following in its own name:

- a. To assert claims of the investors against the Management Company or a former Depositary;
- b. To appeal and take proceedings against enforcement measures of third parties if enforcement is implemented in respect of a claim for which the respective sub-fund assets are not liable.

The Depositary Bank is bound by instructions of the Management Company, provided that such instructions do not contradict the respective valid versions of the law, the Management Regulations, the Special Regulations or the sales prospectus of the respective sub-fund.

The Management Company and the Depositary Bank are entitled to terminate the Depositary's appointment at any time in accordance with the respective Depositary Agreement. In the event of termination of the Depositary's appointment, the Management Company is under a duty to appoint another bank as Depositary Bank within two months with the approval of the competent supervisory authority, failing which termination of the Depositary's appointment will necessarily entail winding up of the corresponding sub-fund; until such time the previous Depositary Bank complies in full with its duties as Depositary Bank in order to safeguard the interests of investors.

### **Article 4 – Central Administration**

The Central Administration for the respective fund is located in Luxembourg.

### **Article 5 – General investment principles and investment restrictions**

The investment objectives and the specific investment policy of a sub-fund are established on the basis of the following general guidelines in the special regulations of the respective sub-fund and/or in the relevant sales prospectus.

The following definitions apply:

“Non-Member State”: A “non-Member State” within the meaning of these Management Regulations means any state of Europe which is not a member of the European Union, as well as any country of America, Africa, Asia or Australia and Oceania. “Money market instruments”: Instruments within the meaning of Article 3 of the Grand-Ducal Regulation of 8 February 2008 that are usually traded on the money market, which are liquid and the value of which can be precisely determined at any time.

“Law of 17 December 2010”: Law of 17 December 2010 on undertakings for Collective investment (including subsequent revisions and additions).

“Grand-Ducal Regulation of 8 February 2008”: Grand-Ducal Regulation of 8 February 2008 on certain definitions of the amended Law of 20 December 2002 on undertakings for collective investment in implementation of Commission Directive 2007/16/EC of 19 March 2007 implementing Council Directive 85/611/EEC on the coordination of laws, regulations and administrative provisions relating to undertakings for Collective investment in transferable securities (UCITS) as regards the clarification of certain definitions.

“UCI”: Undertaking for collective investment.

“UCITS”: Undertaking for collective investment in Transferable Securities, subject to Council Directive 2009/65/EC.

“Directive 2009/65/EC”: Directive 2009/65/EC of the European Parliament and of the Council of 13 July 2009 on the coordination of laws, regulations and administrative provisions relating to undertakings for Collective investment in transferable securities (UCITS) (including subsequent revisions and additions).

“Directive 2007/16/EC”: Directive 2007/16/EC of the European Parliament and of the Council of 19 March 2007 on the coordination of laws, regulations and administrative provisions relating to undertakings for collective investment in transferable securities (UCITS) as regards the clarification of certain definitions.

“Directive 2004/39/EC”: Directive 2004/39/EC of the European Parliament and the European Council of 21 April 2004 on markets for financial instruments amending Council Directives 85/611/EEC and 93/6/EEC and Directive 2000/12/EG of the European Parliament and the European Council and repealing Council Directive 93/22/EEC (as subsequently amended).

Transferable securities:

- equities and other securities equivalent to equities (“equities”),
- bonds and other forms of securitised debt (“debt securities”),
- All other securities as defined in Article 2 of the Grand-Ducal Directive of 8 February 2008, with the exception of the techniques and instruments listed under point 5 of this Article.

The investment policy of a sub-fund is subject to the following regulations and investment restrictions.

5.1 Investments of a sub-fund may consist of the following assets

Because of the specific investment policy of a sub-fund, it is possible that some of the investment options listed below will not apply to certain sub-funds. This will be pointed out if applicable in the special regulations of the relevant sub-fund.

- a. transferable securities and money market instruments that are listed or traded on a regulated market as defined in Article 4(1)(14) of Directive 2004/39/EC;
- b. transferable securities and money market instruments that are traded on another recognised, regulated market in a Member State of the European Union, which is open to the public and operates regularly;
- c. transferable securities and money market instruments admitted to official listing on a stock exchange in a non-Member State of the European Union or dealt in on another regulated market in a non-Member State of the European Union which is regulated, operates regularly and is recognized and

open to the public and is located primarily in Europe, Asia, Australia (including Oceania), America and/ or Africa.

- d. transferable securities and money market instruments from new issues, provided that the issue conditions include the obligation to apply for admission to official listing on a stock exchange or to trading on a regulated market as defined in the provisions stated under 5.1 (a) to (c) above and admission is obtained within one year of the issue at the latest;
- e. units of UCITS authorised under Council Directive 2009/65/EC and/or other UCI within the meaning of Article 1, section 2, letters a) and b) of Council Directive 2009/65/EC with registered offices in a Member State of the European Union or a third state, provided that
  - such other UCI are authorised under laws that subject them to a level of supervision considered by the supervisory authority responsible for the financial sector in Luxembourg (CSSF) to be equivalent to that laid down in Community law and that cooperation between authorities is sufficiently ensured.
  - the level of protection for investors in the other UCI is equivalent to the level of protection for investors in a UCITS and in particular the provisions for the separate custody of sub-fund assets, borrowing, lending and uncovered sales of transferable securities and money market instruments are equivalent to the requirements of Council Directive 2009/65/EC;
  - the business operations of the other UCIs are the subject of annual and half-yearly reports that permit an assessment to be formed of the assets and liabilities, income and transactions arising during the reporting period;
  - the UCITS or the other UCI in which units are to be acquired may, in accordance with its articles of association, invest a maximum of 10% of its assets in units of other UCITS or other UCI;
- f. deposits with credit institutions that are repayable on demand or that can be terminated, and maturing in no more than twelve months, provided that the credit institution has its registered office in a Member State of the European Union or, if the registered office of the credit institution is situated in a third state, provided that it is subject to supervisory rules considered by the CSSF to be equivalent to those laid down in Community law;
- g. financial derivative instruments, i.e. in particular options and futures as well as swap transactions (“derivatives”), including equivalent cash-settled instruments, traded on a regulated market referred to in subparagraphs a), b) and c); and/or financial derivative instruments traded over-the-counter (“OTC derivatives”), provided that:
  - the underlying assets take the form of the instruments defined in 5.1 (a) to (h) or of financial indices, interest rates, foreign exchange rates or currencies;
  - the counterparties to OTC derivative transactions are institutions subject to official supervision and belonging to the categories approved by the CSSF; and
  - the OTC derivatives are subject to reliable and verifiable valuation on a daily basis and can be sold, liquidated or closed by an offsetting transaction at any time at their fair value at the initiative of the respective sub-fund.
- h. Money market instruments other than those traded on a regulated market and that are not covered by the above definitions, provided that the issue or the issuer of these instruments is itself regulated for the purpose of protecting investors and savings, and provided that they are
  - issued or guaranteed by a central, regional or local body or central bank of a Member State, the European Central Bank, the European Union or the European Investment Bank, a third state or, in the case of a federal state, 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 regulated markets referred to in letters a), b) and c), or
  - issued or guaranteed by an establishment subject to official supervision in accordance with criteria defined by Community law, or by an establishment which is subject to and complies

with supervisory rules considered by the CSSF to be at least as stringent as those laid down by Community law; or

- issued by other bodies belonging to the categories approved by the CSSF, provided that investments in such instruments are subject to investor protection equivalent to that laid down in the first, the second or the third indent and provided that the issuer is a company whose capital amounts to at least ten million Euros (EUR 10,000,000) and which presents and publishes its annual accounts in accordance with the provisions of the fourth Council Directive 78/660/EEC, or is an entity which, within a group of companies which includes one or more listed companies, is responsible for the financing of the group, or is an entity dedicated to financing securitisation vehicles through a credit line granted by a bank.

