

DUAL RETURN FUND

**Société d'Investissement à Capital Variable
(Investment company with variable capital)**

**registered in the Luxembourg Trade and Companies Register
under number B 112224**

15. March 2023

The Investment Company described in this prospectus is a Luxembourg investment company (*Société d'Investissement à Capital Variable*) that has been established for an unlimited period in the form of an umbrella fund with one or more subfunds in accordance with Part II of the Luxembourg Law of 17 December 2010 on Undertakings for Collective Investment in Transferable Securities (the "Law of 17 December 2010"). The Investment Company also meets the prerequisites for alternative investment funds ("AIF") as defined in the Luxembourg Law of 12 July 2013 on alternative investment fund managers ("Law of 12 July 2013"), which implements Directive 2011/61/EU of the European Parliament and of the Council of 8 June 2011 on alternative investment fund managers ("AIFM Directive") in Luxembourg. Pursuant to the Law of 12 July 2013 the investment company must be managed by an alternative investment fund manager ("AIFM"). An AIFM may be either the investment company itself or it can appoint an external AIFM. The Board of Directors appointed Axxion S.A. as the external AIFM with effect from 1 July 2014.

This Prospectus is only valid in combination with the respective most-recently published Annual Report, the date of which may not be earlier than sixteen months. If the reference date of the annual report is more than eight months previous, a copy of the semi-annual report should also be given to the purchaser. The legal basis for the purchase of shares is the current Prospectus and the Articles of Association. By purchasing a share, the shareholder accepts the Prospectus, the Articles of Association and all approved and published amendments thereto.

Information or statements may not be released other than as contained in this Prospectus and Articles of Association. The Investment Company is not liable if any information or explanations are given which deviate from the terms of the current Prospectus and Articles of Association.

The Prospectus, the Key Investor Information document, Articles of Association and the relevant business and semi-annual reports are available free of charge at the registered office of the Investment Company, the Management Company, the Custodian, the Paying Agents and any Distributors. The Prospectus and the "Key Investor Information" can also be found on the website www.axxion.lu. Hard copy versions of the above-mentioned documents are also available if so requested by the shareholder.

A key information document in accordance with Regulation (EU) No 1286/2014 may also be created for the Fund and obtained free of charge from the registered office of the Investment Company, the Management Company, the Custodian, the Paying Agents and any Distributors instead of the key investor information document. It will also be available at www.axxion.lu, or can be provided to investors in paper form on request.

Further information can be obtained from the Investment Company at any time during normal business hours. Any dispute between the shareholders and the Company shall be subject to Luxembourg law and the jurisdiction of the competent court of the Grand Duchy of Luxembourg. Regarding the enforcement and recognition of judgements, reference is made to the Council Directive of 22 December 2000 on jurisdiction and recognition and enforcement of judgements in civil and commercial matters.

Board of Directors

Chairman:

Thomas Amend

Managing Partner
fo.con S.A.

Registered office:

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Members:

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Mathias Schmatzer

Head of Legal, Tax, and Compliance
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A-1020 Vienna, Austria

Martin Kreysern

Director
Bank im Bistum Essen eG

Registered office:

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D-45127 Essen, Germany

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|--|--|
| Registered office of the Company: | 15, rue de Flaxweiler L-6776 Grevenmacher, Luxembourg |
| Custodian, Paying Agent | UBS Europe SE, Luxembourg Branch 33A avenue J.F. Kennedy L-1855 Luxembourg, Luxembourg |
| Management company and AIFM | Axxion S.A. 15, rue de Flaxweiler L-6776 Grevenmacher, Luxembourg |
| Central administrator, registration agent, transfer agent and listing agent | navAXX S.A. 17, rue de Flaxweiler L-6776 Grevenmacher, Luxembourg |
| Auditor: | PricewaterhouseCoopers Société cooperative 2, rue Gerhard Mercator L-1014 Luxembourg, Luxembourg |
| Portfolio manager: | Impact Asset Management GmbH Stella-Klein-Löw-Weg 15 A-1020 Vienna, Austria |
| Tax agent in Austria | KPMG Porzellangasse 51 A-1090 Wien, Österreich |

Copies of the Prospectus and further information about it may be obtained from the registered office of the Company:

**15, rue de Flaxweiler
L-6776 Grevenmacher
Luxembourg**

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1. STRUCTURE

The **DUAL RETURN FUND** (the "Company") offers shares ("shares") on the basis of the information contained in this sales prospectus ("Sales Prospectus") and in the documents referred to in it. The Sales Prospectus is supplemented or updated as the need arises, to take account of important changes made to the information contained in it.

The Company is a public limited company in the form of a "*Société d'Investissement à Capital Variable*" ("SICAV") under the law of the Grand Duchy of Luxembourg and consists of one or more separated subfunds ("subfunds").

In accordance with the Articles of Incorporation, the Board of Directors of the Company ("Board of Directors") may issue shares for every subfund. A separate investment portfolio is kept for every subfund and invested according to the investment objective of that particular subfund. - The Company offers investors the possibility of choosing between one or more investment objectives by investing in one or more subfunds.

At present, the Company is offering shares of the "**DUAL RETURN FUND – Vision Microfinance**" (hereinafter "**Vision Microfinance**" or "**VM**") and the "**DUAL RETURN FUND – Vision Microfinance Local Currency**" (hereinafter "**Vision Microfinance Local Currency**" or "**VMLC**") subfunds. If other subfunds are formed, the Prospectus will be updated accordingly.

The Board of Directors may decide at its own discretion to issue different investment classes within the same subfund.

The Board of Directors has taken appropriate care to ensure that the facts contained in this document are true and correct in all essential aspects, and that no other important factual details exist whose omission in this document would lead to a misleading presentation of facts or opinions. The Board of Directors takes responsibility for ensuring this.

No one is authorised to provide information or assurances which go beyond those contained in the Prospectus or in the documents referred to in it.

The sale of the Prospectus and the offering of shares may be restricted in certain jurisdictions. The Prospectus does not constitute an offer or an invitation to buy in a jurisdiction in which that would be unlawful or in which the person making that offer or invitation is not authorised to do so, or in which a person to whom the offer or invitation is made might be in breach of applicable law. All persons in possession of the Prospectus and all persons who would like to subscribe for shares are responsible for familiarising themselves with all applicable laws and provisions of the jurisdictions concerned and for adhering to them.

The Prospectus may only be sold together with the Company's current annual report and, if applicable, the semi-annual report. The report or reports are an integral part of the Prospectus.

Luxembourg

The Company's objective is to invest **at least 20%** of the net assets of each subfund in investments other than the transferable securities and/or liquid investments referred to in Article 41 (1) of the Law of 17 December 2010 relating to securities in its currently applicable form. **The Company is consequently registered in accordance with the provisions of Part II of the Law of 17 December 2010.**

This registration does not, however, entail the approval or rejection, by a Luxembourg authority, of the adequacy or correctness of the Prospectus or the investments kept by the Company. All assurances to the contrary are impermissible and unlawful.

The Company was established on 29 November 2005 and is governed by Luxembourg law, in particular the Law of 10 August 1915 on trading companies and the Law of 17 December 2010 in its currently applicable form. The Company is an AIF as defined in the Law of 12 July 2013 and has appointed Axxion S.A. as an external AIFM. Axxion S.A. is responsible for compliance with the Law of 12 July 2013.

The Articles of Association (the "Articles") were published for the first time on 23 December 2005 in *Mémorial C, Recueil des Sociétés et Associations* (the "Mémorial") and are on file at the Company Register (*Recueil des Sociétés et Associations* "RCS"). On 1 June 2016, the Mémorial was replaced by the Recueil électronique et associations [RESA] information platform from the Company Register in Luxembourg.

The Articles of Association were revised on 24 January 2020, deposited with the RCS and published in RESA.

Interested persons may view the Articles of Association at the RCS; copies are available on request from the Company's registered office.

The Company's share capital at all times corresponds to the aggregate value of the net assets of the combined subfunds.

Germany

In deviation of Section 98(1) of the German Capital Investment Code (KAGB), the shareholders of the subfunds may only request shares to be redeemed and share value to be paid out on specific dates.

USA

The shares are not registered under the United States Securities Act of 1933 in its currently applicable form. Neither is the Company registered under the Investment Company Act of 1940 in its currently applicable form. Consequently, shares of the Company may not be publicly offered or sold in the USA and the territories under its jurisdiction. Neither may they be offered to US persons (according to the definition in Article 10 of the Company's Articles) or in their favour, or acquired by them. Subscribers must declare that they are not US persons and are not subscribing for shares in favour of a US person.

Although the shares are freely transferable, the Board of Directors is empowered under the Articles to establish restrictions which it considers necessary to ensure that shares of the Company are not acquired or held by persons who are in breach of the law or provisions of a country or state authority, or by persons under such circumstances which, in the opinion of the Board of Directors, might cause a liability to arise for the Company, it to be subject to a tax obligation or to be exposed to some other disadvantage which would not otherwise arise, and above all not by US persons as stated above.

Under these powers, the Company can effect a compulsory redemption of all shares held by such a person, in accordance with the provisions of the Articles, and can restrict the exercise of rights from those shares.

The value of the shares can rise or fall. A shareholder might not, when returning shares, receive the originally invested amount back. The financial return on the shares might fluctuate, and changes in exchange rates could increase or diminish the value of the shares. Tax rates, assessment bases and tax relief might change. There can be no guarantee that the Company will achieve its investment objectives.

Investors should collect information and seek to be consulted about the legal requirements with regard to possible tax consequences, foreign exchange restrictions or controls to which they are subject under certain circumstances in accordance with the laws of the country of their citizenship, their domicile or place of residence, and which are relevant for subscribing for, buying, holding, returning or selling shares of the Company.

All references to "EUR" in the Prospectus refer to the legal means of payment of the European Monetary Union (the Company's reference currency). All references to "USD", "CHF", "CZK", "GBP" and "SEK" in the Sales Prospectus refer to the legal means of payment in the US, Switzerland, Czech Republic, the UK and Sweden.

All references to "**share classes with an alternative currency**" refer to all share classes that are not denominated in the respective subfund currency.

All references to a "business day" refer to a day on which banks are open for business in the city of Luxembourg. The shares of the Company's Subfunds can be traded on the Luxembourg Stock Exchange.

2. DURATION

The Company was established for an indefinite period and can be liquidated at any time by the general meeting of shareholders.

3. INVESTMENT OBJECTIVE AND POLICY

3.1. Investment philosophy of the Company

The principal objective of the Company is to enable investors to have an involvement in the microfinance industry. This comparatively new sector is distinguished by its strong growth and holds great promise for the development of emerging capital markets in the next few years.

Microfinance may be defined as the provision of financial services for economically active poor social classes in developing lands and countries in transition. By providing capital for people who are excluded from the official banking sector and economic development, the possibility of a positive self-reinforcing cycle is afforded, i.e. financial security, savings and growth. Micro and small employers are able to work and therefore stabilise their cash flows, create jobs and increase their standard of living.

Micro credit facilities for micro employers have proved themselves all over the world in developing and transitional countries as an excellent means of furthering self-development. The fact that micro credit facilities are granted under normal business conditions contributes to sustained and long-term development, because in this way the lowest level of business activity is stimulated, families' living standards are increased, and self-esteem is heightened. For these reasons the United Nations declared 2005 to be "International Micro Credit Facility Year".

Microfinance can also be regarded as an investment possibility with a double advantage. The microfinance institutes (MFIs) on which the Company focuses offer credit lines and management consultancy to micro employers. These institutes have to be not only financially sound but also profitable. They do not necessarily have to be a bank in the legal sense. If investors' contributions enable these institutes to grow and meet the demands of their clients, they can count on both a social and a financial return. The financial return does not correlate with traditional investment classes and therefore provides an efficient possibility of diversification in a portfolio.

From a geographical point of view, the net subfund assets are invested predominantly in Latin America, Central and Eastern Europe, Asia and Africa.

Leverage

In accordance with the provisions of the Law of 12 July 2013, the Management Company shall, for each sub-fund, notify the competent authorities and the investors of the level of leverage of the relevant sub-fund on the basis of the gross method as well as on the basis of the commitment method. The maximum amount of leverage that may be used is set out in the terms and conditions of the relevant sub-fund.

3.2. Investment objective and investment policy of the subfunds

3.2.1. "Vision Microfinance" subfund

Objective of the investment policy

The main objective of "**Vision Microfinance**" is to generate income from loan transactions by investing and managing the subfund's assets according to the principle of risk diversification. This is done directly by holding bonds of carefully selected MFIs acquired from third parties in the areas described above or indirectly through collateral debt obligations (CDOs). Active business management of the Company's assets held in the sub-fund is excluded, as is the granting of loans by the Company.

The subfund pursues a "double bottom line" return, i.e. both a sustainable positive impact as defined in Article 9(2) of Regulation (EU) 2019/2088 on sustainability-related disclosure requirements in the financial services sector, in particular by targeting financial inclusion (microfinance), sustainable agriculture, community development, renewable energy, healthcare and education, and an attractive financial return by investing mainly in emerging and frontier economies (EFE) through debt securities.

The subfund aims to invest primarily in positive impact sustainable investments as currently exemplified by the United Nations Sustainable Development Goals (SDGs) 2030, adopted by all United Nations Member States in 2015, and aims to promote, inter alia, SDG 1 - No Poverty, SDG 5 - Gender Equality and SDG 8 - Decent Work and Economic Growth.

The subfund's investment strategy takes into account principal adverse impacts ("PAIs") within the meaning of Article 7(1)(a) of Regulation (EU) 2019/2088. In addition, within the framework of the principle of "do no significant harm", PAIs are also used to ensure that

the potential sustainable investments made do not significantly compromise any of the sustainability objectives. For further information on the statutory disclosures under Regulation (EU) 2019/2088, please refer to Annex III of the SFDR Delegated Regulation in this Prospectus.

The subfund can contribute to refinancing MFIs, by directly holding bonds, or indirectly through CDO structures which are issued by such credit institutions and which potentially encompass warrant rights concerning a stake in the capital of the credit institutions. The subfund may also contribute to refinancing MFIs, by acquiring loans granted directly to credit institutions which specialise in refinancing MFIs.

The following investments are among those taken into consideration by the Company:

- certificates of deposit and term money
- short-term loans and credit lines
- sureties and letters of credit
- promissory notes
- medium- and long-term loans
- syndicated loans (syndicate credit)
- subscriptions concerning bond issues
- subordinated loans
- convertible bonds
- stock exchange quoted ordinary shares
- deposits and loans at banks and investment institutions (second tier)
- sureties and letters of credit at banks and investment institutions (second tier)
- subscription for asset-backed securities (ABS)
- subscription for collateral debt obligations (CDO)

The subfund can also, to a restricted extent, hold shares not quoted on the stock exchange, which are issued by MFIs. The list presented above contains securities in the microfinance field which are currently available on the market. The subfund reserves the right to extend this list to include newly developed securities with a clear reference to microfinance.

Most of the loan transactions are settled in USD and EUR (however, investments can also be denominated in locally convertible currencies) and will have a validity period of under 5 years.

Also, loans to MFI which are not denominated in subfund currency and/or share class currency must not amount to more than 20% of the total assets of the Company at the time the loan transaction is carried out ("loans in local currency").