#### 5.2 Each sub-fund may also

- a. invest up to 10% of its net assets in securities or money market instruments other than those referred to under 5.1.
- b. hold up to 49% of its net assets in cash and cash equivalents. In special exceptions, these may also account for more than 49% on a temporary basis if and insofar as this appears to lie in the investors' interests.
- c. borrow on a temporary basis up to the equivalent of 10% of its net assets. Covering transactions in connection with the writing of options or the acquisition or sale of forward contracts and futures are not considered borrowings for the purposes of this investment restriction.
- d. acquire foreign exchange as part of a back-to-back loan.

#### 5.3 Additionally, each sub-fund shall adhere to the following investment limits when investing its assets

- a. Each sub-fund may invest no more than 10% of its net assets in transferable securities and money market instruments of a single issuer. Each sub-fund may not invest more than 20% of its assets in deposits made with the same establishment. The default risk of the Counterparty in transactions with OTC derivatives may not exceed 10% of a sub-fund's net assets if the Counterparty is a credit institution as defined in 5.1 f). In other cases the limit is a maximum of 5% of the net assets of the relevant sub-fund.
- b. The total value of the transferable securities and the money market instruments held by the sub-fund in the issuing bodies in each of which it invests more than 5% of its assets must not then exceed 40% of the value of its net assets. This limit does not apply to deposits and OTC derivative transactions made with financial institutions that are subject to official supervision.  
Notwithstanding the individual limits laid down in paragraph 5.3 a), a sub-fund may invest a maximum of 20% of its net assets with a single establishment in a combination of:
  - transferable securities or money market instruments issued by this single establishment and/or
  - deposits made with this institution and/or
  - transactions with this institution relating to OTC derivatives.
- c. The upper limit stated in 5.3 a), sentence 1 increases to a maximum of 35% if the transferable securities or money market instruments are issued or guaranteed by a Member State of the European Union or by its local authorities, by a third state or by public international bodies to which one or more Member States belong.
- d. The upper limit stated in 5.3 a) sentence 1 increases to a maximum of 25% in the case of certain bonds when these are issued by a credit institution which has its registered office in a Member State of the European Union and is subject by law to special official supervision designed to protect bondholders. In particular, sums deriving from the issue of these bonds must be invested in accordance with the law in assets that, throughout the term of the bonds, are sufficient to cover claims arising from the bonds and that, in the event of the issuer defaulting, would be used on a priority basis for the reimbursement of the principal and payment of the accrued interest.

When a sub-fund invests more than 5% of its assets in the bonds referred to in the subparagraph above and issued by one issuer, the total value of these investments may not exceed 80% of the value of the assets of the UCITS.

- e. The transferable securities and money market instruments referred to in paragraphs 5.3 c) and d) shall not be taken into account for the purpose of applying the investment limit of 40% referred to in paragraph 5.3 b).

The limits referred to in 5.3 a), b), c) and d) may not be accumulated. Therefore, investments in transferable securities or money market instruments of the same issuer or in deposits with this same issuer or in derivatives with the same issuer made in accordance with 5.3 a), b), c) and d) must not exceed 35% of the Net Sub-fund's Assets.

Companies that belong to the same corporate group with regard to the preparation of consolidated financial statements as defined in Directive 83/349/EEC or in accordance with the recognised international accounting standards should be viewed as one single issuer with regard to calculating the investment limits provided for under a) to e).

No sub-fund may invest more than 20% of its net assets in transferable securities or money market instruments issued by the same group of companies.

- f. Without prejudice to the investment limits laid down in 5.3 k), l) and m) below, the upper limits laid down in 5.3 a) to e) increase to a maximum of 20% for investment in equities and/or debt securities issued by the same issuer when it is the aim of the sub-fund's investment strategy to replicate the composition of a certain equity or debt securities index recognised by the CSSF. This is subject to the following conditions:

the composition of the index must be sufficiently diversified;

the index must represent an adequate benchmark for the market to which it refers;

the index must be published in an appropriate manner.

- g. The limit laid down in 5.3 f) increases to a maximum of 35% where this proves to be justified by exceptional market conditions and in particular in regulated markets where certain transferable securities or money market instruments are highly dominant. An investment up to this upper limit is only permitted for a single issuer.

- h. **Notwithstanding the provisions of 5.3 a) to e), each sub-fund may invest, in accordance with the principle of risk diversification, up to 100% of its net assets in securities and money market instruments of different issues that are offered or guaranteed by a Member State of the European Union or its local administrative bodies, or by a Member State of the OECD or by public international bodies to which one or more Member States of the European Union belong, provided that (i) the investors in the sub-fund enjoy the same protection as investors of sub-funds that adhere to the investment limits set out in 5.3 a) to g), (ii) such securities have been issued in the course of at least six different issues and (iii) no more than 30% of the Net Sub-fund's Assets are invested in securities of a single issue.**

- i. A sub-fund may acquire units of other UCITS and/or other UCI as defined in 5.1 e) provided no more than 20% of its net assets are invested in a single UCITS or another UCI.

When this investment limit is applied, each sub-fund of this umbrella fund pursuant to Article 181 of the Law of 2010 shall be considered to be a separate issuer if the principle of segregated liability with regard to third parties is applied to each sub-fund.

- j. Investments in units of other UCI as UCITS may not total more than 30% of the net assets of a sub-fund.

If a sub-fund acquires units in a UCITS and/or other UCI, the investments of the UCITS in question will not be taken into consideration as regards the upper limits set forth in 5.3 a) to e).

When a sub-fund acquires units in other UCITS and/or other UCI that are managed directly or indirectly by the same Management Company or by another company with which the Management Company is linked by common management or control, or by a substantial direct or indirect holding, the Management Company or other company may not charge fees for the subscription or redemption of units in the other UCITS and/or other UCI by the sub-fund.



In addition, a management fee may be charged at the target fund level when units in UCITS and/or other UCIs are acquired. The sub-fund will not invest in target funds whose management fee is higher than 3% p. a.

The maximum amount of the share of management fees charged to the assets of the fund and to the UCITS and/or other UCIs in which the sub-fund invests can be found in the annual report of the fund.

- k. With regard to all of the UCITS that it manages, the Management Company may not acquire shares with voting rights on a scale that, overall, would enable it to exert significant influence on the management of the issuer.
- l. Moreover, a sub-fund may acquire no more than:
  - 10% of the non-voting shares from the same issuer;
  - 10% of the bonds of a single issuer;
  - 25% of the units of a single UCITS and/or other UCI;
  - 10% of the money market instruments of a single issuer.The limits set out in the second, third and fourth indents may be disregarded at the time of acquisition when the gross amount of the bonds or of the money market instruments or the net amount of the units in circulation cannot be calculated.
- m. The above provisions under 5.3 k) and l) are not applicable with regard to:
  - transferable securities and money market instruments issued or guaranteed by Member States of the European Union or its local administrative bodies;
  - transferable securities and money market instruments issued or guaranteed by a third state;
  - transferable securities and money market instruments issued by public international bodies to which one or more Member States of the European Union belong;
  - shares in companies established according to the law of a state that is not a Member State of the EU, provided that (i) that company invests its assets primarily in securities of issuers from this state, (ii) according to the law of this state, participation by the sub-fund in the capital of that company represents the only possible way of acquiring securities from issuers in this state and (iii) this company's investments comply with the investment restrictions laid down in 5.3 a) to e) and 5.3 i) to l).
- n. No sub-fund may acquire precious metals or any related certificates.
- o. No sub-fund may invest in real estate, in which connection investments in real-estate backed securities or interest on these or investments in securities issued by companies which invest in real estate and interest on these are permitted.
- p. Neither the Management Company nor the Depositary may issue loans or guarantees for third parties against the assets of a sub-fund. This investment restriction does not, however, prevent a sub-fund from investing its assets in non-fully paid-up securities, money market instruments or other financial instruments as defined in 5.1 e), g) and h) above.
- q. Neither the Management Company nor the Depositary may engage in the short-selling of securities, money market instruments or other financial instruments referred to above under 5.1 e), g) and h) for the account of a sub-fund.