For the management of the subfund the focus is on loan receivables from carefully selected MFIs and not on interest rate or foreign exchange trading. There is no contractual restriction on specific types of unsecuritised loan assets for the subfund.

Those subfund assets which are not invested in the aforementioned investments in favour of MFIs are invested in cash, liquid assets, stock exchange quoted or non-stock exchange quoted securities. Such investments are supplementary and are not to be regarded as the Company's core objective.

In addition, the subfund may acquire shares and similar securities service providers that supply services for organisations operating in the microfinance field, as long as these facilitate access to services that are beneficial to the purpose of the subfund. The services include in particular those services that are used for the acquisition or hedging of currencies for which the subfund would otherwise not be able to obtain any hedging or only disproportionately expensive hedging.

Before each valuation day, for each share class of the subfund, all investments which are not denominated in the currency of a particular share class are converted into the appropriate currency on the basis of the applicable market exchange rates.

Currencies in the sub-fund's portfolio that are denominated in currencies of share classes with an alternative currency are generally hedged against the sub-fund currency.

Loans in local currencies can be, but do not have to be, hedged against currency risks.

The currency of the subfund is EUR.

The currencies of the share classes are the EUR, USD, CHF, CZK, GBP or SEK, depending on their respective designation.

Share classes with an alternative currency should mirror the performance of the EUR-denominated share classes directly in the respective alternative currency,

without any substantial currency influence. This means that currency shifts between the individual alternative currency and EUR should be eliminated by means of currency-hedging transactions. This may incur a hedging fee, which varies on a daily basis. This hedging depends on cash inflow and outflow, and does not fully exclude exchange-rate risks. There is no guarantee that such risks will not have a negative impact. The costs of the hedge are borne by the individual share class with an alternative currency. In the case of all other share classes, these hedging transactions have no influence on performance.

Risk profile of the sub-fund

Because of the composition of the fund's assets, there is the prospect of moderate earnings, although it is countered by a moderate level of risk.

The primary risks are associated with currency, credit, counterparty defaulting, issuer defaulting, share price and liquidity risks and risks resulting from changes in the market level.

Typical investor profile

The Fund is suitable for institutional and well-informed private investors with a diversified portfolio, for which the subfund offers additional advantages through risk-adjusted performance and diversification. Institutional investors are primarily insurance companies, pension funds, foundations, banks, etc. Although the history of microfinance shows that this concerns an investment class of inconsiderable volatility and that the Fund will always be diversified with respect to regions, countries and individual MFIs, greater volatility – including payment default on the part of an MFI – cannot be ruled out. Investors should therefore be in a position to offset this, without having to return their shares. We therefore recommend an investment horizon of at least three years. Past performance is not necessarily an indicator of future returns. There is no guarantee that investors will receive back the full amount they have invested.

Leverage

Leverage can arise both from the use of derivatives and from borrowing.

The maximum amount of leverage that can be used for this subfund is 5.00 using the gross method.

The maximum amount of leverage that can be used for this subfund is 2.00 using the commitment method.

ANNEX III

Pre-contractual disclosure for the financial products referred to in Article 9, paragraphs 1 to 4a of Regulation (EU) 2019/2088

Product name

DUAL RETURN FUND - Vision Microfinance

Company ID (LEI code)

DUAL RETURN FUND: 529900Y7W461C8IFFT50

Sustainable investment means an investment in an economic activity that contributes to an environmental or social objective, provided that such investment does not significantly harm any environmental or social objective and that the investee companies follow good governance practices.

The **EU Taxonomy** is a classification system set out in Regulation (EU) 2020/852 that provides a list of **environmentally sustainable economic activities**. This Regulation does not include a list of socially sustainable economic activities. Sustainable investments with an environmental objective might or might not be taxonomy compliant.

Sustainable investment objective

| Is this financial product aimed at sustainable investments? | |
|---|--|
| ●● <input checked="" type="checkbox"/> Yes | ● <input type="checkbox"/> No |
| <input type="checkbox"/> It will make a minimum of _% in sustainable investments with an environmental objective : <input type="checkbox"/> in economic activities that qualify as environmentally sustainable under the EU Taxonomy <input type="checkbox"/> economic activities that do not qualify as environmentally sustainable under the EU Taxonomy | <input type="checkbox"/> It promotes Environmental/Social (E/S) characteristics and while it does not have as its objective a sustainable investment, it will have a minimum of _% in sustainable investments <input type="checkbox"/> with an environmental objective in economic activities that qualify as environmentally sustainable under the EU Taxonomy <input type="checkbox"/> with an environmental objective in Economic activities that do not qualify as environmentally sustainable under the EU Taxonomy <input type="checkbox"/> with a social objective in |
| <input checked="" type="checkbox"/> It will make a minimum of sustainable investments with a social objective : 75 % | <input type="checkbox"/> It promotes E/S characteristics, but will not make any sustainable investments . |



Which sustainable investment goal does this financial product aim to fulfil?

The sub-fund aims to invest mainly in sustainable assets with positive impact as currently embodied in the United Nations Sustainable Development Goals (SDGs) 2030, which were adopted by all United Nations Member States in 2015, and aims to promote SDG 1, SDG 5 and SDG 8 as follows.

The sub-fund may also achieve other SDGs in line with its investment philosophy/strategy for which there is no guarantee that the goals will be met.

Further details of the sub-fund's contribution to the above SDGs are set out below:

SDG 1: No Poverty

Target 1.4 "By 2030 ensure that all men and women, in particular the poor and the vulnerable, have equal rights to economic resources, as well as access to basic services, ownership, and control over land and other forms of property, inheritance, natural resources, appropriate new technology, and financial services, including microfinance."

The sub-fund's SDG 1 contribution:

"Ensure that low-income people have access to financial services, including microfinance."

The sub-fund contributes to SDG1, Target 1.4 where the majority of investments serve the activities and needs of low-income households, including but not limited to the provision of microcredit and small loans for household needs, housing and education.

SDG 5: Gender Equality

Target 5.1 "End all forms of discrimination against all women and girls everywhere."

The sub-fund's SDG 5 contribution:

"Provide women with equal access to economic resources and opportunities."

The sub-fund contributes to SDG 5, target 5.1, where investments for its majority-supporting activities contribute to the advancement of women's needs and women's empowerment, including but not limited to a portfolio of loans extended to women borrowers.

SDG 8: Decent work and economic growth

Target 8.3 "Promote development-oriented policies that support productive activities, decent job creation, entrepreneurship, creativity and innovation, and encourage the formalisation and growth of micro-, small- and medium-sized enterprises, including through access to financial services."

Target 8.10 "Strengthen the capacity of domestic financial institutions to encourage and expand access to banking, insurance and financial services for all."

The sub-fund's SDG 8 contribution:

"Promote the growth of SMEs."

"Strengthen the capacity of domestic financial institutions to expand access to banking and financial services for all."

The sub-fund contributes to SDG 8, target 8.3 where the majority of investments are used for micro, or SME business loans.

Sustainability indicators measure how the environmental or social characteristics promoted by the financial product are attained.

What sustainability indicators are used to measure the attainment of the sustainable investment objective of this financial product?

The sustainable measurement of the sub-fund's investments is regularly assessed on the basis of continuously evolving sustainable performance standards. In addition to the proportion of investments allocated to each SDG, the key non-financial indicators used by the fund manager to measure the attainment of its sustainable investment objective include the following:

SDG 1: Number of end-borrowers reached through microcredit facilities

SDG 5: Number of women and borrowers reached

SDG 8: Number of end-borrowers reached through SME loans

Principal adverse impacts are the most significant negative

What is done to ensure that sustainable investments do not significantly compromise the environmental or social sustainable investment goal?

The sub-fund's sustainable investments are initially screened to ensure that they do not cause significant harm to any environmentally or socially sustainable investment objective.

impacts of investment decisions on sustainability factors relating to environmental, social and employee matters, respect for human rights, anti-corruption and anti-bribery matters.

The principal adverse impact (PAI) risk assessment is a key part of the sub-fund's investment process. As part of the research, analysis and decision-making processes, the fund manager applies:

- 1) An exclusion on investments that cause significant harm to sustainable investment objectives in the form of an exclusion list including e.g. production or trade of weapons, commercial logging in primary tropical forests and production or activities that involve harmful or exploitative forms of labour, whenever possible, depending on the type of investment.
- 2) The purpose of an ESG assessment is to evaluate and monitor the risk of occurrence of principal adverse impacts (PAIs) that the investment may cause on sustainability factors. It allows the fund manager to filter for investments that have been rated as having a low risk of damaging sustainability factors.

How have the indicators for adverse impacts on sustainability factors been taken into account?

The fund manager takes into account principal adverse impacts (PAI) on sustainability factors along the entire investment value chain.

Given that these PAI indicators are particularly difficult to collect from non-EU investee companies, the fund manager aligns with market developments to be able to provide relevant data from invested institutions.

The available PAI indicators will be published in the financial reports from 2023 onwards.

How are the sustainable investments aligned with the OECD Guidelines for Multinational Enterprises and the UN Guiding Principles on Business and Human Rights? Details:

The fund manager's ESG assessment is based in part on the International Finance Corporation (IFC) Performance Standards, which are largely based on other international standards such as the United Nations (UN) Guiding Principles on Business and Human Rights, the International Bill of Human Rights, the International Labour Organisation Standards and the Equator Principles, but not on the Organisation for Economic Co-operation and Development (OECD) Guidelines for Multinational Enterprises, as the sub-fund invests mainly in small and medium-sized enterprises in emerging and frontier economies.

UN Guiding Principles on Business and Human Rights:
Broadly reflected in the sub-fund or adapted to its investments.

OECD Guidelines for Multinational Enterprises and important considerations for banks implementing the OECD Guidelines for Multinational Enterprises:

The Guidelines are not applicable as the sub-fund's investments mainly benefit small and medium-sized enterprises in emerging markets. Standards such as human rights, employment, environment, bribery, consumer interests, competition and taxation are taken into account and adapted to each investment. Science and technology are outside the scope of consideration.

The main considerations for the sub-fund are microfinance institutions, banks and leasing companies. The following six considerations are largely covered by the fund manager's methodology for investing in banks:

- 1) Embedding responsible business conduct into policies and management systems
- 2) Identifying and assessing actual and potential adverse impacts
- 3) Preventing, ending or mitigating adverse impacts
- 4) Tracking implementation and results
- 5) Communicating how impacts are being addressed
- 6) Where required, providing for improvement or remediation and/or participating in a collaborative effort to improve or remediate.



Does this financial product take into account the principal adverse impacts on sustainability factors?

- Yes.
 No.

The fund manager integrates the risk of principal adverse impacts (PAI) occurring into the sub-fund's core investment process through its research, analysis and decision-making processes as part of the ESG risk analysis.

The fund manager does this primarily through:

- 1) An exclusion on investments that cause significant harm to sustainable investment objectives in the form of an exclusion list including e.g. production or trade of weapons, commercial logging in primary tropical forests and production or activities that involve harmful or exploitative forms of labour, whenever possible, depending on the type of investment.
- 2) The purpose of an ESG assessment is to evaluate and monitor the risk of occurrence of principal adverse impacts (PAIs) that the investment may cause on sustainability factors. It allows the fund manager to filter for investments that have been rated as having a low risk of damaging sustainability factors.

This ESG analysis assesses the PAI prior to the start of the investment and through regular monitoring. This monitoring may lead to a reassessment of investment decisions.

Further information on the principal adverse impacts on sustainability factors to be disclosed in accordance with Article 11(2) of Regulation (EU) 2019/2088 is available on the website:

<https://www.axxion.lu/de/fonds/detail/LU0306115196/showDownloads?cHash=8732af2823f9100456db9e554813cbfa>



The **investment strategy** serves as a guide for investment decisions, considering certain criteria such as investment objectives or risk tolerance.

What investment strategy does this financial product follow?

The essential objective of "Vision Microfinance" is to seek income from lending transactions. This is done by investing and managing the sub-fund's assets in accordance with the principle of risk diversification. This is done directly by holding bonds of carefully selected MFIs acquired from third parties in the areas described above or indirectly through collateral debt obligations (CDOs). Investments are evaluated and selected on the basis of key financial indicators and their respective social contribution, for example on the basis of the United Nations Sustainable Development Goals (UN SDGs).

Active entrepreneurial management of the Company's assets held in the sub-fund and the granting of loans by the Company is excluded.

Compliance with the investment strategy is ensured by continuous internal monitoring.

Further information on this can be found in the sub-fund-specific Annex to the Prospectus.

What are the binding elements of the investment strategy used to select investments to achieve the sustainable investment objective?

In order to achieve the sustainable investment objective, the fund manager verifies that the investment is aligned with at least one of the targeted SDGs. The allocation of an SDG to an investment is made according to internal methods. The purpose of the ESG analysis is to monitor that the investee does not prevent the sub-fund from achieving the sustainable investment objective while causing significant harm to sustainability factors.

Good governance practices include sound management structures, employee relations, remuneration of staff and tax compliance.

What is the policy to assess good governance practices of the investee companies?

The fund manager assesses the corporate governance or good governance practices of the invested institutions through due diligence, which is conducted on a regular basis.

The criteria used to assess the governance practices of the investments typically include the composition, structure, quality and independence of the supervisory board, as well as alignment with a company's mission and compliance with AML/CFT rules. These criteria are constantly evolving - in response to changing regulations and business practices.



Asset allocation describes the share of investments in specific assets.

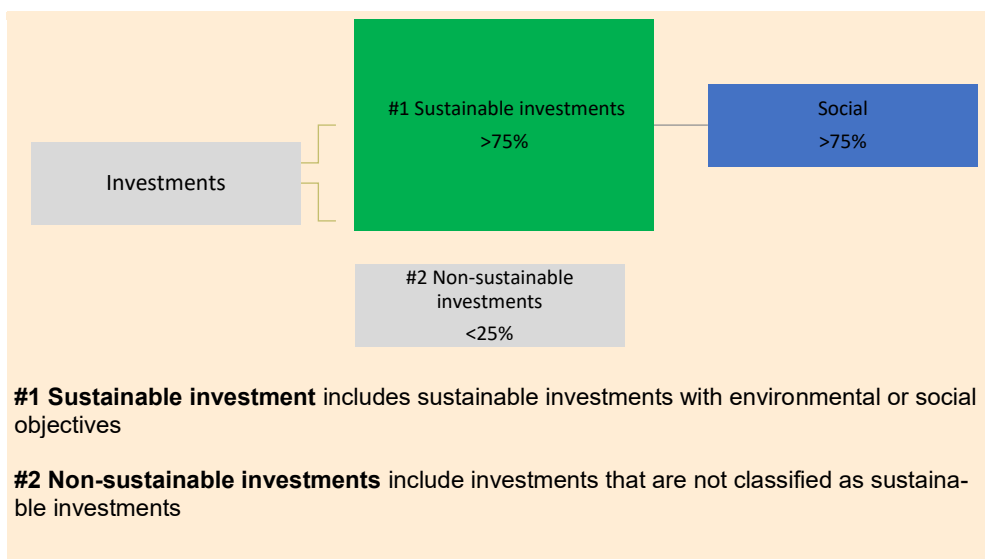
What is the asset allocation and the minimum share of sustainable investments?

The essential objective of "Vision Microfinance" is to seek income from lending transactions. This is done by investing and managing the sub-fund's assets in accordance with the principle of risk diversification. This is done directly by holding bonds of carefully selected MFIs acquired from third parties in the areas described above or indirectly through collateral debt obligations (CDOs). Investments are evaluated and selected on the basis of key financial indicators and their respective social contribution, for example on the basis of the United Nations Sustainable Development Goals (UN SDGs).

In addition, at least 75% of the net asset value shall be invested in sustainable investments, of which at least 75% of the net asset value shall be invested in socially sustainable investments. Up to 25% of the net asset value shall be invested in non-sustainable investments.

Taxonomy-compliant activities expressed by the proportion of:

- **Turnover** reflecting the share of revenue from green activities of investee companies
- **Capital expenditure (CapEx)**, which demonstrate the green investments of the companies invested in, e.g. for transition to a green economy.
- **Operational expenditure (OpEx)**, which reflect green operational activities of investee companies.



How does the use of derivatives achieve the sustainable investment objective?

No derivatives are used that contribute to a sustainable investment objective. Nevertheless, no sustainability goals are compromised.

The fund can use techniques and instruments such as derivatives for efficient management and hedging purposes. Investment in financial derivative instruments is not the fund's objective and therefore does not seek to achieve a sustainable investment objective.

However, the provision of local currency financing is considered part of the fund's mission to ensure that invested institutions also lend in local currency to their own borrowers, thus protecting them from exchange rate risks.



To what minimum extent are sustainable investments with an environmental objective aligned with the EU Taxonomy?

As the sub-fund invests in economic activities that do not qualify as environmentally sustainable under the EU taxonomy, no application is made.

Did the financial product invest in EU tax compliant fossil gas and/or nuclear energy activities*?

YES

fossil gas

nuclear energy

NO

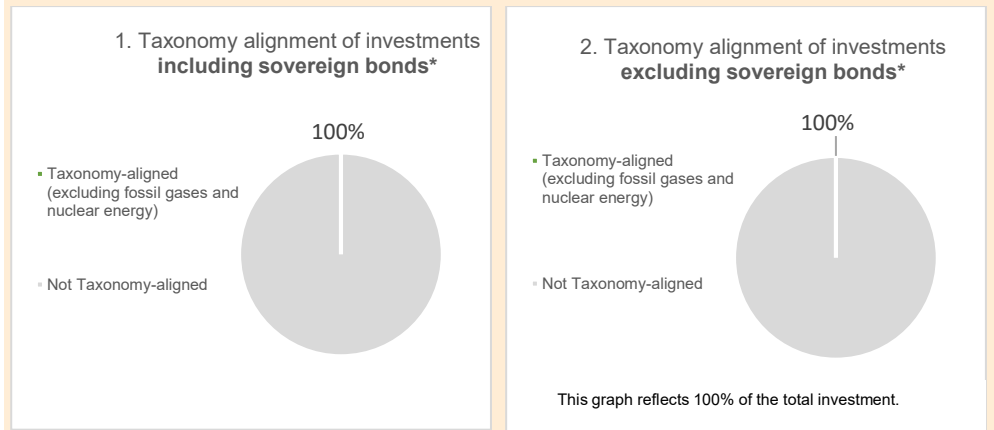
In terms of EU taxonomy compliance, the criteria for **fossil gas** include limiting emissions and switching to fully renewable energy or low-carbon fuels by the end of 2035. The criteria for **nuclear energy** include comprehensive safety and waste management requirements.

*Fossil gas and/or nuclear activities are only EU taxonomy compliant if they contribute to climate change ("climate change mitigation") and do not significantly affect any EU taxonomy objective - see explanations in the left margin. The full criteria for EU taxonomy compliant economic activities in the area of fossil gas and nuclear energy are set out in Commission Delegated Regulation (EU) 2022/1214.

Enabling activities have the direct enabling effect that other activities make a significant contribution to the environmental objectives

Transitional activities are activities for which low-carbon alternatives are not yet available and among others have greenhouse gas emission levels corresponding to the best performance.

The two graphs below show the minimum percentage of investments that are aligned with the EU Taxonomy in green. As there is no appropriate methodology to determine the taxonomy alignment of sovereign bonds*, the first graph shows the Taxonomy alignment in relation to all the investments of the financial product including sovereign bonds, while the second graph shows the Taxonomy alignment only in relation to the investments of the financial product other than sovereign bonds.



*For the purpose of these graphs, 'sovereign bonds' consist of all sovereign exposures

What is the minimum share of investments in transitional and enabling activities?

Not applicable to the sub-fund.



What is the minimum share of sustainable investments with an environmental objective that are not aligned with the EU Taxonomy?

Not applicable to the sub-fund.

 are sustainable investments with an environmental objective that **do not take into account the criteria** for environmen-

tally sustainable economic activities under the EU Taxonomy.



What is the minimum share of socially sustainable investments?

The fund aims to invest at least 75% of its assets in sustainable investments with a social objective.



What investments are included under “#2 Non-sustainable investments”, what is their purpose and are there any minimum environmental or social safeguards?

Under “#2 Non-sustainable investments”, investments that do not pursue any social or environmental objectives or characteristics are considered.

These investments are for hedging, diversification purposes and liquidity management. For hedging and liquidity management purposes, the fund invests in currency futures contracts and holds liquidity in the form of bank deposits.

The share of assets held in non-sustainable investments has no impact on the achievement of the sustainable investment objective, even if it does not directly contribute to the achievement.



Is there a specific index that is used as a benchmark to achieve the sustainable investment target?

No index has been designated as the reference benchmark as existing indices are not appropriate given the nature of the sub-fund's investments.

To what extent does the benchmark consider sustainability factors on an ongoing basis in line with the sustainable investment objective?

Not applicable

How is the continuous alignment of the investment strategy with the index methodology ensured?

Not applicable

How does the particular index differ from that of a relevant broad market index?

Not applicable

Where can I find the method used to calculate the particular index?

Not applicable



Where can I find more product-specific information online? Further product-specific information is available at:

<https://www.axxion.lu/de/fonds/detail/LU0306115196/showDownloads?cHash=8732af2823f9100456db9e554813cbfa>

3.2.2. "Vision Microfinance Local Currency" subfund

Objective of the investment policy

The main objective of "**Vision Microfinance Local Currency**" is to generate income from loan transactions in local currency by investing and managing the subfund's assets according to the principle of risk diversification. This is done directly by holding bonds of carefully selected MFIs acquired from third parties in the areas described above or indirectly through collateral debt obligations (CDOs). Active business management of the Company's assets held in the subfund is excluded, as is the granting of loans by the Company.

The subfund pursues a "double bottom line" return, i.e. both a sustainable positive impact as defined in Article 9(2) of Regulation (EU) 2019/2088 on sustainability-related disclosure requirements in the financial services sector, in particular by targeting financial inclusion (microfinance), sustainable agriculture, community development, renewable energy, healthcare and education, and an attractive financial return by investing mainly in emerging and frontier economies (EFE) through debt securities.

The subfund aims to invest primarily in positive impact sustainable investments as currently exemplified by the United Nations Sustainable Development Goals (SDGs) 2030, adopted by all United Nations Member States in 2015, and aims to promote, inter alia, SDG 1 - No Poverty, SDG 5 - Gender Equality and SDG 8 - Decent Work and Economic Growth.

The subfund's investment strategy takes into account principal adverse impacts ("PAIs") within the meaning of Article 7(1)(a) of Regulation (EU) 2019/2088. In addition, within the framework of the principle of "do no significant harm", PAIs are also used to ensure that the potential sustainable investments made do not significantly compromise any of the

sustainability objectives. For further information on the statutory disclosures under Regulation (EU) 2019/2088, please refer to Annex III of the SFDR Delegated Regulation in this Prospectus.

The subfund can contribute to refinancing MFIs, by directly holding debt securities, or indirectly through CDO structures which potentially encompass option rights concerning a stake in the capital of the credit institutions. The subfund may also contribute to refinancing MFIs, by acquiring loans granted directly to credit institutions which specialise in refinancing MFIs.

The following investments are among those taken into consideration by the Company:

- certificates of deposit and term money
- short-term loans and credit lines
- sureties and letters of credit
- promissory notes
- medium- and long-term loans
- syndicated loans (syndicate credit)
- subscriptions concerning bond issues
- subordinated loans
- convertible bonds
- stock exchange quoted ordinary shares
- deposits and loans at banks and investment institutions (second tier)
- sureties and letters of credit at banks and investment institutions (second tier)
- subscription for asset-backed securities (ABS)
- subscription for collateral debt obligations (CDO)

The subfund can also, to a restricted extent, hold shares not quoted on the stock exchange, which are issued by MFIs. The list presented above contains securities in the microfinance field which are currently available on the market. The subfund reserves the right to extend this list to include newly developed securities with a clear reference to microfinance.

Most of the loan transactions are settled in local currency and will have a validity period of under 5 years.

For the management of the subfund the focus is on loan receivables from carefully selected MFIs and not on interest rate or foreign exchange trading. There is no contractual restriction on specific types of unsecuritised loan assets for the subfund.

Those subfund assets which are not invested in the aforementioned investments in favour of MFIs are invested in **cash, liquid assets, stock exchange quoted or non-stock exchange quoted securities**. Such investments are supplementary.

Before each valuation day, for each share class of the subfund, all investments which are not denominated in the currency of a particular share class are converted into the appropriate currency on the basis of the applicable market exchange rates.

Currencies in the sub-fund's portfolio which are denominated in currencies of share classes with an alternative currency are generally not hedged against the sub-fund currency, unless explicitly provided for.

Investments in local currencies are not hedged against currency risks.

The currency of the subfund is USD.

The currencies of the share classes are the EUR, USD, CHF, CZK, GBP or SEK, depending on their respective designation.

Share classes with an alternative currency should mirror the performance of the USD-denominated share classes directly in the respective alternative currency, without any substantial currency influence. This means that currency shifts between the individual alternative currency and USD should be eliminated by means of currency-hedging transactions. This may incur a hedging fee, which varies on a daily basis. This hedging depends on cash inflow and outflow, and does not fully exclude exchange-rate risks. There is no guarantee that such risks will not have a negative impact. The costs of the hedge are borne by the individual share class with an alternative currency. In the case of all other share classes, these hedging transactions have no influence on performance.

Risk profile of the sub-fund

Because of the composition of the fund's assets, there is the prospect of moderate earnings, although it is countered by a moderate level of risk.

The primary risks are associated with currency, credit, counterparty defaulting, issuer defaulting, share price and liquidity risks and risks resulting from changes in the market level.

Typical investor profile

The Fund is suitable for institutional and well-informed private investors with a diversified portfolio, for which the subfund offers additional advantages through risk-adjusted performance and diversification. Institutional investors are primarily insurance companies, pension funds, foundations, banks, etc. Although the history of microfinance shows that this concerns an investment class of inconsiderable volatility and that the Fund will always be diversified with respect to regions, countries and individual MFIs, greater volatility – including payment default on the part of an MFI – cannot be ruled out. Investors should therefore be in a position to offset this, without having to return their shares. We therefore recommend an investment horizon of at least three years.

Past performance is not necessarily an indicator of future returns. There is no guarantee that investors will receive back the full amount they have invested.

Leverage

Leverage can arise both from the use of derivatives and from borrowing.

The maximum amount of leverage that can be used for this subfund is 5.00 using the gross method.

The maximum amount of leverage that can be used for this subfund is 2.00 using the commitment method.

ANNEX III

Pre-contractual disclosure for the financial products referred to in Article 9, paragraphs 1 to 4a of Regulation (EU) 2019/2088

Product name

DUAL RETURN FUND – Vision Microfinance Local Currency

Company ID (LEI code)

DUAL RETURN FUND: 529900Y7W461C8IFFT50

Sustainable investment means an investment in an economic activity that contributes to an environmental or social objective, provided that such investment does not significantly harm any environmental or social objective and that the investee companies follow good governance practices.

The **EU Taxonomy** is a classification system set out in Regulation (EU) 2020/852 that provides a list of **environmentally sustainable economic activities**. This Regulation does not include a list of socially sustainable economic activities. Sustainable investments with an environmental objective might or might not be taxonomy compliant.

Sustainable investment objective

| Is this financial product aimed at sustainable investments? | |
|---|--|
| <input checked="" type="radio"/> <input type="radio"/> <input checked="" type="checkbox"/> Yes | <input type="radio"/> <input type="radio"/> <input type="checkbox"/> No |
| <input type="checkbox"/> It will make a minimum of _% in sustainable investments with an environmental objective: <ul style="list-style-type: none"> <input type="checkbox"/> in economic activities that qualify as environmentally sustainable under the EU Taxonomy <input type="checkbox"/> economic activities that do not qualify as environmentally sustainable under the EU Taxonomy | <input type="checkbox"/> It promotes Environmental/Social (E/S) characteristics and while it does not have as its objective a sustainable investment, it will have a minimum share of _% in sustainable investments <ul style="list-style-type: none"> <input type="checkbox"/> with an environmental objective in economic activities that qualify as environmentally sustainable under the EU Taxonomy <input type="checkbox"/> with an environmental objective in Economic activities that do not qualify as environmentally sustainable under the EU Taxonomy <input type="checkbox"/> with a social objective in |
| <input checked="" type="checkbox"/> It will make a minimum of sustainable investments with a social objective: 75 % | <input type="checkbox"/> It promotes E/S characteristics, but will not make any sustainable investments. |



Which sustainable investment goal does this financial product aim to fulfil?

The sub-fund aims to invest mainly in sustainable assets with positive impact as currently embodied in the United Nations Sustainable Development Goals (SDGs) 2030, which were adopted by all United Nations Member States in 2015, and aims to promote SDG 1, SDG 5 and SDG 8 as follows.

The sub-fund may also achieve other SDGs in line with its investment philosophy/strategy for which there is no guarantee that the goals will be met.

Further details of the sub-fund's contribution to the above SDGs are set out below:

SDG 1: No Poverty

Target 1.4 "By 2030 ensure that all men and women, in particular the poor and the vulnerable, have equal rights to economic resources, as well as access to basic services, ownership, and control over land and other forms of property, inheritance, natural resources, appropriate new technology, and financial services, including microfinance."

The sub-fund's SDG 1 contribution:

"Ensure that low-income people have access to financial services, including microfinance."

The sub-fund contributes to SDG1, Target 1.4 where the majority of investments serve the activities and needs of low-income households, including but not limited to the provision of microcredit and small loans for household needs, housing and education.

SDG 5: Gender Equality

Target 5.1 "End all forms of discrimination against all women and girls everywhere."

The sub-fund's SDG 5 contribution:

"Provide women with equal access to economic resources and opportunities."

The sub-fund contributes to SDG 5, target 5.1, where investments for its majority-supporting activities contribute to the advancement of women's needs and women's empowerment, including but not limited to a portfolio of loans extended to women borrowers.

SDG 8: Decent work and economic growth

Target 8.3 "Promote development-oriented policies that support productive activities, decent job creation, entrepreneurship, creativity and innovation, and encourage the formalisation and growth of micro-, small- and medium-sized enterprises, including through access to financial services."

Target 8.10 "Strengthen the capacity of domestic financial institutions to encourage and expand access to banking, insurance and financial services for all."

The sub-fund's SDG 8 contribution:

"Promote the growth of SMEs."

"Strengthen the capacity of domestic financial institutions to expand access to banking and financial services for all."