#### 5.4 Notwithstanding provisions to the contrary contained herein

- r. sub-funds need not comply with the investment limits laid down in 5.1 to 5.3 when exercising subscription rights attaching to transferable securities or money market instruments that form part of their assets.
- s. While ensuring observance of the principle of risk diversification, newly licensed sub-funds may derogate from the rules set out in 5.3 a) to j) for a period of six months following the date of licensing.
- t. A sub-fund must, in the event that these provisions are exceeded unintentionally or following the exercise of subscription rights, make it its priority to ensure that the situation is remedied through its selling transactions taking account of investors' interests.
- u. In the event that an issuer forms a legal unit with several sub-funds in which the assets of a sub-fund

are exclusively liable for the claims of the investors of this sub-fund and to the creditors whose claim arose during the establishment, term or liquidation of the sub-fund, each sub-fund is to be considered as a separate issuer for the purposes of the provisions regarding risk diversification in 5.3 a) to g) and 5.3 i) and j).

The Board of Directors of the Management Company of the sub-fund is authorised to establish additional investment restrictions with respect to a sub-fund to the extent necessary in order to comply with the legal and administrative provisions in countries in which the units of the sub-fund are offered or sold.

## 5.5 Other techniques and instruments

### a. General provisions

A sub-fund may utilise derivatives or other investment techniques and instruments for the purposes of efficient portfolio management, risk management, and for investment purposes to achieve the investment objective of the sub-fund.

Any investment in derivatives will in all circumstances be made in accordance with the provisions of numbers 5.1 to 5.4 above of this Article. The Management Company adheres to the provisions of Article 5.6 relating to the appropriate risk management procedures in respect of derivative instruments.

Under no circumstances may a sub-fund deviate from the investment objectives stipulated in the Special Regulations for that sub-fund with regard to transactions involving derivatives and other techniques and instruments.

Techniques and instruments are used in accordance with the legal requirements. These techniques and instruments are used in the best interests of the sub-fund.

The relevant risk information is explained in point F) of the sales prospectus. Details on direct and indirect costs and fees in relation to techniques and instruments for the efficient management of the portfolio can be found in Article 14 "Costs of the respective sub-fund". This means that all income generated by the other techniques and instruments (less the aforementioned direct and indirect costs) is placed back into the sub-fund.

Techniques and instruments which involve securities or money market instruments may not lead to a change in the stated investment objective of the UCITS and may not be connected to any significant additional risks in comparison to the originally described risk strategy.

### b. Securities lending

The Management Company may act as lender in respect of a sub-fund in the context of securities lending, provided such transactions are carried out in accordance with the requirements of CSSF Circular 08/356 and another circular that amends or replaces it. It shall be ensured that all securities borrowed as part of a securities lending transaction can be transferred back and all securities lending agreements can be cancelled at any time.

### c. Securities repurchase transactions ("repos" and "reverse repos")

A sub-fund may also engage in securities repurchase transactions involving the buying and selling of securities with the particular feature of a clause that gives the seller the right or imposes on the seller the obligation to buy the securities back from the buyer at a price and at a time agreed by both parties in a contractual arrangement.

A sub-fund may act as the buyer or seller in securities repurchase transactions and may also be involved in a series of such transactions. However, its involvement in such transactions is subject to the following rules:

- A sub-fund may only buy or sell securities via a securities repurchase agreement if the counterparty is subject to supervisory provisions, which in the opinion of the CSSF are equivalent to those of Community law.
- During the term of the securities repurchase transaction, a sub-fund may not sell the securities before the Counterparty has had a chance to exercise its right to buy the securities back or before the deadline for the securities to be repurchased has expired.



- As a sub-fund will receive redemption requests relating to its own units, it must ensure that its position in the context of securities repurchase transactions does not prevent it from meeting its redemption obligations at any time.
- The individual sub-fund shall ensure that, at any time, it can claim back the entire amount or cancel the reverse repo transaction, either at the total accrued amount or at a mark-to-market value. If the amount can be claimed back at a mark-to-market value at any time, then the mark-to-market value of the reverse repo transaction must be used to calculate the Net Asset Value of the UCITS.
- The individual sub-fund shall ensure that it can claim back the securities subject to the repo transaction or cancel the agreed repo transaction at any time.

#### 5.6 Risk management process

In respect of the sub-funds, a risk-management procedure will be set up which enables the Management Company to monitor and measure at all times the market risk, liquidity risk and counterparty risk associated with a sub-fund's investment positions, their respective share in the overall risk profile of the investment portfolio, and all other material risks, including operational risks. In respect of OTC derivatives, in this connection a procedure will be implemented that enables precise and independent valuation of OTC derivatives.

The Management Company ensures, with regard to each sub-fund, that the overall risk associated with derivatives does not exceed the total Net Asset Value of the respective sub-fund's portfolio. A sub-fund may invest in derivatives as part of its investment policy within the limits laid down in 5.3 e) above of this Article, provided that the exposure to the underlying assets does not exceed in aggregate the investment limits laid down in 5.3 a) to e) above of this Article. If a fund invests in index-based derivatives, these investments do not have to be included in the investment limits set out under 5.3 a) to e) of this Article.

If a derivative has a security or money market instrument as the underlying asset, it must be taken into account with regard to compliance with the rules set out under 5.6.

#### **Article 6 – Units, sub-funds, unit classes**

All units of a sub-fund have the same rights in principle.

For a fund, the Management Company may launch one or more sub-funds within the meaning of Article 40 of the Law of 17 December 2010, each of which represents a separate part of the assets of the fund.

The individual sub-funds may differ as regards their investment objectives, investment policy, reference currency or other characteristics. The rights of the investors and creditors with respect to a sub-fund or the rights that exist in connection with the formation, Administration or liquidation of a sub-fund are restricted to the assets of that sub-fund. With respect to the investors to each other, each sub-fund is considered to be an independent entity. The Net Asset Value per unit is calculated individually for each sub-fund, if any.

The respective Special Regulations of a sub-fund may also specify two or more unit classes for the sub-fund in question. If a sub-fund has two or more unit classes, the unit classes may differ with respect to fee structure, minimum investment amount, distribution policy, prerequisites for investors, reference currency and other characteristics, each as determined by the Management Company. The Net Asset Value per unit is calculated individually for each unit class issued.

All units are entitled in the same manner from the date of issue to the earnings, price gains and liquidation proceeds of the respective sub-fund or of their respective unit class.

#### **Article 7 – Issue of units**

The Management Company has unrestricted authority to issue units in a sub-fund at any time.

The initial issue date and, if any, the initial offering period for a newly established sub-fund or newly established unit class are set by the Management Company and indicated in the sales prospectus of the respective sub-fund. The Management Company may, at its discretion, decide to withdraw the offer of a fund, a sub-fund or a new unit class before a launch date. The Management Company also reserves the right to suspend the issue and sale of units at any time. In such case, investors who have already made a subscription application will be duly informed and any subscription monies already transferred will be refunded. These amounts do not receive interest through the time of remittance. The Management Company may also determine that after the initial subscription no additional units of a fund, a sub-fund or of a particular unit class are issued.