The sub-fund contributes to SDG 8, target 8.3 where the majority of investments are used for micro, or SME business loans.

Sustainability indicators measure how the environmental or social characteristics promoted by the financial product are attained.

What sustainability indicators are used to measure the attainment of the sustainable investment objective of this financial product?

The sustainable measurement of the sub-fund's investments is regularly assessed on the basis of continuously evolving sustainable performance standards. In addition to the proportion of investments allocated to each SDG, the key non-financial indicators used by the fund manager to measure the attainment of its sustainable investment objective include the following:

SDG 1: Number of end-borrowers reached through microcredit facilities

SDG 5: Number of women and borrowers reached

SDG 8: Number of end-borrowers reached through SME loans

Principal adverse impacts are the most significant negative

What is done to ensure that sustainable investments do not significantly compromise the environmental or social sustainable investment goal?

The sub-fund's sustainable investments are initially screened to ensure that they do not cause significant harm to any environmentally or socially sustainable investment objective.

impacts of investment decisions on sustainability factors relating to environmental, social and employee matters, respect for human rights, anti-corruption and anti-bribery matters.

The principal adverse impact (PAI) risk assessment is a key part of the sub-fund's investment process. As part of the research, analysis and decision-making processes, the fund manager applies:

- 1) An exclusion on investments that cause significant harm to sustainable investment objectives in the form of an exclusion list including e.g. production or trade of weapons, commercial logging in primary tropical forests and production or activities that involve harmful or exploitative forms of labour, whenever possible, depending on the type of investment.
- 2) The purpose of an ESG assessment is to evaluate and monitor the risk of occurrence of principal adverse impacts (PAIs) that the investment may cause on sustainability factors. It allows the fund manager to filter for investments that have been rated as having a low risk of damaging sustainability factors.

How have the indicators for adverse impacts on sustainability factors been taken into account?

The fund manager takes into account principal adverse impacts (PAI) on sustainability factors along the entire investment value chain.

Given that these PAI indicators are particularly difficult to collect from non-EU investee companies, the fund manager aligns with market developments to be able to provide relevant data from invested institutions.

The available PAI indicators will be published in the financial reports from 2023 onwards.

How are the sustainable investments aligned with the OECD Guidelines for Multinational Enterprises and the UN Guiding Principles on Business and Human Rights? Details:

The fund manager's ESG assessment is based in part on the International Finance Corporation (IFC) Performance Standards, which are largely based on other international standards such as the United Nations (UN) Guiding Principles on Business and Human Rights, the International Bill of Human Rights, the International Labour Organisation Standards and the Equator Principles, but not on the Organisation for Economic Co-operation and Development (OECD) Guidelines for Multinational Enterprises, as the sub-fund invests mainly in small and medium-sized enterprises in emerging and frontier economies.

UN Guiding Principles on Business and Human Rights:
Broadly reflected in the sub-fund or adapted to its investments.

OECD Guidelines for Multinational Enterprises and important considerations for banks implementing the OECD Guidelines for Multinational Enterprises:

The Guidelines are not applicable as the sub-fund's investments mainly benefit small and medium-sized enterprises in emerging markets. Standards such as human rights, employment, environment, bribery, consumer interests, competition and taxation are taken into account and adapted to each investment. Science and technology are outside the scope of consideration.

The main considerations for the sub-fund are microfinance institutions, banks and leasing companies. The following six considerations are largely covered by the fund manager's methodology for investing in banks:

- 1) Embedding responsible business conduct into policies and management systems
- 2) Identifying and assessing actual and potential adverse impacts
- 3) Preventing, ending or mitigating adverse impacts
- 4) Tracking implementation and results
- 5) Communicating how impacts are being addressed
- 6) Where required, providing for improvement or remediation and/or participating in a collaborative effort to improve or remediate.



Does this financial product take into account the principal adverse impacts on sustainability factors?

Yes.

No.

The fund manager integrates the risk of principal adverse impacts (PAI) occurring into the sub-fund's core investment process through its research, analysis and decision-making processes as part of the ESG risk analysis.

The fund manager does this primarily through:

1) An exclusion on investments that cause significant harm to sustainable investment objectives in the form of an exclusion list including e.g. production or trade of weapons, commercial logging in primary tropical forests and production or activities that involve harmful or exploitative forms of labour, whenever possible, depending on the type of investment.

2) The purpose of an ESG assessment is to evaluate and monitor the risk of occurrence of principal adverse impacts (PAIs) that the investment may cause on sustainability factors. It allows the fund manager to filter for investments that have been rated as having a low risk of damaging sustainability factors.

This ESG analysis assesses the PAI prior to the start of the investment and through regular monitoring. This monitoring may lead to a reassessment of investment decisions.

Further information on the principal adverse impacts on sustainability factors to be disclosed in accordance with Article 11(2) of Regulation (EU) 2019/2088 is available on the website:

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The **investment strategy** serves as a guide for investment decisions, considering certain criteria such as investment objectives or risk tolerance.

What investment strategy does this financial product follow?

The essential objective of "Vision Microfinance" is to seek income from lending transactions. This is done by investing and managing the sub-fund's assets in accordance with the principle of risk diversification. This is done directly by holding bonds of carefully selected MFIs acquired from third parties in the areas described above or indirectly through collateral debt obligations (CDOs). Investments are evaluated and selected on the basis of key financial indicators and their respective social contribution, for example on the basis of the United Nations Sustainable Development Goals (UN SDGs).

Active entrepreneurial management of the Company's assets held in the sub-fund and the granting of loans by the Company is excluded.

Compliance with the investment strategy is ensured by continuous internal monitoring.

Further information on this can be found in the sub-fund-specific Annex to the Prospectus.

What are the binding elements of the investment strategy used to select investments to achieve the sustainable investment objective?

In order to achieve the sustainable investment objective, the fund manager verifies that the investment is aligned with at least one of the targeted SDGs. The allocation of an SDG to an investment is made according to internal methods. The purpose of the ESG analysis is to monitor that the investee does not prevent the sub-fund from achieving the sustainable investment objective while causing significant harm to sustainability factors.

Good governance practices include sound management structures, employee relations, remuneration of staff and tax compliance.

What is the policy to assess good governance practices of the investee companies?

The fund manager assesses the corporate governance or good governance practices of the invested institutions through due diligence, which is conducted on a regular basis.

The criteria used to assess the governance practices of the investments typically include the composition, structure, quality and independence of the supervisory board, as well as alignment with a company's mission and compliance with AML/CFT rules. These criteria are constantly evolving - in response to changing regulations and business practices.



Asset allocation describes the share of investments in specific assets.

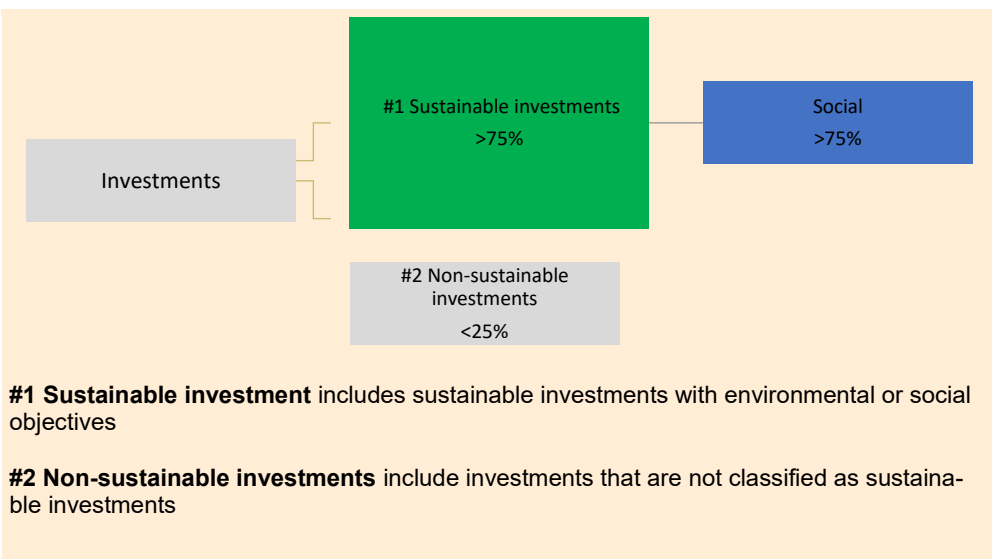
What is the asset allocation and the minimum share of sustainable investments?

The essential objective of "Vision Microfinance" is to seek income from lending transactions. This is done by investing and managing the sub-fund's assets in accordance with the principle of risk diversification. This is done directly by holding bonds of carefully selected MFIs acquired from third parties in the areas described above or indirectly through collateral debt obligations (CDOs). Investments are evaluated and selected on the basis of key financial indicators and their respective social contribution, for example on the basis of the United Nations Sustainable Development Goals (UN SDGs).

In addition, at least 75% of the net asset value shall be invested in sustainable investments, of which at least 75% of the net asset value shall be invested in socially sustainable investments. Up to 25% of the net asset value shall be invested in non-sustainable investments.

Taxonomy-compliant activities expressed by the proportion of:

- **Turnover** reflecting the share of revenue from green activities of investee companies
- **Capital expenditure** (CapEx), which demonstrate the green investments of the companies invested in, e.g. for transition to a green economy.
- **Operational expenditure** (OpEx), which reflect green operational activities of investee companies.



How does the use of derivatives achieve the sustainable investment objective?

No derivatives are used that contribute to a sustainable investment objective. Nevertheless, no sustainability goals are compromised.

The fund can use techniques and instruments such as derivatives for efficient management and hedging purposes. Investment in financial derivative instruments is not the fund's objective and therefore does not seek to achieve a sustainable investment objective.

However, the provision of local currency financing is considered part of the fund's mission to ensure that invested institutions also lend in local currency to their own borrowers, thus protecting them from exchange rate risks.



To what minimum extent are sustainable investments with an environmental objective aligned with the EU Taxonomy?

As the sub-fund invests in economic activities that do not qualify as environmentally sustainable under the EU taxonomy, no application is made.

In terms of EU taxonomy compliance, the criteria for **fossil gas** include limiting emissions and switching to fully renewable energy or low-carbon fuels by the end of 2035. The criteria for **nuclear energy** include comprehensive safety and waste management requirements.

Did the financial product invest in EU tax compliant fossil gas and/or nuclear energy activities*?

YES

fossil gas

nuclear energy

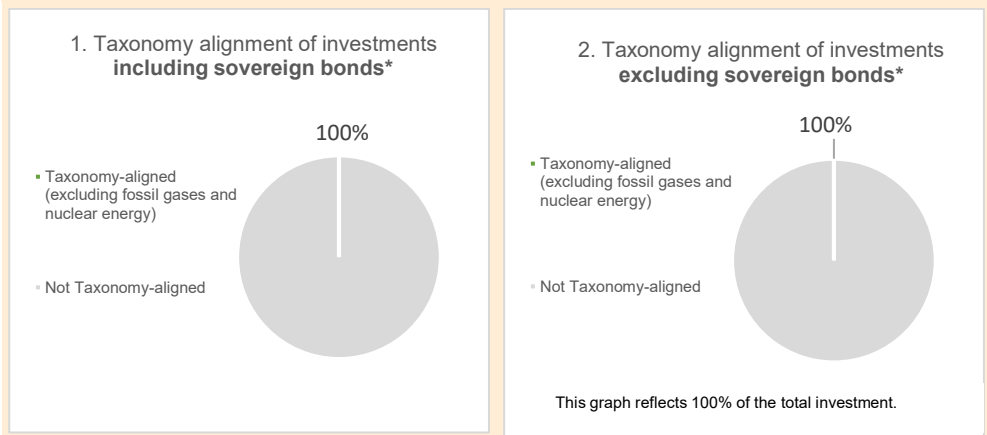
NO

*Fossil gas and/or nuclear activities are only EU taxonomy compliant if they contribute to climate change ("climate change mitigation") and do not significantly affect any EU taxonomy objective - see explanations in the left margin. The full criteria for EU taxonomy compliant economic activities in the area of fossil gas and nuclear energy are set out in Commission Delegated Regulation (EU) 2022/1214.

Enabling activities have the direct enabling effect that other activities make a significant contribution to the environmental objectives

Transitional activities are activities for which low-carbon alternatives are not yet available and among others have greenhouse gas emission levels corresponding to the best performance.

The two graphs below show the minimum percentage of investments that are aligned with the EU Taxonomy in green. As there is no appropriate methodology to determine the taxonomy alignment of sovereign bonds*, the first graph shows the Taxonomy alignment in relation to all the investments of the financial product including sovereign bonds, while the second graph shows the Taxonomy alignment only in relation to the investments of the financial product other than sovereign bonds.



*For the purpose of these graphs, 'sovereign bonds' consist of all sovereign exposures


What is the minimum share of investments in transitional and enabling activities?

Not applicable to the sub-fund.



What is the minimum share of sustainable investments with an environmental objective that are not aligned with the EU Taxonomy?

Not applicable to the sub-fund.

 are sustainable investments with an environmental objective that **do not consider the criteria** for

environmentally sustainable economic activities according to the EU taxonomy.



What is the minimum share of socially sustainable investments?

The fund aims to invest at least 75% of its assets in sustainable investments with a social objective.



What investments are included under “#2 Non-sustainable investments”, what is their purpose and are there any minimum environmental or social safeguards?

Under “#2 Non-sustainable investments”, investments that do not pursue any social or environmental objectives or characteristics are considered.

These investments are for hedging, diversification purposes and liquidity management. For hedging and liquidity management purposes, the fund invests in currency futures contracts and holds liquidity in the form of bank deposits.

The share of assets held in non-sustainable investments has no impact on the achievement of the sustainable investment objective, even if it does not directly contribute to the achievement.



Is there a specific index that is used as a benchmark to achieve the sustainable investment target?

No index has been designated as the reference benchmark as existing indices are not appropriate given the nature of the sub-fund's investments.

To what extent does the benchmark consider sustainability factors on an ongoing basis in line with the sustainable investment objective?

Not applicable

How is the continuous alignment of the investment strategy with the index methodology ensured?

Not applicable

How does the particular index differ from that of a relevant broad market index?

Not applicable

Where can I find the method used to calculate the particular index?

Not applicable



Where can I find more product-specific information online? Further product-specific information is available at:

<https://www.axxion.lu/de/fonds/detail/LU0591910129/showDownloads?cHash=8732af2823f9100456db9e554813cbfa>

3.2.3. Changes to the investment strategy or investment policy

The Sales Prospectus including the investment strategy and investment policy may be changed from time to time by decision of the Board of Directors with the approval of the Custodian and of the CSSF and in accordance with Luxembourg law.

The investment strategy and/or the investment policy may be changed in full or in part. If required by law, investors shall be informed of the change in the investment strategy and/or investment policy by means of a mandatory notice at least 30 days before the changes come into effect.

Within the framework of changes to the investment strategy and/or the investment policy, investors who object to the changes have the option of redeeming their units in the relevant sub-fund free of charge within 30 days from the date of notice.

3.2.4. General restrictions regarding the MFI

The subfunds limit themselves to MFIs which meet the following criteria, so that maximum security within the legal framework and a stable financial background can be guaranteed:

1. The MFI must be established in a country in which, at the time of the transaction, the tax and regulatory situation is permitted for foreign investments in such institutions.