The issue of units takes place on each Valuation Day (as defined in Article 10 of the Management Regulations) at the issue price set in the Special Regulations of the respective sub-fund and under the specific conditions there. The issue price may be increased by the amount of the sales charge, if applicable, indicated in the Special Regulations.

The sales charge is levied in favour of the Distributors. The sales charge may be increased by the amount of fees or other charges incurred in the respective countries of distribution. If the laws of a country stipulate lower sales charges, the authorised Distributors in such country may sell units in application of the highest-permitted sales charge.

In so far as distributions and/or redemption prices of a sub-fund are directly used to acquire units of a fund or of another sub-fund managed by the Management Company, a reinvestment discount fixed by the Management Company may be granted.

The minimum investment amounts for initial and subsequent subscriptions may vary by fund, sub-fund and unit class. The Management Company reserves the right, at its discretion and in consideration of the principle of equal treatment of investors, to waive any regulations regarding minimum investment amounts for initial and subsequent subscriptions.

Payment of the issue price must be made to the Depositary within the period set down in the Special Regulations.

Immediately following receipt of the issue price by the Depositary, the units are issued in the form and denominations specified by the Management Company in the Special Regulations.

Subscription applications must be paid in accordance with the provisions of the Special Regulations.

#### **Article 8 – Restrictions on the issue of units**

The Management Company may restrict or prevent the ownership of units by any person, firm or corporate body, namely any person in breach of any law or requirement of any country or governmental authority and any person which is not qualified to hold such units by virtue of such law or requirement or if in the opinion of the Management Company such holding may be detrimental to the Management Company, if it may result in the breach of any law or regulation, whether Luxemburg or foreign, or if as a result thereof the Management Company may become subject to laws (including without limitation tax laws) other than those of the Grand Duchy of Luxembourg (a “non-qualified person”)

The units are not intended for distribution in the United States of America or to U.S. citizens. In particular, the units cannot be offered or sold directly or indirectly for the benefit of the following persons:

- a. a "U.S. person" as defined in section 7701(a)(30) of the U.S. Internal Revenue Code of 1986 in its currently applicable version (the "Code"); and
- b. a non-U.S. enterprise controlled by one or more persons designated as "specified U.S. persons" under Article. 1.1 et seq. of the Intergovernmental Agreement between Luxembourg and the United States of America (the "IGA").

The following natural persons (as referred to under a.) are considered liable for taxation in the USA:

- persons born in the U.S. and its territories and possessions within its jurisdiction;
- naturalised nationals (e.g. green card holders);
- persons born overseas as a child of a U.S. national;
- persons who are not nationals of the USA, but whose primary residence is in the USA; or
- persons who are married to a U.S. national.

The following legal persons (as referred to under a.) are considered liable for taxation in the USA:

- companies and corporations founded according to the laws of one of the 50 U.S. states or the District of Columbia;
- a company or partnership founded according to an “Act of Congress”; or
- a pension fund founded as a U.S. trust.

The Management Company may on this basis reject a subscription order at any time at its discretion. Furthermore, the Management Company may at any time buy back units in exchange for payment of the redemption price if these are held by investors who are excluded from acquiring or holding units.

### **Article 9 – U.S. Regulatory Requirements – FATCA Reporting Procedure**

Every unitholder and every beneficiary of a transfer of units in the sub-fund must provide the Company, or a third party designated by the Company (the "Designated Third Party"), with all information, assurances, disclaimers and forms with regard to the unitholder (or the direct or indirect owner or account holder of the unitholder) including changes in form and within the timeframe reasonably requested by the Company or Designate Third Party (including electronic certification). This information will be used to:

- identify the tax domicile(s) of every unitholder;
- collect information that may be required by the Luxembourg tax authority under the FATCA reporting procedure; and
- enact the following exemptions, reductions or repayments:
  - withholding taxes or other taxes imposed on the sub-fund by tax authorities or other government agencies (including withholding taxes imposed within the framework of the Hiring Incentives to Restore Employment Act of 2010, or any similar or subsequent laws or intergovernmental agreements, or any agreements concluded based on these laws or intergovernmental agreements);
  - amounts paid to the sub-fund; or
  - amounts assignable or distributable by the sub-fund to unitholders or beneficiaries. If the unitholder or beneficiary in a transfer of units cannot submit the required information, assurances, disclaimers or forms to the Company or the Designated Third Party, then the Company or the Designated Third Party shall be entitled to retract the units in any sub-fund of the relevant unitholder or beneficiary.

The Company or the Designated Third Party reserves the right to pass any and all information on the unitholders (including unitholder information that was submitted as per this subsection) to the government or tax authorities in Luxembourg, if this information may be requested within the framework of the IGA requirements.

### **Article 10 – Calculation of Net Asset Value**

The value of a unit is denominated in the currency (“Sub-fund Currency”) specified in the Special Regulations of the corresponding sub-fund. Notwithstanding any rule to the contrary in the Special Regulations of a sub-fund, the Net Asset Value is calculated by the Management Company or one of its agents under the supervision of the Depositary on each Valuation Day, means each Reference Index Calculation Day where the TARGET2 system (Trans-European Automated Real-time Gross settlement Express Transfer–System) as well as banks and financial institutions are generally open for business in Luxembourg, except for 24 and 31 December of each year. If not otherwise defined for the specific sub-fund see chapter N) of the sales prospectus. To calculate the unit value, the value of the assets held in a sub-fund less the liabilities of this sub-fund is determined on each Valuation Day (“Net Sub-fund Assets”)

and divided by the number of units of the sub-fund in circulation on the Valuation Day and rounded to two decimal places (“Net Asset Value”).

The Net Sub-fund Assets are calculated according to the following principles:

- a. Assets that are officially listed on a stock exchange are valued at the latest available price. If an asset is listed on several stock exchanges, the most recently available price on the stock exchange that is the main market for such asset is applied.
- b. Assets which are not listed on a stock exchange but which are traded on another regulated market which operates regularly and is recognized and open to the public are valued at a price which may not be lower than the bid price and not higher than the offering price at the time of valuation, and which the Management Company considers to be the best possible price at which the assets can be sold.
- c. If an asset is not listed or traded on a stock exchange or on another regulated market or if, with regard to assets which are listed or traded on a stock exchange or other market as mentioned above, the prices in accordance with the provisions contained in (a) or (b) above do not reasonably reflect the actual market value of the assets in question, such assets will be valued at market value as determined in good faith by the Management Company in application of generally recognized valuation rules that are verifiable by auditors.
- d. The pro rata interest on assets will be included in so far as it is not expressed in the price.
- e. The settlement value of forwards or options which are not traded on stock exchanges or other organised markets will be determined in accordance with the directives of the Board of Directors on a basis which will be applied consistently with regard to all different types of contract. The settlement value of futures, forwards or options traded on stock exchanges or other organised markets shall be calculated on the basis of the mostrecently available settlement prices for such contracts on the stock exchanges or organised markets on which such futures, forwards or options are traded by the sub-fund; if a future, forward or option cannot be settled on a day for which the Net asset value is determined, the valuation basis for such a contract shall be determined by the Board of Directors in an appropriate and reasonable manner.
- f. Swaps are valued at present value.
- g. Liquid sub-funds are valued at their nominal value plus pro rata interest. Fixed-term deposits may be valued at the respective yield price, provided that a corresponding contract between the financial institution holding the deposits in safekeeping and the Management Company provides that such deposits may be called at any time and that, in the event of calling, the liquidation value will correspond to such yield price.
- h. The target-fund units contained in a sub-fund will be valued at the most-recently determined and available redemption price. If redemption has been suspended for investment units or if no redemption prices are set, these units and any other assets are valued at the market value which the Management Company determines in good faith on the basis of the probable market value.
- i. All assets not denominated in the respective sub-fund currency will be converted at the most recently available exchange rate into the relevant sub-fund currency. Gains or losses on foreign exchange transactions are shown net.
- j. All other securities or other assets shall be valued at their reasonable market value as the same will be determined according to the principles of good faith by the Management Company and according to a procedure specified by the Management Company.

The Management Company may at its own discretion permit other valuation methods if it considers the same to be appropriate in the interests of reasonable valuation of an asset of the sub-fund.

If the Management Company takes the view that the Net Asset Value determined on a particular Valuation Day does not reflect the actual value of the units in a sub-fund, or if there have been considerable movements on the relevant stock exchanges and/or markets since determination of the Net Asset Value, the Management Company may decide to update the Net asset value before the end of the same day. Under such circumstances, all subscription and redemption applications which are received for

such Valuation Day are processed on the basis of the Net Asset Value which has been updated in good faith.

The Net sub-fund assets are reduced by any distributions paid to the investors of the sub-fund.

If unit classes are created, the resulting calculation of the Net Asset Value will be made separately according to the criteria set out above. However, the composition and allocation of assets is always undertaken separately for the sub-fund as a whole.

Income adjustments may be applied to both ordinary and extraordinary income.

#### **Article 11 – Suspension of issue, conversion and redemption of units and suspension of calculation of Net Asset Value**

The Management Company has authority to temporarily suspend calculation of the asset value as well as the issue, redemption and conversion of units in a sub-fund if and for as long as circumstances persist which render such suspension necessary, and in particular:

- a. during a period in which a stock exchange or another regulated market which operates regularly and is recognized and open to the public on which a significant proportion of the assets of a sub-fund are listed or traded is closed (except on normal weekends or public holidays), or trade on such stock exchange or on such market is suspended or restricted;
- b. in emergency situations, if the Management Company cannot access the assets of a sub-fund or is unable to freely transfer the transaction value of investment purchases or sales or properly calculate the Net Asset Value;
- c. during a period in which the normal means of communication or tools for calculating the Net Asset Value of a sub-fund or for price calculation are suspended on the stock exchange or markets on which a significant proportion of the assets of a sub-fund are listed/traded.

The Management Company will properly notify investors of the suspension. Investors who have submitted an application for subscription, conversion or redemption of units of the affected sub-funds for which the determination of Net Asset Value was suspended will be notified without delay as to beginning and the likely end of the suspension period.

#### **Article 12 – Redemption of units**

Investors have right to request the redemption of their units on each Valuation Day (as defined in Article 10 of the Management Regulations) at the redemption price set in the Special Regulations and under the specific conditions there.

Redemption applications are, without exception, considered to be legally binding and irrevocable. All required documents regarding the redemption or any certificates to be issued must be attached to the application.

The investor agrees that the redemption of units is made directly or indirectly through the Fund Administrator; this is mentioned in the sales prospectus.

Payment of the redemption price is made within the period specified in the Special Regulations after the relevant Valuation Day or after the date on which all required documents are received at the office specified in the sales prospectus, whichever is later. The Depositary is only obliged to make payment in so far as no statutory provisions, e.g. currency regulations or other circumstances outside the influence of the Depositary prohibit or restrict transfer of the redemption price to the applicant's country.

The redemption price may be less than or greater than the purchase price paid at the time of subscription.

The Management Company may at any time, at its own discretion and in particular under the conditions of the provisions listed in Article 8, redeem units. In this case, the investor is obligated to redeem the units.

If as a result of a redemption application the number or the aggregate Net Asset Value of the units held by any investor in a sub-fund or in a unit class, if any, falls below the minimum Net sub-fund assets determined by the Management Company for a sub-fund in the sales prospectus, the Management Company may determine that this application be processed as an application for the redemption of the entirety of the units held by the investor in that sub-fund or in that unit class.

If applications for redemption are received on a Valuation Day whose value exceeds, individually or together with other applications received, 10% of the Net Asset Value of a sub-fund, the Management Company reserves the right, at its sole discretion and taking into account the interests of the remaining unit-holders, to reduce the number of units in the individual redemption applications on a pro rata basis. If an application is not fully executed due to the exercise of the power to make a pro rata reduction on that Valuation Day, the non-executed part must be treated as if the investor had submitted an additional application for the next Valuation Day, and if necessary, for a maximum of the following seven Valuation Days. Such applications are given priority over later applications, provided they are received on the following Valuation Days.

In exceptional cases, the Management Company is authorised to temporarily suspend the redemption of units. Suspension is possible in particular: (i) if the calculation of unit value in accordance with Article 10 is temporarily suspended; (ii) after the announcement of the liquidation of the sub-fund to ensure the liquidation proceedings; and (iii) for other reasons, which seem to be justified and/or required in the interests of all investors of the sub-fund, e.g. if when assets are sold such proceeds cannot be achieved due to illiquid markets and which would otherwise be achieved under normal market conditions.

### **Article 13 – Conversion of units**

Unless provided for otherwise in the Special Regulations of the respective sub-fund and subject to the fulfillment of the eligibility requirements, investors in a sub-fund are entitled to convert their units on each Valuation Day (as defined in Article 10 of the Management Regulations) at the price in the Special Regulations of each sub-fund established exchange price and under the conditions specified there, for units of another unit class, if any, or another sub-fund which is managed by the Management Company. The conversion price may be increased by a conversion commission, the maximum amount of which is laid down in the Special Regulations of the corresponding sub-fund.

### **Article 14 – Costs of the respective sub-fund**

In addition to the costs laid down in the Special Regulations of each sub-fund, the Management Company may charge the fund, the individual sub-fund or the individual unit classes, the following costs

- a. all taxes charged to the sub-fund's assets, income and expenditures;
- b. the Management Company fee;
- c. the fees of the Depositary, Central Administration and Paying Agents and their processing charges for such matters as preparing tax reports and customary bank charges;
- d. fund management fees;
- e. usual customary brokerage and banking charges, in particular fees and expenses for credit transfers and their entry in bookkeeping systems, securities commissions arising in respect of transactions in securities and other assets of the sub-fund as well as currency and securities hedging transactions;
- f. revenues arising from the use of securities financing transactions (total return swaps, securities lending and repurchase transactions etc.), should in principle – Net of direct respectively indirect costs – flow to the sub-fund's assets. The Management Company shall have the right to charge a fee for the initiation, preparation and execution of such transactions. The Management Company will receive for the direct respectively indirect costs for initiation, preparation and execution of securities lending and repurchase transactions for the sub-fund's account a fee of up to 50% of the revenues from these transactions. Expenses incurred in connection with the preparation and execution of such transactions, including fees payable to third parties (for example transaction costs paid to the Depositary) bears the Management Company. The identity of the counterparty to the transactions to



which the direct and indirect costs and fees are paid and the costs will be published in the annual report. The costs and fees do not include hidden revenues;