The country in which the MFI is established must, at the time of the investment:

- Have a convertible currency and not be subject to any foreign exchange restrictions;
- Be characterised by a positive regulatory situation which is favourable for foreign investments;
- From an administrative point of view: List and issue securities (especially bonds);

- From a tax point of view: Avoid a high tax burden on income, capital gains, registration fees, stamp duty and repayment periods of less than one year;
- Offer a satisfactory legal, regulatory and tax framework which permits securities to be issued by MFIs and loans to be granted to MFIs.

2. The MFI must have an acceptable legal status

The MFIs must be legal persons or have a status which offers the creditor adequate protection irrespective of the type of indebtedness. The Company recognises that limited liability companies and banks meet this requirement. In individual cases, non-government organisations (NGOs) and other associations can also be accepted.

3. The MFI must have a solid financial background

An MFI's financial background is assessed according to the following criteria:

- total assets and strength of the balance sheet;
- an analysis of the requirements of the MFI;
- growth rate in previous years;
- self-financing ratio, percentage which is allotted to external capital flows;
- an analysis of the net margin, minimum requirements for the gross result from banking transactions;
- an analysis of lending policy:
- the amount, maturity, amount of the pledge, amount of the joint liability;
- an analysis of the default risk by examining:
- the default level;
- the debt recovery policy/surety regulations;
- annual information concerning those elements.

These criteria are mentioned as examples and are ultimately geared towards how the situation for MFIs develops.

4. The MFI must be continuously active

The MFIs must be able to produce the following:

- Three complete years of business activity, although the Company reserves the

right to dispense with this criterion in individual cases;

- Audited annual financial statements;
- a detailed history.

The subfunds may consider the following investments as direct investments or indirect investments (d = direct investment, i = indirect investment):

- certificates of deposit and term money (d)
- short-term loans and credit lines (d)
- guarantees and letters of credit (d)
- promissory notes (d)
- medium- and long-term loans (d)
- syndicated loans (syndicate credit) (d)
- subscriptions concerning bond issues (d)
- subordinated loans (d)
- convertible bonds (d)
- stock exchange quoted ordinary shares (d)
- term money (d)
- deposits and loans at banks and investment institutions (second tier) (i)
- sureties and letters of credit at banks and investment institutions (second tier) (i)
- subscription for asset-backed securities (ABS) (i)
- subscription for collateral debt obligations (CDO) (i)

The list presented above contains securities in the microfinance field which are currently available on the market. The Company reserves the right to extend this list to include newly developed securities with a clear reference to microfinance, which are appropriately classified. In this case the Sales Prospectus will be amended and the details completed.

4. INVESTMENT RESTRICTIONS

a) The Company may acquire only the following types of assets in each subfund:

- (1) securities pursuant to Section 193 of the German Capital Investment Code

- (“**KAGB**”), including securities issued by regulated MFIs (“**regulated MFI securities**”); the acquisition restrictions of Section 193(1)(2) and (4) KAGB do not apply to the acquisition of regulated MFI securities;
- (2) money-market instruments pursuant to Section 194 KAGB;
 - (3) bank balances pursuant to Section 195 KAGB;
 - (4) derivatives pursuant to (i);
 - (5) unsecuritised loan assets pursuant to (b)-(e).
- (b) The sum of the following investments may not exceed 30% of the net assets of the respective sub-fund:
- Derivatives that do not meet the requirements of Directive 2009/65/EC, Art. 50(1)(g),
 - unsecuritised loan assets that do not meet the requirements of (c) but do meet the requirements of (l).
- c) The Company may:
- Invest up to 95% of the value of a subfund in unsecuritised loan receivables of regulated MFIs and, if the purchase is used to refinance the MFI, in unsecuritised loan receivables against regulated MFIs;
 - invest up to 75% of the value of a subfund in unsecuritised loan receivables of unregulated MFIs and in unsecuritised loan receivables from unregulated MFIs.

When acquiring units in the subfund, the investor participates in the refinancing of microloans. Investors are expressly advised that in view of the legal and financial difficulties of acquiring and managing microloans, the subfund will at best acquire the loan assets of an MFI receivable from its customers to a very limited extent.

“**Regulated MFIs**” are companies

- Authorised as lending or financial institutions by the authority responsible for supervising financial institutions in their home country and are supervised according to internationally recognised principles;
- Whose main activity is the assignment of financial loans to small or micro-businesses for their corporate purposes and
- for which 60% of the loans to a single borrower do not exceed the amount totalling €10,000.

“Unregulated MFIs” are companies

- Whose main activity is the assignment of financial loans to small or micro-businesses for their corporate purposes;
- For which 60% of the loans to a single borrower do not exceed the amount totalling €10,000;
- Who for at least three years have the general technical suitability and adequate experience for activity in the micro-finance sector;
- Who can show a sustainable business model; and
- Whose proper business organisation and risk management is audited by an auditor located in the Company’s state and is regularly monitored by the Company.

d) The Company may invest in assets of the same MFI up to a maximum of 10% and of several MFIs in the same state only up to 15% of the value of the relevant sub-fund.

e) In every sub-fund, the Company must invest in at least four assets with different investment risks.

These restrictions do not apply to securities and financial instruments which are issued or guaranteed by a member state of the Organisation for Economic Cooperation and Development or its local authorities, or by international public institutions within the European Union, on a regional or global level.

f) In every subfund, the Company may borrow up to a maximum of 10% of its net assets if the conditions for the borrowing are usual in the market.

(g) In every subfund, the Company may invest a maximum of 10% of its net assets in money-market instruments or bonds or shares which are issued by a single issuer having no obvious connection with microfinance. The Company may also acquire not more than 25% of the total issue or the number of shares in circulation of the aforementioned investments not having an obvious connection with microfinance.

(h) The Company may not acquire precious metals or invest in other open-ended or closed-ended undertakings for collective investment (UCIs).

(i) As a general rule, the Company may not invest in derivatives, with the exception

of instruments to hedge exchange rate risks, swaps or similar agreements for the purpose of risk management in connection with borrowing, as well as of similar derivatives for risk management within the limits set out in Annex I below. The Company must ensure for each subfund that the market risk potential of the relevant subfund doubles at most through the use of derivatives and financial instruments with derivative components.

- (j) The Company must not carry out any transactions from the net fund assets that relate to the sale of securities it does not hold.
- (k) If the Company's sub-funds achieve a sufficient sub-fund asset volume, the diversifications referred to above under letter e) shall be implemented within 12 months from the date of establishment of the Company.
- (l) The Company may invest a maximum of 20% of the value of a subfund in:
 - (1) transferable securities that are not admitted to trading on a stock exchange or admitted to or included in another organised market but otherwise meet the criteria of Directive 2007/16/EC, Article 2(1)(a)-(c)(ii), (d)(ii) and (e)-(g);
 - (2) money market instruments of issuers that do not meet the requirements of Article 194 KAGB, provided that the money market instruments meet the requirements of Article 4 (1) and (2) of Directive 2007/16/EC;
 - (3) shares that meet the requirements of Section 193(1), points 3 and 4 KAGB;
 - (4) receivables from loans that do not come under Section 194 KAGB, that are part of a loan granted by a third party and for which a borrower's note is issued (borrower's note loans), provided these receivables can be assigned at least twice after being acquired by the subfund and the loan was granted to a borrower in accordance with Section 198(4)(a)-(e) KAGB.
- m) The Company may invest a maximum of 20% of a sub-fund in equity investments in companies limited by shares which are neither admitted to trading on a stock exchange nor admitted to or included in another organised market.
- n) The level of the Company's holding in an incorporated company is limited to below 10% of the capital of the relevant incorporated company.

- o) The Company may invest a maximum of 15% of the value of any sub-fund in regulated MFI securities.
- p) The Company may not enter into repurchase agreements or securities lending transactions.

5. RISK ASPECTS

The investments of the Company are subject to market fluctuations and the specific risks linked to all investments. There can therefore be no guarantee that the investment objectives will be achieved.

Description of the liquidity risk management system

The Management Company shall have in place an adequate liquidity management system and shall establish procedures to enable it to monitor and ensure the liquidity risks of the relevant sub-fund so that the liquidity profile of the sub-funds' investments matches its underlying liabilities.

The Management Company shall ensure that the investment strategy, liquidity profile and redemption policies of the sub-funds are consistent. This shall not apply if it is one of the closed-ended and non-leveraged types of sub-fund.

With the aid of software specifically used for the purposes of liquidity risk management, the algorithms stored therein generate a redemption profile for each sub-fund using the parameters of an extreme value distribution based on all historical redemptions for that sub-fund. This redemption profile is compared with the liquidity of the instruments held. As a result, a liquidity ratio is determined for each of the different confidence intervals and different liquidation durations.

5.1. Leverage risk

The Management Company may enter into derivative transactions for the Fund and individual subfunds. The purchase and sale of options, as well as the conclusion of futures contracts or swaps, entail in particular the following risks:

Changes in the price of the underlying asset can reduce the value of an option or futures contract. If the decrease in value results in a total loss, the Management Company may be compelled to forfeit the rights acquired. Changes in the value of assets underlying a swap can also incur losses for the Fund.

The leverage effect of options can result in a greater impact on the value of the Fund's assets than if the underlying assets were acquired directly. The risk of a loss may not be determinable at the time when the contract is entered into.

There may be no liquid secondary market for a particular instrument at a given time. It may then become impossible to economically neutralise (close) a derivatives position.

The buying of options entails the risk that the options are not exercised because the prices of the underlying instruments do not perform as expected, meaning that the Fund assets lose the option premium paid. The selling of options entails the risk that the Fund is obliged to acquire assets at a price above the current market price, or to deliver assets at a price below the current market price. The Fund then suffers a loss equal to the price difference minus the option premium received.

Futures contracts entail the risk that the Company is obliged, on behalf of the Fund, to bear the difference between the price at the time the transaction was entered into and the market price upon maturity or the closing out of the transaction. This results in the Fund sustaining a loss. The risk of loss is not determinable upon entering into a futures contract.

Any necessary back-to-back transactions (closing of position) incur costs.

Forecasts made by the Management Company relating to future trends in underlying assets, interest rates, prices and currency markets may subsequently prove inaccurate.

The derivatives' underlying assets may not be bought or sold at a favourable time or may have to be bought or sold at an unfavourable time.

Potential losses could arise through the use of derivative instruments which may not be foreseeable and could even be greater than the margin payments.

The return on equity of the issuer rises through the loan interest rate agreed as part of a borrowing schedule. The leverage effect has a positive effect as long as the loan interest rate is under the return on total assets of the scheduled investment. If the risks presented materialise this could have significant negative effects on disbursements to investors.

Investments in the subfund are particularly subject to the following risks:

5.2. General risks linked to investments in emerging markets and markets in transition

1. Securities from emerging markets are much less liquid than securities from more highly developed markets. This can have a negative influence on the time and price for purchases and sales of such securities through the subfunds.
2. Emerging markets are generally regulated less strictly than more highly developed markets and markets in transition.
3. Companies from emerging markets are generally subject to practices, information disclosure requirements and accounting, auditing and financial reporting standards which are not comparable with those of the developed markets and markets in transition.
4. The investments of the subfunds can be negatively influenced by political, economic and diplomatic changes.
5. Moreover, in certain countries and with certain types of securities in the portfolio, ownership can be contested by third parties or issuers because of possible deficiencies arising from applicable laws and provisions.
6. The billing systems in emerging markets and markets in transition may not receive as much recognition as in developed markets. There is a risk that a settlement could be delayed and that securities of the subfunds might be jeopardised because of errors or deficiencies in the system. Depending on market practices, it could happen that payment must be made before a security is received or that a security must be delivered before the payment is received. In such cases a default of the counterparty to the transaction might lead to a loss affecting the subfunds.

5.3 Sustainability risk (ESG risk, environmental, social, corporate governance)

Sustainability risks (environmental, social and governance risks, “ESG risks”) are defined as the potential negative impacts of sustainability factors on the value of an investment. Sustainability factors are environmental, social or governance events or conditions, which, if occurring, may result in actual or potential negative impacts on the assets, financial and earnings situation, and reputation of a company. Sustainability factors may

be both of a macroeconomic nature, or connected to the direct operations of the company. Macroeconomic sustainability factors in the areas of the climate and environment can be divided into physical and transition risks. Extreme weather events or climate warming are examples of physical risks. Examples of transition risks can be found in connection with the switch to a low-carbon economy. As regards a company's direct operations, sustainability factors include compliance with key labour laws or measures to prevent corruption, and environmentally friendly production. The sustainability risks of an asset, provoked by the negative impacts of the cited factors, may result in a significant deterioration in the financial situation, reputation and profitability of the underlying company, and have a major adverse impact on the market value of the asset.

5.4 Integrating sustainability risks into the investment decision-making process

The subfund's portfolio manager has particular expertise in ESG-compliant investments as this is part of their core business. Indeed, the goal of the portfolio manager is to have a significant positive impact on society and the environment through its business and operations. The portfolio manager will seek to use its research, analysis and decision-making processes to integrate ESG criteria and sustainability risk management into the subfund's core investment process, in particular by:

- Mitigating the key negative impacts on sustainability factors through regular discussions with issuers and the exclusion of investments that significantly jeopardise sustainable investment objectives, using the 2007 IFC Exclusion List, which specifies which investments are excluded, such as the production or trade in weapons, commercial logging in primary tropical moist forests, and production or activities involving harmful or exploitative forms of forced labour, whenever possible, depending on the nature of the target investments. Further information is available at www.ifc.org; and
- Carrying out positive screening based on the portfolio manager's ESG scoring (if available) of target investments, including checking good governance practices against various indicators within its ESG scoring mechanism (if available).

In order to satisfy the sustainable characteristics it promotes, the subfund will as a rule invest all of its assets in investments that have a sustainable positive impact. Exceptions apply to derivatives and cash management within the limits of this Prospectus. Further product specific information is available on the website: <https://www.impact-am.eu>
Social performance and impact will be measured by the portfolio manager.

5.5. Specific risks linked to loan transactions with MFIs

1. The subfund primarily participates in loan issues which are neither listed on a stock exchange nor traded on another regulated, recognised and publicly accessible market on which regular trade is carried out (hereinafter a “regulated market”). Such issues are not subject to any inspection by a supervisory authority.
2. In the majority of cases there is no organised secondary market for trading in loan issues through the MFIs. The liquidity of these instruments can therefore be very restricted.
3. Because of the characteristics of the loan instruments, the selection of suitable counterparties might not be based either on comprehensive historical data or retrospective research.
4. Normally, microfinance investments do not have an internationally recognised public rating. Investment decisions are frequently based on locally recognised rating agencies, specialised microfinance rating agencies or simply on a credit risk shadow rating, and the country risk is not usually taken into consideration in any rating.

5.6. Specific risks linked to investments in securities which are not listed on a stock exchange or are not transferable

1. The subfunds’ portfolios are subject to the risks linked to all capital investments in the development sector. Investments in companies which are not listed or traded on a stock exchange or on a regulated market are speculative and exposed to greater risks than share investments on established stock exchanges. Neither is there a secondary market which is supervised by a supervisory authority, and the liquidity is correspondingly low. Also, there is no guarantee that the primary investment objective of the subfunds – achieving price gains – will be attained.
2. In addition, investments in companies which are not listed on a stock exchange are subject to a higher risk because investors with a minority interest are only able to protect their position or influence the policy of those companies to a limited degree.

5.7. Specific risks linked to the operations of the MFIs

1. Although MFI loans offer considerable potential investment income, the MFIs are exposed to business and financial uncertainties. Microcompanies are also usually at an early stage of development with only a short Company history, or even none at all, and will continue to need capital to be able to grow. It cannot be guaranteed that the fact that these companies finance themselves through the subfunds will be profitable for the subfunds.
2. Furthermore, MFIs are not necessarily banks or credit institutions, and in their country of origin they might not be subject to any regulatory oversight by a supervisory authority.

5.8. Specific risks linked to the valuation of the portfolio

Because of an unavailable active public market for securities and debt instruments, it is difficult to value the investments of the subfunds for the purpose of determining the net asset value ("NAV"); and the valuation might also not be objective.

5.9. Specific risks linked to different share classes of the subfund

a) "Vision Microfinance" subfund

Twelve different accumulating share classes (namely the share classes "R" and "I", each in EUR, USD, CHF, CZK, GBP and SEK) will be issued. In addition, twelve different distributing share classes (namely the share classes "R" and "I", each in EUR, USD, CHF, CZK, GBP and SEK) will be issued. In addition, three different accumulating and three different distributing share classes (namely the share classes "S", each in EUR, USD and CHF) will be issued. Share classes with an alternative currency differ, including insofar as the issue and redemption prices are determined in the reference currency of a particular share class.

b) "Vision Microfinance Local Currency" subfund

Twelve different accumulating share classes (namely the share classes "R" and "I", each in EUR, USD, CHF, CZK, GBP and SEK) will be issued. In addition, twelve different distributing share classes (namely the share classes "R" and "I", each in EUR, USD, CHF, CZK, GBP and SEK) will be issued. In addition, three different accumulating and three different distributing share classes (namely the share classes "S", each in EUR, USD

and CHF) will be issued.

Specific aspects linked to investment restrictions

All the aforementioned investment restrictions regarding ratings and volumes of the Fund refer to the conditions at the time of a particular transaction. If, for example, ratings or the fund volume change at a later date, the Company will take appropriate measures to re-orientate the investments towards the investment guidelines within a suitable period of time, the intervention being in the best interests of the subfund. However, on account of the characteristics of the subfund investments, there can be no guarantee that the portfolio will be adjusted in the short or medium term.

General information on potential conflicts of interest

Conflicts of interest between the parties involved cannot be definitively ruled out. The interests of the Fund may collide with the interests of the Management Company, the members of the Supervisory Board/Management Board of the Management Company, the portfolio manager or any mandated distributors and those charged with carrying out distribution, the paying and information agents, and all subsidiaries, affiliates, representatives or agents of the aforementioned agencies and persons ("affiliated companies").

The Fund has taken appropriate measures to avoid such conflicts of interest. The Management Company's Board of Directors shall endeavour to resolve any unavoidable conflicts of interest in favour of the Fund.

It shall ensure, in particular, that investments by the Fund or its subfunds in products initiated, managed, issued or advised by the portfolio manager or their affiliated companies take place under market conditions.

Investor profile

1. For the "Vision Microfinance" subfund

The Fund is suitable for institutional and well-informed private investors with a diversified portfolio, for which the subfund offers additional advantages through risk-adjusted performance and diversification. Institutional investors are primarily insurance companies, pension funds, foundations, banks, etc. Although the history of microfinance shows that this concerns an investment class of inconsiderable volatility and that the Fund will always be diversified with respect to regions, countries and individual MFIs, greater volatility – including payment default on the part of an MFI – cannot be ruled out. Investors should therefore be in a position to offset this, without having to return their shares. We therefore recommend an investment horizon of at least three years.

2. For the "Vision Microfinance Local Currency" subfund

The Fund is suitable for institutional and well informed, risk-conscious private investors with a diversified portfolio, for which the subfund offers additional advantages through risk-adjusted performance and diversification. Institutional investors predominantly include insurers, pension funds, foundations, banks, etc. As a result of the investment policy of the subfund, there is high volatility and a high risk of loss. The risk of a default of payment by MFI cannot be excluded. Investors should therefore be in a position to offset this, without having to return their shares. We therefore recommend an investment horizon of at least five years.

Past performance is not necessarily an indicator of future returns. There is no guarantee that investors will receive back the full amount they have invested. Further information can be found in this Sales Prospectus in the sections "Investment restrictions" and "Risk aspects".

Potential conflicts of interest

The members of the Board of Directors, the Management Company and the Custodian may act as Distributor, portfolio manager, investment adviser, registrar, transfer agent, alternative investment fund manager, Management Company, trustee, custodian, member of the Board of Directors or placement agent for other alternative investment funds

or are otherwise involved in such alternative investment funds (AIFs) which pursue investment objectives similar to those of the Company or can otherwise provide similar discretionary fund management or supplementary management and custody services for investors with similar investment objectives as the Company. It is therefore possible, i.e. not to be precluded, that particular persons or companies might come into conflicts of interest with the Company within the framework of their business activities. In such a case, all persons must at each time meet their obligations with respect to the Company without limitation and resolve such conflicts fairly and without disadvantage to the Company.

Some members of the Board of Directors currently provide their own management and consultancy services for other investment clients, with other investment products or in the purchase and sale of securities and financial instruments, and, in the same period when they are responsible for the Company's clients, advise other clients, making use of the same or other information and business strategies that they obtain, prepare or use in performing their services for the Company.

The Management Company has commissioned the portfolio manager on a non-exclusive basis. The portfolio manager is therefore free to provide services for other investment companies or mandates which might be in competition with the Company. The Management Company shall aim to guarantee that the portfolio manager will fairly resolve all potential conflicts of interest ensuing from such a situation, without negative effects for the Company.

The Board of Directors reserves the right to commission other portfolio managers in addition to or as a replacement for the present portfolio manager.

6. MANAGEMENT COMPANY

The Board of Directors has the most far-reaching authority to act on behalf of the Company in all circumstances, subject to the authority to which the general meeting of shareholders is entitled under the law and the Articles.

The Board of Directors has been empowered to manage and run the Company and to determine its objectives and the investment policy for each subfund.

The Company can transfer its obligations, functions, authority or privileges wholly or partially to other natural or legal persons on conditions which the Company determines in

separate agreements.

Thus, the Board of Directors has appointed Axxion S.A. (the Management Company) as an external AIFM.

Axxion S.A. is a joint stock Company ("Société Anonyme, S.A.") under the Law of the Grand Duchy of Luxembourg and was established in May 2001. The Management Company meets the requirements of Chapter 15 of the Law of 17 December 2010 and is an authorised AIFM as defined in the Law of 12 July 2013. Its registered office is at 15, rue de Flaxweiler, L-6776 Grevenmacher, Grand Duchy of Luxembourg. According to the latest financial statements (i.e. as at 31 December 2019), its equity capital (capital stock or registered capital minus outstanding payments) stood at EUR 2,007,575.00.

In order to cover the potential professional liability risks arising from the business activities in which the Management Company may engage under Directive 2011/61/EU, the Management Company has, in accordance with the Law of 12 July 2013, additional own funds to adequately cover potential liability risks arising from professional negligence.

The Management Company is responsible for compliance with the Law of 12 July 2013. It is responsible for investment management (portfolio management and risk management), the independent assessment of Company assets pursuant to Article 17 of the Law of 12 July 2013, and for the central administrator and the functions of registrar, transfer agent, listing agent, and company domiciliation. The rights and obligations of the Management Company are set out in a contract dated 1 July 2014. This contract is concluded for an indefinite period and may be terminated in writing by registered post by the Company or the Management Company subject to a six-month notice period.

The Management Company may, with the approval of the Board of Directors, allocate specific tasks to third parties, whereby the investment management functions may be partially delegated. Thus, either the delegation of portfolio management or risk management is possible, but not both sub-tasks of investment management may be delegated.

The portfolio management functions have been transferred to Impact Asset Management GmbH with the consent of the Company (see "7. PORTFOLIO MANAGER").

The functions of the Central Administrator, registrar, transfer agent and listing agent have been outsourced, with the Company's approval, to navAXX S.A. (see below under "10. Central Administrator, Registrar, Transfer Agent and Listing Agent").

7. PORTFOLIO MANAGER

By the agreement of 1 July 2014, Impact Asset Management GmbH, Vienna ("the Portfolio Manager"), was appointed by the Management Company as portfolio manager for the sub-funds. The portfolio manager was directly appointed between the launch of the subfunds and 30/06/2014 directly by means of a contract with the Company.

Impact Asset Management GmbH is an investment firm and is subject to supervision by the Austrian Financial Market Authority.

The portfolio manager acts on behalf of the subfunds under the responsibility and control of the Management Company and its particular task is to manage the portfolios of the subfunds in day-to-day business. It is therefore responsible for investment decisions and placing orders.

In its activity, the portfolio manager must observe the investment objectives, investment policy and investment restrictions of the subfunds.

The portfolio manager has the right to obtain advice from third parties, particularly from various investment advisers or research organisations, at its own cost and on its own responsibility.

8. CUSTODIAN AND PAYING AGENT

Based on a custodian and principal paying agent agreement ("Custodian Agreement"), UBS Europe SE, Luxembourg Branch, was appointed as custodian for the Investment Company and its sub-funds (hereinafter "Custodian"). It will also act as principal paying agent. The Custodian is the Luxembourg branch of UBS Europe SE, a European Company (SE) under European law which was established for an unlimited duration. UBS Europe SE, Luxembourg Branch, is located at 33A, avenue J.F. Kennedy, L-1855 Luxembourg. The Custodian is authorised to engage in all types of banking transactions under Luxembourg law. Under the Custodian Agreement, the Custodian is entrusted with the safe custody of the assets of the Investment Company and its sub-funds in the form of financial instruments, with bookkeeping and auditing the possession of other assets of the Investment Company and its sub-funds, as well as with the effective and appropriate monitoring of the Investment Company's payment flows, in accordance with the provisions of the laws of 17 December 2010 and 12 July 2013 as well as the Custodian Agreement. The assets held in safe custody by the Custodian shall not be reused for its own account by the Custodian or by a third party to which the custodian function was delegated, unless any such reuse is explicitly permitted by the Law of 17 December 2010.

Furthermore, the Custodian shall ensure that (i) the sale, issue, repurchase, redemption and cancellation of units of the Investment Company and its sub-funds are carried out in accordance with Luxembourg law, the issue documents and the Articles of Association; (ii) the value of the shares is calculated in accordance with Luxembourg law, the issue documents and the Articles of Association; (iii) the instructions of the AIFM or the Investment Company are carried out unless they conflict with Luxembourg law, the issue documents or the Articles of Association; (iv) in transactions involving the assets of the Investment Company any consideration is remitted to it within the usual time limits; (v) the income of the Investment Company and its sub-funds is applied in accordance with Luxembourg law, the issue documents and the Articles of Association.

In accordance with the provisions of the Custodian Agreement and the Laws of 17 December 2010 and 12 July 2013, the Custodian may, subject to specific conditions and in order to perform its tasks effectively, delegate its safe custody tasks in relation to financial instruments that can be kept in safe custody and normally entrusted to the Custodian for custodian purposes to one or more sub-custodians and/or – its tasks in relation to bookkeeping and auditing the possession of other assets of the Investment Company – to other parties as may be appointed by the Custodian from time to time.

An up-to-date list of all custodial functions delegated by the Depositary as well as an up-to-date list of these sub-custodians and other delegates is available at <https://www.ubs.com/global/en/legalinfo2/luxembourg.html>.

Where the law of a third country requires that certain financial instruments be held in custody by a local entity and no local entities satisfy the delegation requirements laid down in Article 34a(3)(b)(i) of the Law of 17 December 2010, the Custodian may delegate its functions to such local entity only to the extent required by the law of that third country, only for as long as there are no local entities that satisfy the delegation requirements. To ensure its tasks are only delegated to those sub-custodians that ensure appropriate standards of protection, the Custodian shall in accordance with the Law of 2010 exercise all due skill, care and diligence in the selection and appointment of any third party to which it intends to delegate parts of its tasks, and continue to exercise all due skill, care and diligence in the periodic review and ongoing monitoring of any third party to which it has delegated parts of its tasks and of the arrangements of the third party in respect of the tasks delegated to it. In particular, any delegation is only possible if the sub-custodian segregates the assets of the Investment Company and its sub-funds from those of the Custodian and those of the sub-custodian at all times during the performance of the tasks delegated to it in accordance with the Laws of 17 December 2010

and 12 July 2013. The liability of the Custodian shall not be affected by any delegation, unless stipulated otherwise by the Law of 17 December 2010, the Law of 12 July 2013 or the Custodian Agreement. The Custodian shall be liable to the Investment Company or its shareholders for the loss of financial instruments held in safekeeping by the Custodian or one of its sub-custodians within the meaning of Article 35(1) of the Law of 17 December 2010 and Article 12 of Commission Delegated Regulation (EU) No 2016/438 of 17 December 2015. In the event of the loss of such a financial instrument, the Custodian shall immediately reimburse the Investment Company with an identical financial instrument or the corresponding amount. In accordance with the provisions of the Laws of 2010 and 2013, the Custodian shall not be liable for the loss of a financial instrument if such loss is the consequence of an external event upon which the Custodian had no reasonable influence and whose consequences were unavoidable despite all reasonable endeavours.

The Custodian shall be liable to the Investment Company and its shareholders for all direct losses suffered, if such losses occurred due to the intentional or negligent breach of an obligation of the Custodian as laid down in the Laws of 17 December 2010 and 12 July 2013.

The Investment Company and the Custodian may terminate the Custodian Agreement by registered letter at any time, subject to a notice period of three (3) months. In the event of a voluntary withdrawal by the Custodian or termination by the Investment Company, the Custodian shall be replaced prior to the end of this notice period by another custodian, to which the assets of the Investment Company shall be transferred and which shall assume the functions and responsibilities of custodian. If the Investment Company fails to appoint such other custodian on time, the Custodian may report the situation to the CSSF.

9. CENTRAL ADMINISTRATOR, REGISTRAR, TRANSFER AGENT AND LISTING AGENT

The function of the Central Administrator, the Registrar, Transfer Agent and Listing Agent have been delegated by the Management Company to navAXX S.A.

In this capacity, the Company is responsible for the administrative tasks required by Luxembourg law and, in particular, for keeping the books and calculating the net asset value per share. In this capacity, it is also responsible for handling subscription applications for

shares, redemption applications, and the transfer of shares in agreement with the provisions of the agreement referred to below, which contains more information on the subject.

The rights and obligations of navAXX S.A. as Central Administrator, Registrar, Transfer Agent and Listing Agent are set out in agreements concluded on 1 July 2014 for an indefinite period, which may be terminated by the Management Company or navAXX S.A. in writing with three months' notice. The Central Administration Agent is a public limited company (société anonyme, S.A.) incorporated under the laws of the Grand Duchy of Luxembourg. The registered office is located at 17, rue de Flaxweiler, L-6776 Grevenmacher, Grand Duchy of Luxembourg. On 31 December 2019 its equity totalled EUR 4,916,000.

10. SHARES

The Company was established as an investment company (in the form of an umbrella fund with several subfunds), i.e. the Company can consist of several subfunds, each of which has its own portfolio of assets and liabilities. Each subfund is regarded as a separate whole and is conducted independently. From the shareholders' perspective, each investment portfolio must be invested for the exclusive use of a particular subfund. The net revenues from the subscriptions of each subfund are invested in the investment portfolio of that particular subfund. No rights with respect to other subfunds are granted to a shareholder with the purchase of shares of a given subfund.