- g. the costs of accounting, bookkeeping and calculation of Net Asset Value as well as publication thereof;
- h. costs of advice (including legal consulting) incurred by the Management Company or the Depositary if they are acting in the interests of the investors of the sub-fund;
- i. the costs and expenses in connection with the creation of a fund and sub-fund, establishment costs, fees payable to index licensors or index calculation agents, the costs of any domestic or foreign stock exchange listings or registration, as well as insurance premiums, interest and broker costs;
- j. all printing costs for any unit certificates (certificates and coupon sheets);
- k. Costs for the redemption of coupons;
- l. the fees of the fund's auditor;
- m. the costs of preparing, depositing and publishing the Management and Special Regulations as well as other documents relating to the fund, including applications for registration, sales prospectuses or written declarations to all registration authorities and stock exchanges (including local dealer associations) which must be effected in respect of the fund respectively sub-fund or the offering for sale of units;
- n. the costs of preparing, depositing and publishing the Management and Special Regulations as well as other documents relating to the fund or sub-fund, such as sales prospectuses and Key Investor Information, and other documents necessary to permit the units to be offered for sale in certain countries according to their regulations, including the costs of applications for registration or written declarations to all registration authorities and stock exchanges (including local dealer associations) which must be effected in respect of the sub-fund or the offering for sale of units, including possible amendment procedures;
- o. the costs of the publications intended for investors;
- p. the fees of the fund's representatives abroad;
- q. a reasonable proportion of the costs for advertising and such costs as are incurred directly in connection with the offering for sale and sale of units, and distribution agent fees;
- r. performance-related fees;
- s. costs of implementing a risk management procedure in accordance with the legal requirements;
- t. costs for a possible creditworthiness evaluation of the Fund by nationally and internationally recognized rating agencies, as well as for the Fund's possible membership of associations;
- u. and all other administrative fees and expenses, including the remuneration of the Paying Agents if not included in other fees (except the following: any administrative costs associated with the preparation and execution of a merger)

The costs and handling charges associated with the acquisition or sale of Net assets are taken into consideration in the cost price or deducted from the proceeds of sale.

All costs and fees shall be charged first against current income, then against net capital gains and then against the respective sub-fund assets.

The Management Company reserves the right, however, to refrain from charging some of the above costs to the sub-fund and to bear such costs directly from the assets of the Management Company. Further details in this regard are included in chapter N) of the sales prospectus specific to the sub-fund.

#### **Article 15 – Auditing**

The books of the Management Company and each sub-fund shall be reviewed by an independent auditor licensed in Luxembourg and who shall be appointed by the Management Company.

#### **Article 16 – Distributions**

Notwithstanding any provision to the contrary in the Special Regulations, the Management Company shall determine for each sub-fund whether, as a general rule, distributions are to be made to investors from the sub-fund Assets or if dividends are to be reinvested.

Ordinary Income from interest and/or dividends less costs ("ordinary net income") as well as net capital gains realised may be distributed as dividend.

Unrealised capital gains and other assets may also be distributed, provided that the distribution does not cause the Net Sub-fund's Assets to fall below the minimum limit of EUR 1.25 million, as stipulated in the Law of 17 December 2010.

The Management Company may distribute interim distributions.

In the event of a dividend in the form of bonus units, any fractions of units may be paid out in cash or credited. Amounts for distributions which have not been collected five years following publication of the relevant distribution announcement shall be forfeited in favor of the respective sub-fund. However, the Management Company may decide at its own discretion to honor such amounts to the debit of the sub-fund also following the expiry of five years.

If sub-funds or two or more unit classes are established in accordance with Article 6 of the Management Regulations, the specific distribution policy of the respective sub-fund/unit class shall be set out in the the respective section of chapter N) in the sales prospectus.

#### **Article 17 – Entry into force of and amendments to the Management Regulations and Special Regulations**

These Management Regulations and any Special Regulations relating to a sub-fund, as well as any amendments thereto, shall enter into force on the date of signature thereof unless otherwise specified.

The Management Company may amend the Management Regulations and Special Regulations of a sub-fund in full or in part at any time.

The first version of the Management Regulations, each set of Special Regulations and any amendments thereto shall be deposited with the Commercial and Companies Register in Luxembourg.

#### **Article 18 – Publications**

The issue price and the redemption price of the sub-fund units, the Management Regulations and Special Regulations, the sales prospectus and Key Investor Information of a given fund or sub-fund are available from the Management Company, the Depositary, any Paying Agent and the Distributors and sub-distributors, or may be downloaded at [www.structuredinvest.lu](http://www.structuredinvest.lu). The issue price and the redemption price of each sub-fund are, where required by law or determined by the Management Company, published in a daily newspaper of the Management Company's choice in those countries in which the units are publicly distributed.

At the latest four months following the end of each financial year of a sub-fund, the Management Company will make available an audited annual report which will provide information on the respective sub-fund assets, their management and the results achieved.

At the latest two months following the end of the first half of each financial year of a sub-fund, the Management Company will make available an unaudited semi-annual report which shall provide information on the respective Net Sub-fund assets and management thereof during the corresponding half-year period.

The annual report and all semi-annual reports of each sub-fund may be obtained free of charge by the investors from the Management Company, the Depositary and any Paying Agent or can be downloaded at [www.structuredinvest.lu](http://www.structuredinvest.lu).

Notices to the investor are published in those countries in which units are publicly distributed, and in accordance with national regulations.

#### **Article 19 – Liquidation of sub-funds**

Neither investors nor their heirs or legal successors may apply for a sub-fund to be liquidated and/or split.

Each sub-fund may, however, be liquidated by the Management Company, with the Management Company basically acting as liquidator. The sub-fund will automatically be liquidated if the business of the Management Company is liquidated for any reason. Notification of the liquidation shall be published in accordance with the statutory provisions by the Management Company. If circumstances occur that lead to a sub-fund being liquidated, the issue of units shall be suspended. It shall still be possible to redeem units in the sub-fund provided that equal treatment of investors is secured.

The Depositary shall distribute the liquidation proceeds less the liquidation costs and fees on the instruction of the Management Company or the liquidator appointed thereby or by the Depositary in agreement with the supervisory authorities to the investors based on the proportion of units held by each. Liquidation proceeds that are not claimed by investors at the end of the liquidation process shall, where required by law, be converted into Euros and deposited at the Caisse des Consignations in Luxembourg by the Depositary for the account of the investors with entitlement to such proceeds. These amounts shall be forfeited if not claimed within the statutory period.

#### **Article 20 – Merger**

The Management Company may, on the basis of a resolution of the Board of Directors and, where applicable, in accordance with the conditions and procedures listed in the Law of 2010 and the applicable regulations merge the fund or, if applicable one or more sub-funds of the fund with another pre-existing or co-founded sub-fund of the fund, other Luxembourg funds or their sub-funds, with another foreign UCITS, or a sub-fund of another foreign UCITS either by liquidation without winding up or continuing to exist until all liabilities have been paid off.

Investors have the right to redeem or, if applicable, convert their units within 30 days into units of another fund or sub-fund with similar investment policies that is managed by the same Management Company or another company with which the Management Company is associated by common management or control or by a substantial direct or indirect holding, without incurring additional costs other than those retained by the fund or sub-fund to cover liquidation costs. This right shall become effective from the moment that the unitholders of the merging UCITS and those of the receiving UCITS have been informed of the proposed merger and shall cease to exist five working days before the date for calculating the exchange ratio.

Where applicable, in accordance with the conditions and procedures in the Law of 17 December 2010 and the applicable regulations, the investors will be informed of the merger in a timely manner.

Upon the effective date of the merger, the investors of the absorbed fund or sub-fund who have not requested redemption of their units on the basis of the Net Asset Value on the effective date of the merger become investors in the absorbing fund or sub-fund. If applicable, the investors will receive settlement of fractional units.

Legal, consulting or administrative costs associated with preparing and implementing a merger will not be charged to the relevant fund or sub-fund or its investors.