In accordance with the Luxembourg Law of 17 December 2010, an investment Company with several subfunds constitutes a single legal person. However, with respect to third parties, each subfund is exclusively responsible for its own liabilities.

Various share classes may be issued within a subfund.

In every subfund and in every share class, shares are issued as bearer shares. Registered shares are not issued. If the Board of Directors decides to offer registered shares, the Sales Prospectus will be supplemented accordingly. No share certificates are issued for bearer shares.

The Company may decide to issue fractions of shares. Fractions of shares may be issued with up to three decimal places.

The shares are freely transferable, but not to US persons and their nominees according

to the definition in Article 10 of the Articles.

They carry no nominal value and confer no preference rights or subscription rights. Each share at the Company gives entitlement, irrespective of the subfund to which it belongs, to one vote at each general meeting of shareholders according to Luxembourg law and the Articles of Association.

Fractions of shares do not carry voting rights but participate pro rata in the net asset values and in dividends relating to the relevant share class.

There may be different share classes within a subfund, differing in terms of minimum subscription amount, currency, fee structure and use of income. All shareholders within a share class are treated equally.

However, the Company may disregard the vote of a US person – as stated above and explained in the Articles.

11. ISSUE OF SHARES

11.1. "Vision Microfinance" subfund

The currency of the "Vision Microfinance" subfund is the EUR.

The minimum amounts per shareholder for the "Vision Microfinance" subfund are as follows:

Share class R-EUR (T): Minimum investment amount EUR 1,000

Share class R-USD (T): Minimum investment amount USD 1,000

Share class R-CHF (T): Minimum investment amount CHF 1,000

Share class R-CZK (T): Minimum investment amount CZK 30,000

Share class R-GBP (T): Minimum investment amount GBP 1,000

Share class R-SEK (T): Minimum investment amount SEK 10,000

Share class I-EUR (T): Minimum investment amount EUR 125,000

Share class I-USD (T): Minimum investment amount USD 125,000

Share class I-CHF (T): Minimum investment amount CHF 150,000

Share class I-CZK (T): Minimum investment amount CZK 3,500,000

Share class I-GBP (T): Minimum investment amount GBP 125,000

Share class I-SEK (T): Minimum investment amount SEK 1,250,000

Share class R-EUR (A): Minimum investment amount EUR 1,000

Share class R-USD (A): Minimum investment amount USD 1,000

Share class R-CHF (A): Minimum investment amount CHF 1,000

Share class R-CZK (A): Minimum investment amount CZK 30,000

Share class R-GBP (A): Minimum investment amount GBP 1,000

Share class R-SEK (A): Minimum investment amount SEK 10,000

Share class I-EUR (A): Minimum investment amount EUR 125,000

Share class I-USD (A): Minimum investment amount USD 125,000

Share class I-CHF (A): Minimum investment amount CHF 150,000

Share class I-CZK (A): Minimum investment amount CZK 3,500,000

Share class I-GBP (A): Minimum investment amount GBP 125,000

Share class I-SEK (A): Minimum investment amount SEK 1,250,000

Share class S-EUR (T): Minimum investment amount EUR 20,000,000

Share class S-USD (T): Minimum investment amount USD 20,000,000

Share class S-CHF (T): Minimum investment amount CHF 20,000,000

Share class S-EUR (A): Minimum investment amount EUR 20,000,000

Share class S-USD (A): Minimum investment amount USD 20,000,000

Share class S-CHF (A): Minimum investment amount CHF 20,000,000

At its discretion, the Management Company may derogate from the minimum investment amount. Subsequent investments are not subject to any minimum amount.

If the Company offers shares in the "Vision Microfinance" subfund for subscription, the price per share at which the shares are offered may be increased by a front-load fee of up to 3% of the NAV for R share classes and of up to 1% of the NAV for I share classes. No front-load fee is charged for the S share classes. The price determined in this way is payable in the currency of the particular share class of a given subfund or in any other currency specified by the investor (in which case the investor bears the costs of the currency conversion) within a period determined by the Board of Directors and which must not exceed five business days from the particular valuation day. Any Distributor may levy

a front-load fee on investors who subscribe units through that Distributor.

11.2. "Vision Microfinance Local Currency" subfund

The currency of the "Vision Microfinance Local Currency" subfund is the USD.

The minimum amounts per investor for initial investments of the "Vision Microfinance Local Currency" subfund are as follows:

Share class R-EUR (T): Minimum investment amount EUR 1,000

Share class R-USD (T): Minimum investment amount USD 1,000

Share class R-CHF (T): Minimum investment amount CHF 1,000

Share class R-CZK (T): Minimum investment amount CZK 30,000

Share class R-GBP (T): Minimum investment amount GBP 1,000

Share class R-SEK (T): Minimum investment amount SEK 10,000

Share class I-EUR (T): Minimum investment amount EUR 125,000

Share class I-USD (T): Minimum investment amount USD 125,000

Share class I-CHF (T): Minimum investment amount CHF 150,000

Share class I-CZK (T): Minimum investment amount CZK 3,500,000

Share class I-GBP (T): Minimum investment amount GBP 125,000

Share class I-SEK (T): Minimum investment amount SEK 1,250,000

Share class R-EUR (A): Minimum investment amount EUR 1,000

Share class R-USD (A): Minimum investment amount USD 1,000

Share class R-CHF (A): Minimum investment amount CHF 1,000

Share class R-CZK (A): Minimum investment amount CZK 30,000

Share class R-GBP (A): Minimum investment amount GBP 1,000

Share class R-SEK (A): Minimum investment amount SEK 10,000

Share class I-EUR (A): Minimum investment amount EUR 125,000

Share class I-USD (A): Minimum investment amount USD 125,000

Share class I-CHF (A): Minimum investment amount CHF 150,000

Share class I-CZK (A): Minimum investment amount CZK 3,500,000

Share class I-GBP (A): Minimum investment amount GBP 125,000

Share class I-SEK (A): Minimum investment amount SEK 1,250,000

Share class S-EUR (T): Minimum investment amount EUR 20,000,000

Share class S-USD (T): Minimum investment amount USD 20,000,000

Share class S-CHF (T): Minimum investment amount CHF 20,000,000

Share class S-EUR (A): Minimum investment amount EUR 20,000,000

Share class S-USD (A): Minimum investment amount USD 20,000,000

Share class S-CHF (A): Minimum investment amount CHF 20,000,000

At its discretion, the Management Company may derogate from the minimum investment amount. Subsequent investments are not subject to any minimum amount.

If the Company offers shares for subscription, the price per share at which the shares are offered may be increased by a front-load fee of up to 5% of the NAV for the R share classes and of up to 2% of the NAV for the I share classes. No front-load fee is charged for the S share classes. The price determined in this way is payable in the currency of the particular share class of a given subfund or in any other currency specified by the investor (in which case the investor bears the costs of the currency conversion) within a period determined by the Board of Directors and which must not exceed five business days from the particular valuation day. Any Distributor may levy a front-load fee on investors who subscribe units through that Distributor.

11.3. General descriptions for the issue of shares in the subfunds of the Company

After the initial subscription period, the subscription price per share ("subscription price") corresponds to the net asset value of the particular share class of a given subfund, if necessary together with a front-load fee, as stated below. The subscription price can be inspected at the registered office of the Management Company (www.axxion.lu). Shares will be issued on an ongoing basis, corresponding to the Company's inflow of funds.

Investors whose subscription applications have been accepted will have the shares allotted on the basis of the net asset value on the valuation day (as defined below) following the receipt of the subscription application, provided that the subscription application has been received in Luxembourg at the registered office of the Company or the Registrar and Transfer Agent at the latest by 5.00 p.m. Luxembourg time on the business day before the relevant valuation day. Subscription applications received later will be processed on the basis of the next valuation day.

A Distributor is not authorised to accept money from investors on behalf of the Company. All subscriptions must be paid for directly through the account of the subfund with the Custodian.

The Distributor respects the appropriate law of a given country with regard to the public distribution of shares of the relevant subfund, including the possible registration of the subfund and its shares with the responsible authorities.

Written confirmation of the shares held will be sent to the shareholders within ten business days from the appropriate valuation day.

The Company reserves the right to partially or wholly reject each application – in which case any money paid by the investor under the subscription application will be transferred back to the applicant as soon as possible – or at any time and without prior notification to suspend the issue of shares in one or more or all of the subfunds.

The Company may declare that it is prepared to issue shares as a consideration for a consideration in kind in the form of securities or other assets, if these securities or other assets correspond to the investment objectives and the investment policy of a particular subfund and the consideration in kind is in accordance with the provisions of Luxembourg law, particularly with the obligation to have a valuation report prepared by the Company's auditor ("*Réviseur d'entreprises agréé*"), which must be available for inspection. The shareholders concerned will bear all costs arising in connection with a benefit in kind in the form of securities or other assets.

In a period in which the calculation of the net asset value of a subfund is suspended by the Company in accordance with the authorisation conferred in the Articles, no shares of that subfund will be issued.

Should trading in shares be suspended, the subscription application will be processed on the first valuation day after the end of the particular suspension period.

Market Timing

The Company does not permit either market timing or other excessive trading practices. Excessively short-term trading practices (market timing) could disturb the portfolio management strategies and impair the Fund's performance. To avert loss to the Company and the shareholders, the Board of Directors is entitled to reject every subscription and

redemption order or to charge every investor who carries out or has been carrying out unreasonable trading, or whose trading, in the opinion of the Board of Directors, has been or could be harmful to the Company or any of the subfunds, up to 2% of the value of a particular order in favour of the Company. In making such a judgement, the Board of Directors can consider trade involving several accounts which are commonly owned or under common control. The Board of Directors is also entitled to redeem all shares of a shareholder if the latter has been or is trading in an unreasonable manner. The Board of Directors is not liable for losses due to rejected orders or compulsory redemptions.

12. CONVERSION OF SHARES

Each shareholder is entitled to apply for the conversion of several or all of his/her shares in a subfund into shares of another subfund, or of shares of one class into shares of another. The price for the conversion of shares is determined while taking account of the particular net asset value of the subfunds or both the share classes, calculated on the same valuation day. The provisions in Section 11 "ISSUE OF SHARES" and Section 13 "REDEMPTION OF SHARES" apply accordingly. In particular, conversion applications for shares of subfunds must be received in Luxembourg at the latest by 5.00 p.m. Luxembourg time on a valuation day (or on the following business day if this is not a business day as defined above). Applications received later will be processed on the basis of the next valuation day.

In the case of a conversion of shares in a subfund of the Company into shares in another subfund of the Company or of a share class of a subfund into another share class of the Company, a conversion commission not exceeding 1% may be charged in favour of the Distributor if the conversion is applied for through it.

13. REDEMPTION OF SHARES

The shareholders of a subfund have the right to return shares held by them at any time. A redemption request may be submitted, subject to further conditions set out in the Prospectus, via one of the Distributors, the Registrar and Transfer Agent or, where applicable, the entity where the investor holds their securities account.

Shares may be redeemed only by means of an irrevocable redemption order ("redemption application").

Shareholders who would like to return their shares to the Company must place their redemption applications under the terms set out below within a time limit (keeping to the notice period for redemption applications) at the registered office of the Management Company or any Distributor.

The redemption of shares and payment of the equivalent of such returned shares is restricted in the following way:

Shares will be redeemed on one valuation day only, i.e. on the corresponding last day of the month (or, if this does not fall on a Luxembourg business day, on the last Luxembourg business day of the relevant month) (each a "**valuation day**").

R and I share classes:

Redemption applications received by the Management Company or any Distributor no later than 30 Luxembourg banking days prior to a valuation day by 5.00 p.m. Luxembourg time at the latest will be settled at the net asset value per unit on that valuation day; redemption applications received after then will be settled at the net asset value per unit on the next valuation day.

S share classes:

Redemption applications received by the Management Company or any Distributor no later than 60 Luxembourg banking days prior to a valuation day by 5.00 p.m. Luxembourg time at the latest will be settled at the net asset value per unit on that valuation day; redemption applications received after then will be settled at the net asset value per unit on the next valuation day.

The shares will be redeemed at the price corresponding to the net asset value of a particular share class of a given subfund on the given valuation day. No redemption fee will be charged. The Board of Directors reserves the right to charge a redemption fee if necessary and from time to time. In such a case, the Sales Prospectus will be amended accordingly.

The redemption price must be paid, at the latest, five business days after the relevant valuation day, or from the day on which the originals of the redemption application documents are received by the Company, whichever is later. Payment is made by credit transfer to the shareholder or by bank order into an account specified as the shareholder's account, at the shareholder's expense and risk. Payments will not be made into the

accounts of third parties.

The redemption price will be paid in the currency of the relevant unit class. The redemption price may be higher or lower than the price paid at the time of subscription or purchase.

Redemption applications should contain the following information: Identity and address of the shareholder requesting the redemption, number of shares being redeemed, the relevant sub-fund, share class concerned, the name in which such shares are registered and details of to whom payment is to be made. All documents needed for the redemption should be enclosed with the application.

Shares of a subfund will not be redeemed if the calculation of the NAV of that subfund is suspended by the Company in accordance with Article 12 of the Articles.

The Investment Company is permitted to make large-scale redemptions of more than 10% of the relevant subfund's net assets that cannot be covered from that subfund's liquid assets and permitted borrowings only once corresponding assets of the subfund have been sold without delay. Investors who have offered their shares for redemption shall be notified of a suspension of the redemption as well as of the resumption of redemption operations without delay in a suitable manner.

In accordance with the Articles, the Board of Directors can effect a compulsory redemption, on behalf of the Company, of the shares held by a person, a firm or a legal person if holding such shares could, in the Company's opinion, harm the Company, or if it could lead to a breach of laws or regulations (whether in Luxembourg or abroad), or if, in the process, the Company were to be subject to other laws than that of the Grand Duchy of Luxembourg (including, though not limited to, tax laws). In particular, the Company can effect a compulsory redemption of all shares held by a US person.

The portfolio of the subfund is at all times structured in such a way that the redemption criteria referred to in the applicable Prospectus are met.

14. DETERMINATION OF THE NET ASSET VALUE

1) Calculation and publication

For every share class of every subfund, the NAV is expressed in the currency in which

the shares of that class are denominated, and it is calculated on every valuation day (as defined below) by dividing the net assets of every share class and/or every subfund (corresponding to the value of the asset shares less the liabilities relating to that share class and/or subfund on a particular valuation day) by the total number of shares of the particular share class and/or subfund in circulation at the time. The net asset value per share may be rounded up or down to the next decimal place.

If, from the time of specifying the NAV on a particular valuation day, an essential change occurs in the valuation of the investments of a particular subfund, the Company may, to protect the interests of the shareholders and itself, lift the first valuation and carry out a second one. All subscription and redemption applications must be processed on the basis of that second valuation.