#### **Article 21 – Expiry of claims**

Claims of the investors against the Management Company or the Depositary expire five years after they arise. Article 19 paragraph 3 remains unaffected. The presentation period for coupons will be five years with effect from the date of the published distribution announcement.

However, the Management Company may at its discretion honour coupons presented and debit the same to the sub-fund also after expiry of the presentation period.

**Article 22 – Applicable law, place of jurisdiction and language of contract**

These Management Regulations and the Special Regulations of the respective sub-fund are subject to Luxembourg law. Any legal dispute between investors, the Management Company and the Depositary shall be subject to the jurisdiction of the competent court in the city of Luxembourg.

The Management Company and the Depositary are entitled to submit themselves and any sub-fund to the jurisdiction and the law of any country in which units of this sub-fund are available for public sale, provided that the investors making the claims are resident in the relevant country and the claims relate to the subscription and redemption of units.

The English version of the Management Regulations and Special Regulations shall be binding.

With regard to units sold to investors in a particular country, the Management Company and the Depositary may declare as binding upon themselves and the sub-fund in question translations into languages of such countries in which such units are offered for public sale.

Luxembourg, 19 April 2018

Management Company  
Structured Invest S.A.

Depositary  
CACEIS Bank, Luxembourg Branch

## **B. Special Regulations for UC Thomson Reuters Balanced European Convertible Bond UCITS ETF**

The provisions of the following Special Regulations apply to the UC Thomson Reuters Balanced European Convertible Bond UCITS ETF, an investment fund under Luxembourg law (the “sub-fund”), supplementary to or in derogation of the above Management Regulations (Articles 1-22); the Special Regulations entered into force for the first time on 13 April 2015. The sub-funds Special Regulations were last amended with effect as of 30<sup>th</sup> April 2018 and were lodged at the Commercial Register in Luxembourg.

### **Article 23 – Investment objective, benchmark and investment policy**

The sub-fund aims to provide investors with a return, which reflects the return of the Thomson Reuters Monthly Europe Focus Convertible Index (the “Reference Index”).

No assurance can be given that the stated investment objective will be met. A detailed description of the investment policy of the sub-fund can be found in Section N) of the sales prospectus.

### **Article 24 – Units; issue, conversion and redemption of units**

Units are issued in all denominations specified by the Management Company. If units are issued in the form of global certificates, no claim for the delivery of registered units may be made. Details can be found in the sales prospectus.

In accordance with Article 6 of the Management Regulations, units in different unit classes may be offered. Details can be found in the sales prospectus.

All units in the sub-fund are freely transferable.

As from their date of issue, all units provide entitlement to equal participation in income, capital gains and liquidation proceeds.

The issue price is the Net Asset Value of the sub-fund or of the respective unit class as defined in Article 7 in conjunction with Article 10 of the Management Regulations on the relevant Valuation Day plus a sales charge of up to 5%. This is mentioned in the the respective section of chapter N) in the sales prospectus. The subscription price is payable within a maximum of 2 banking days after receipt of the subscription application by the Depositary or a Paying Agent listed in the sales prospectus. The relevant payment period is stipulated in the respective section of chapter N) in the sales prospectus.

The redemption price is the Net Asset Value of the sub-fund or of the respective unit class as defined in Article 10 in conjunction with Article 12 of the Management Regulations on the relevant Valuation Day minus a redemption charge of up to 5%. Payment of the redemption price is made within 2 banking days after the relevant Valuation Day or after the date on which all required documents are received at the Fund Administrator specified in the sales prospectus, whichever is later. The relevant payment period is stipulated in the the respective section of chapter N) in the sales prospectus.

If for a sub-fund any applications for redemption for cash is received in respect of any one Cash Redemption Day (the “First Cash Redemption Day”) which either singly or when aggregated with other applications for redemptions for cash so received, is more than 10% of the NAV of that sub-fund (or such other percentage as the directors may in their discretion apply to ensure the interests of remaining unit holders are protected), the Management Company on behalf of the Fund reserves the right in its sole and absolute discretion to scale down pro rata each application with respect to such First Cash Redemption Day so that a minimum of 10% of the NAV of the relevant sub-fund will be redeemed on that First Cash Redemption Day. The investment policy of each sub-fund will mean that there will be minimal cash held by a sub-fund to meet cash redemptions and any sales to raise cash will mean selling across the range of securities a sub-fund may be holding.

To the extent that any application is not given full effect on that First Cash Redemption Day by virtue of the exercise of the power to pro-rate applications, it will be treated with respect to the unsatisfied balance thereof as if a further request had been made by the redeeming unit holder in respect of the next

Dealing Day and, if necessary, subsequent Dealing Days, until such application will have been satisfied in full. With respect to any application received in respect of the First Cash Redemption Day, to the extent that subsequent applications are received in respect of following Dealing Days, such later applications will be postponed in priority to the satisfaction of applications relating to the First Cash Redemption Day, but subject thereto will be dealt with as set out in the preceding sentence.

A conversion from one unit class to another of the same sub-fund will be treated as redemption from one class and a subscription into another class with a fee (the "Conversion Fee") as mentioned in chapter N) "The sub-fund". It is not possible to physically deliver fractions of units. There is no option to receive fractions of units from the conversion registered on the relevant account.

The conversion of units is made on the basis of the Net Asset Value of the respective sub-fund, calculated on the next Valuation Day after receipt of the conversion application. A conversion commission may be levied in favor of the Distributors; please see the sales prospectus for information on any such commission.

Conversions of units of one sub-fund into another sub-fund are not allowed.

Subscription, conversion and redemption applications will be accepted by the Fund Administrator, the Distributors and sub-distributors and at all Paying Agents.

The Management Company may temporarily or completely suspend the issuance of units, especially when substantial movements on the capital markets or other unforeseeable events of a political, economic or tax nature make this advisable or if it perceives that investing additional inflows would not be appropriate in view of the prevailing situation on the capital markets and could put the investment objective at risk.

This does not affect Articles 10 and 12.

Subscription, conversion and redemption applications received at the Fund Administrator by no later than 5 p.m. CET on a Valuation Day specified in Article 10 of the Management Regulations will be settled on the basis of the Valuation Day stated in Article 10. Subscription, conversion and redemption applications received by the Fund Administrator after 5 p.m. CET will be settled on the basis of the next Valuation Day. If subscription, conversion and redemption applications are settled through the Central Administration, Distributors or sub-distributors, then other procedures and deadlines may apply; the above deadlines at the Fund Administrator remain unchanged, however. The full subscription, conversion and redemption conditions for unit subscriptions through the Central Administration, the Distributor or sub-distributors or the Paying Agents are available from the relevant Paying Agent, Distributor or Sub-distributor.

Subscription, conversion and redemption orders can only be placed with reference at an unknown Net Asset Value.

#### **Article 25 – Depositary of the sub-fund**

The sub-fund's Depositary is CACEIS Bank, Luxembourg Branch

#### **Article 26 – All-in Fee; costs**

The sub-fund pays from the Net Sub-fund Assets an All-in fee of up to 1.50 % p.a.

The All-in fee includes the Fixed Fee and Index Replication Fee.

The Fixed Fee is used to cover any external costs such as depository / central administration, regulators, auditors, index license fee, set-up fees, other costs.

Not included are:

- any potential extraordinary costs, which are not related to normal business operations
- potential taxes and other duties



After paying any Fixed Fees mentioned above the remaining amount is split between the Management Company and the Main Distributer UniCredit Bank AG as following:

- up to EUR 250 mn: UniCredit Bank AG 2/3, Management Company 1/3;
- from EUR 250 mn to EUR 500mn: UniCredit Bank AG 3/4, Management Company 1/4;
- for net sub-funds' assets exceeding EUR 500mn: UniCredit Bank AG 4/5, Management Company 1/5

In case Fixed Fee does not cover the mentioned external costs above UniCredit Bank AG will pay the difference to Management Company.

The Index Replication Fee is to cover any trading related costs such as swap costs, index tracking costs, funding costs, reinvestment- and rebalancing costs and further index related transaction costs.

Details can be found in the sales prospectus.

**Article 27 – Distribution policy**

Accumulating and distributing units are issued.

**Article 28 – Accounting year**

The accounting year of the sub-fund shall end on 31 December of every year, with the first accounting year ending on 31 December 2015.

**Article 29 – Term of sub-fund**

The sub-fund has been established for an indefinite period.

Luxembourg, 19 April 2018

Management Company  
Structured Invest S.A.

Depository  
CACEIS Bank, Luxembourg Branch

### **C. Special Regulations for UC MSCI European Green Bond EUR UCITS ETF**

The provisions of the following Special Regulations apply to the UC MSCI European Green Bond EUR UCITS ETF, an investment fund under Luxembourg law (the “sub-fund”), supplementary to or in derogation of the above Management Regulations (Articles 1-22); the Special Regulations entered into force for the first time on 06 November 2018 and were lodged at the Commercial Register in Luxembourg.

#### **Article 23 – Investment objective, benchmark and investment policy**

The objective of the sub-fund is to track the performance of the Bloomberg Barclays MSCI European Green Bond Issuer Capped EUR Index (the “Index”), representative of the performance of the European EUR denominated Green Bond market. There can be no assurance that the sub-fund will achieve its investment objective. No assurance can be given that the stated investment objective will be met. A detailed description of the investment policy of the sub-fund can be found in Section N) of the sales prospectus.

#### **Article 24 – Units; issue, conversion and redemption of units**

Units are issued in all denominations specified by the Management Company. If units are issued in the form of global certificates and registered shares, no claim for the delivery of registered units may be made. Details can be found in the sales prospectus.

In accordance with Article 6 of the Management Regulations, units in different unit classes may be offered. Details can be found in the sales prospectus.

All units in the sub-fund are freely transferable.

As from their date of issue, all units provide entitlement to equal participation in income, capital gains and liquidation proceeds.

The issue price is the Net Asset Value of the sub-fund or of the respective unit class as defined in Article 7 in conjunction with Article 10 of the Management Regulations on the relevant Valuation Day plus a sales charge of up to 5%. This is mentioned in the respective section of chapter N) in the sales prospectus. The subscription price is payable within a maximum of 2 banking days after receipt of the subscription application by the Depositary or a Paying Agent listed in the sales prospectus. The relevant payment period is stipulated in the respective section of chapter N) in the sales prospectus.

The redemption price is the Net Asset Value of the sub-fund or of the respective unit class as defined in Article 10 in conjunction with Article 12 of the Management Regulations on the relevant Valuation Day minus a redemption charge of up to 5%. Payment of the redemption price is made within 2 banking days after the relevant Valuation Day or after the date on which all required documents are received at the Fund Administrator specified in the sales prospectus, whichever is later. The relevant payment period is stipulated in the respective section of chapter N) in the sales prospectus.

If for a sub-fund any applications for redemption for cash is received in respect of any one Cash Redemption Day (the “First Cash Redemption Day”) which either singly or when aggregated with other applications for redemptions for cash so received, is more than 10% of the NAV of that sub-fund (or such other percentage as the directors may in their discretion apply to ensure the interests of remaining unit holders are protected), the Management Company on behalf of the Fund reserves the right in its sole and absolute discretion to scale down pro rata each application with respect to such First Cash Redemption Day so that a minimum of 10% of the NAV of the relevant sub-fund will be redeemed on that First Cash Redemption Day. The investment policy of each sub-fund will mean that there will be minimal cash held by a sub-fund to meet cash redemptions and any sales to raise cash will mean selling across the range of securities a sub-fund may be holding.

To the extent that any application is not given full effect on that First Cash Redemption Day by virtue of the exercise of the power to pro-rate applications, it will be treated with respect to the unsatisfied balance thereof as if a further request had been made by the redeeming unit holder in respect of the next Dealing Day and, if necessary, subsequent Dealing Days, until such application will have been satisfied in full. With respect to any application received in respect of the First Cash Redemption Day, to the extent that subsequent applications are received in respect of following Dealing Days, such later applications will be postponed in priority to the satisfaction of applications relating to the First Cash Redemption Day, but subject thereto will be dealt with as set out in the preceding sentence.

A conversion from one unit class to another of the same sub-fund will be treated as redemption from one class and a subscription into another class with a fee (the "Conversion Fee") as mentioned in chapter N) "The sub-fund". It is not possible to physically deliver fractions of units. There is no option to receive fractions of units from the conversion registered on the relevant account.

The conversion of units is made on the basis of the Net Asset Value of the respective sub-fund, calculated on the next Valuation Day after receipt of the conversion application. A conversion commission may be levied in favor of the Distributors; please see the sales prospectus for information on any such commission.

Conversions of units of one sub-fund into another sub-fund are not allowed.

Subscription, conversion and redemption applications will be accepted by the Fund Administrator, the Distributors and sub-distributors and at all Paying Agents.

The Management Company may temporarily or completely suspend the issuance of units, especially when substantial movements on the capital markets or other unforeseeable events of a political, economic or tax nature make this advisable or if it perceives that investing additional inflows would not be appropriate in view of the prevailing situation on the capital markets and could put the investment objective at risk.

This does not affect Articles 10 and 12.

Subscription, conversion and redemption applications received at the Fund Administrator by no later than 4 p.m. CET on a Valuation Day specified in Article 10 of the Management Regulations will be settled on the basis of the Valuation Day stated in Article 10. Subscription, conversion and redemption applications received by the Fund Administrator after 4 p.m. CET will be settled on the basis of the next Valuation Day. If subscription, conversion and redemption applications are settled through the Central Administration, Distributors or sub-distributors, then other procedures and deadlines may apply; the above deadlines at the Fund Administrator remain unchanged, however. The full subscription, conversion and redemption conditions for unit subscriptions through the Central Administration, the Distributor or sub-distributors or the Paying Agents are available from the relevant Paying Agent, Distributor or Sub-distributor.

Subscription, conversion and redemption orders can only be placed with reference at an unknown Net Asset Value.

#### **Article 25 – Depositary of the sub-fund**

The sub-fund's Depositary is CACEIS Bank, Luxembourg Branch

#### **Article 26 – All-in Fee; costs**

The sub-fund pays from the Net Sub-fund Assets an All-in fee of up to 0.35 % p.a.

The All-in fee includes the Fixed Fee and Index Replication Fee.

The Fixed Fee is used to cover any external costs such as depositary / central administration, regulators, auditors, index license fee, set-up fees, other costs.

Not included are:

- any potential extraordinary costs, which are not related to normal business operations
- potential taxes and other duties

The Index Replication Fee is to cover any trading related costs such as swap costs, index tracking costs, funding costs, reinvestment- and rebalancing costs and further index related transaction costs.

Details can be found in the sales prospectus.

**Article 27 – Distribution policy**

Accumulating and distributing units are issued.

**Article 28 – Accounting year**

The accounting year of the sub-fund shall end on 31 December of every year, with the first accounting year ending on 31 December 2018.

**Article 29 – Term of sub-fund**

The sub-fund has been established for an indefinite period.

Luxembourg, 06 November 2018

Management Company  
Structured Invest S.A.

Depositary  
CACEIS Bank, Luxembourg Branch