The NAV is determined on each valuation day as follows, based on the value of the underlying investments of the Company:

- (a) Debt instruments which are not listed or traded on a stock exchange or on another regulated market on which regular trade is carried out, and which is recognised and publicly accessible, are valued at the nominal value plus accumulated interest. This value will be adjusted if necessary, for example in the case of considerable interest rate fluctuations on the relevant markets, or based on the evaluation of the creditworthiness of a particular debt instrument. The Board of Directors will make every endeavour to review this method of valuation on an ongoing basis and to propose changes where needed, in order to guarantee that debt instruments are valued at a reasonable value, as determined by the Board of Directors in good faith. If the Board of Directors were to ascertain that a deviation from this method of valuation might lead to a significant dilution or other unreasonable consequences for the shareholders, the Board of Directors will, if need be, take corrective measures which it considers appropriate to eliminate or reduce the dilution or unreasonable consequences as far as is reasonably possible.
- (b) The value of cash, deposits, Treasury bills, promissory notes, receivables, transitory assets, interest and cash dividends which have, as stated above, been agreed or have accumulated but have not yet been received, must be determined in such a way as if they had been fully received, unless full payment or full receipt is improbable. In such a case, the value that will be estimated is the value which remains after a deduction that the Board of Directors considers appropriate in

order to take account of the actual value.

- (c) The value of the assets listed or traded on a stock exchange is based on the closing rate of that stock exchange which is usually the main market of the assets concerned.
- (d) The value of assets which are traded on another regulated market is based on the closing rate.
- (e) The value of shares or shares of UCIs is based on the last published net asset value. Other valuation methods may be employed to adjust the price of those shares if, in the Company's opinion, changes in value have occurred since the last determination of the NAV.
- (f) When determining the value of the Company's assets, the central administrator may, taking all due care in calculating the NAV, except for obvious errors or negligence, base itself on those valuations which are offered by (i) various pricing sources available on the market, and above all by pricing agencies (Bloomberg, Reuters etc.) or fund managers, (ii) brokers, or (iii) specialists authorised by the Board of Directors. Finally, (iv) in cases in which no prices are available or if the valuation is incorrect, the Central Administrator may use the valuation of the Board of Directors.

If (i) one or more pricing sources are unable to make valuations available to the Central Administrator and this could have a considerable effect on the NAV, or if (ii) the value of the assets might not be able to be determined as quickly and precisely as is necessary, the Central Administrator is authorised to postpone the calculation of the NAV and cannot therefore set any subscription and redemption prices. If that happens, the Central Administrator will inform the Board of Directors of the situation without delay. The Board of Directors may then decide to suspend the calculation of the NAV in accordance with the procedures discussed below in the Section "Temporary suspension of calculation".

In cases in which assets are not listed or where the price determined in accordance with paragraphs (a), (c) or (d) does not correspond to the reasonable market value of the particular assets, the value of those assets will be based on sale prices which can reasonably be accepted, determined with prudence and in good faith.

The values of all assets and liabilities which are not expressed in the reference currency

of a subfund will be converted into the reference currency of the subfund at the exchange rate applicable on a particular valuation day in Luxembourg. If such rates are not available, the exchange rate will be determined in good faith by the Board of Directors or in accordance with the procedure laid down by it.

The Board of Directors may, at its own discretion, permit other methods of valuation if it is of the opinion that they better reflect the reasonable value of assets of the Company.

The net asset value and the issue and redemption price for the shares of each share class of each subfund can be requested from the registered office of the Company during business hours. This information is also published on the Management Company's website. The website also contains information on the performance of the subfund of the respective share classes.

2) Temporary suspension of calculation

For every subfund the calculation of the NAV and the issue and redemption price of the shares may be temporarily suspended:

- (a) for the time of the closure of one of the stock exchanges or one of the other main markets on which a significant part of the assets of the Company relating to such a sub-fund is listed or traded from time to time (with the exception of general public holidays), or for the time of the restriction or suspension of their trading, if such restriction or suspension impairs the valuation of the Company's investments relating to that sub-fund and listed there; or
- (b) or the time during which, as a result of political, economic, military or monetary-policy events or other circumstances not in the control, responsibility or power of the Board of Directors, or in the event of situations which the Board of Directors considers to be an emergency, the sale or valuation of the assets held by the Company relating to that sub-fund is unfeasible, without this being extremely disadvantageous to the interests of the shareholders, or if, in the opinion of the Board of Directors, the issue and redemption prices (if applicable) cannot reasonably be calculated; or
- (c) during a breakdown in the means of communication or calculation normally em-

ployed in determining the price or value of an investment of the Company allocated to that sub-fund, or the ongoing listing of prices or values on a stock exchange or other markets with respect to the assets relating to the Fund; or

- (d) for the time during which the Company is not in a position to return funds in order to execute payments for the redemption of shares of such a sub-fund, or during which any transfers of funds, when making or acquiring investments or payments due as a result of the redemption of Company shares, cannot be executed at normal exchange rates, according to the Board of Directors; or
- (e) from the time of the publication of an invitation to an extraordinary general meeting of shareholders for the purpose of dissolving the Company or a sub-fund, or merging the Company or a sub-fund, or informing the shareholders about the decision of the Board of Directors to dissolve or merge one or more sub-funds; or
- (f) if for other reasons the prices of investments in the Company's possession which relate to that sub-fund cannot be determined precisely or without delay.

The Company must inform all shareholders concerned – i.e. all those who have submitted an application for a subscription or redemption of shares for which the calculation of the NAV was suspended – about the beginning and end of a suspension period.

An application for the subscription or redemption of shares is irrevocable, with the exception of suspending the calculation of the NAV of the subfund; in such an event the shareholders can inform the Company that they would like to withdraw their application. If the Company does not receive such information, the application will be processed on the first valuation day after the end of the suspension period.

15. DISTRIBUTION POLICY

The Company's principal investment objective is achieving long-term growth. The business plan of the Company provides for a distribution to shareholders for the R, I and S share classes of the "Vision Microfinance" and "Vision Microfinance Local Currency" sub-funds. The other share classes in the subfund are reinvested. The Board of Directors may, at its own discretion, decide on a distribution of dividends within the limits set by the Luxembourg law on trading companies and may submit this to the shareholders for approval at the General Meeting of shareholders.

The parts of the issue price attributable to income for issued shares are eligible for distribution in R, I and S share classes.

Capital gains from R, I and S share classes may be distributed.

16. FEES AND EXPENSES

As stated in this document in greater detail below, the Company pays all expenses to be paid by it from the assets of a particular sub-fund, including, but not limited to, the following expenses: fees to the investment consultant, including possible performance fees, fees and expenses to the custodian bank and its correspondence partners, the paying agent, the listing agent, the domiciliary agent and the corporate agent, the central administrator, the registration and transfer agent, the distributor(s), possible permanent representatives at the places of registration and other authorised representatives of the Company, the remuneration of members of the Board of Directors and their reasonable expenses, reasonable travel costs in connection with meetings of the Board of Directors, fees and expenses connected with the registration of the Company and maintaining the Company's registration at state bodies or stock exchanges in the Grand Duchy of Luxembourg and in other countries, fees and expenses for legal advice, accounting and audits, for reporting and publications, including the costs of producing, printing, notices and the sale of sales prospectuses and statements, reasonable fees and expenses for marketing and sales, regular reports or declarations of registration as well as the costs of reports to the Company's shareholders, costs connected with determining the NAV of the Company, costs connected with convening and holding general meetings of shareholders and meetings of the Board of Directors, all taxes, levies, official and other fees, and all other operating expenses, including all costs for the purchase or sale of assets, reasonable travel costs connected with the selection of MFIs and investments in those MFIs, costs of publication of issue and redemption prices if relevant, interest, bank fees, costs of currency conversion, broker's costs and postage, telephone and telefax costs. The Company can estimate management and other expenses occurring regularly or repeatedly and calculate them in advance proportionately for one year or other periods of time, and can defer them beyond those periods on a pro rata basis.

The costs of establishing the Company amount to EUR 70,000 and will be written off over a period of five years. All fees are subject to the addition of any VAT.

a) Establishment and launch costs for further subfunds

Costs and expenses connected with the establishment of a new subfund will be written off over a maximum period of five years – and will be charged exclusively to that subfund - in annual amounts reasonably determined by the Board of Directors. A newly established subfund will not be charged pro rata with costs and expenses which arose in connection with the establishment of the Company and the initial issue of shares, and which were not written off at the establishment of the subfund.

b) Fees of the custodian and paying agent, the management company, the central administrator, the registrar, the transfer agent and the listing agent payable out of net subfund assets

Custodian and Paying Agent fees:

The Custodian and Paying Agent receives a fee of up to 0.07% p.a. of the subfund assets (at least EUR 30,000 p.a.), which is calculated on each valuation date on the basis of the subfund assets and paid out monthly in arrears.

The Custodian shall be reimbursed for all costs and expenses related to holding subfund assets in custody, incurred as a result of permissible subcontracting to third parties in line with customary market practice. The Custodian shall receive, from the subfund assets, a custodian processing fee of up to EUR 500 per transaction.

Furthermore, additional fees arising in connection with the provision of specific services by the Custodian can be charged to the subfund in line with customary market rates. The respective remuneration rates are listed in the custodian bank agreement. This fee is exclusive of any value-added tax.

Central Administrator fee:

The Central Administration Agent shall receive from the assets of the sub-fund a fixed basic fee of EUR 2,000 p.a. per share class from the third share class onwards as well as a variable fee of up to 0.09% p.a. of the sub-fund's assets, which shall be calculated on each valuation day on the basis of the sub-fund's assets and paid out monthly in arrears. This fee is exclusive of any value-added tax.

Registrar and Transfer Agent fee:

The Registrar and Transfer Agent shall receive, from the subfund assets, transaction

fees of up to EUR 20 per transaction. This fee is exclusive of any value-added tax.

Management Company fee:

The Management Company is entitled to receive a management fee from the assets of the sub-fund of up to 0.18% p.a. (min. EUR 50,000 p.a.) of the sub-fund's assets for performing the duties and obligations set forth in the Management Agreement. This fee is calculated on each valuation date on the basis of the subfund assets and paid out monthly in arrears. This fee is exclusive of any value-added tax.

The parties listed under (b) are entitled to claim a refund of reasonable expenses from the Company as well as the fees of any correspondence partners.

c) Fees of the portfolio manager paid from the net subfund assets

(1) The portfolio manager is entitled to fees according to the amount of assets under management of the "Vision Microfinance" subfund; these can be up to 2.50% p.a. of the net subfund assets for the R share classes. The portfolio manager is entitled to fees according to the amount of assets under management of the "Vision Microfinance" subfund; these can be up to 2% p.a. of the net subfund assets for the I share classes.

The portfolio manager is entitled to fees according to the amount of assets under management of the "Vision Microfinance" subfund; these can be up to 1.75% p.a. of the net subfund assets for the S share classes.

(2) The portfolio manager is entitled to fees according to the amount of assets under management of the "Vision Microfinance Local Currency" subfund; these can be up to 2.70% p.a. of the net subfund assets for the R share classes. The portfolio manager is entitled to fees according to the amount of assets under management of the "Vision Microfinance Local Currency" subfund; these can be up to 2.25% p.a. of the net subfund assets for the I share classes.

The portfolio manager is entitled to fees according to the amount of assets under management of the "Vision Microfinance Local Currency" subfund; these can be up to 1.75% p.a. of the net subfund assets for the S share classes.

17. GENERAL MEETINGS AND REPORTS TO THE SHAREHOLDERS

Notices concerning **General Meetings of shareholders** (including meetings at which decisions are made on amending the Articles or on the dissolution and liquidation of the Company or a subfund) will, if provided for by Luxembourg law, be published in RESA and in Luxembourg and other newspapers as decided by the Board of Directors. In the case of bearer shares, a written notice to the shareholders is not necessary.

In the case of an **extraordinary general meeting of shareholders**, the domiciliary agent will meet all the requirements of Luxembourg law.

Should the Articles be amended, the amendments will be deposited at the offices of the District Court of Luxembourg and published in RESA.

The Company publishes an extensive audited report on its operations and the management of its assets on a yearly basis. This report contains the audited annual financial statements of all subfunds, an extensive presentation of the assets of each subfund, and the auditor's report.

The Company also publishes unaudited semi-annual reports, including a presentation of the assets of each subfund and the number of shares issued and redeemed since the time of the previous publication. The first report was an unaudited semi-annual report published as at 30 June 2006.

Prospective investors may obtain copies of the financial reports free of charge from the registered office of the Company. The financial reports of the Company can additionally be downloaded online at www.axxion.lu where further information about the Company is also available.

Each financial year of the Company begins on 1 January and ends on 31 December of the same year.

The annual general meeting must take place within six (6) months of the end of each financial year in the Grand Duchy of Luxembourg at the registered office of the Company or at any other place in the Grand Duchy of Luxembourg specified in the invitation convening such a meeting. Other general meetings may be held at the place and time specified in the respective notices of meeting.

The shareholders of a subfund or a share class within a subfund may be invited to general meetings of shareholders at any time in order to decide on matters exclusively concerning that subfund or share class.

The accounts of the Company are kept in **EUR, the reference currency** of the share capital. The accounts of the subfunds are kept in EUR and USD. The financial reports are also prepared in **EUR or USD, the reference currency** of the respective subfund. The consolidated report is prepared in EUR, the reference currency of the Company.

18. DISSOLUTION AND LIQUIDATION OF THE COMPANY

The Company can be dissolved at any time by way of a resolution of the general meeting of shareholders, if the conditions necessary for amendments to the Articles for quorums and majorities are adhered to.

In the event that the share capital falls below two thirds of the minimum capital of EUR 1,250,000, the Board of Directors of the Company will put the question of the dissolution of the Company to the general meeting of shareholders. The general meeting of shareholders, for which no quorum is necessary, makes a decision by a simple majority of shares present at the meeting.

The question of the dissolution of the Company is also put to the general meeting of shareholders if the share capital falls below a quarter of the minimum capital of EUR 1,250,000. In such a case no quorum is necessary for the general meeting of shareholders, and the dissolution can be decided on by the shareholders with a quarter of the shares present at the meeting.

The meeting must be convened to be held within forty days from the day of determining that the share capital has fallen below two thirds or one quarter of the legally prescribed minimum amount.

Liquidation is performed by one or more liquidators, who can be natural or legal persons and do not have to be shareholders. The general meeting of shareholders appoints them and stipulates their powers and remuneration.

The net revenues of the liquidation accruing to every share class of every subfund will

be allocated by the liquidators to holders of shares of a particular share class of a particular subfund in proportion to the number of shares held by a shareholder to the total number of shares in a share class.

In the event of a voluntary or compulsory liquidation of the Company, liquidation is carried out in accordance with the Law of 17 December 2010, which lays down the necessary steps to be taken to enable the shareholders to have a stake in the distribution(s) of the liquidation proceeds and to guarantee fiduciary custody at the *Caisse de Consignations* at the time of completing liquidation. Sums which are not claimed from fiduciary custody within the legally prescribed time period are forfeited in accordance with the legal provisions applicable in Luxembourg.

19. DISSOLUTION AND MERGER OF SUBFUNDS OR SHARE CLASSES

If, for any reason, the net asset value in a subfund or share class should fall below the equivalent of EUR 5,000,000 or does not attain it (this value is regarded as the minimum amount needed to be able to operate the subfund or share class with economic efficiency), or if a change in the economic, monetary-policy or political situation regarding the subfund or share class were to have considerable negative consequences for the investments of that subfund or share class, or in order to advance economic rationalisation, the Board of Directors may decide to effect a compulsory redemption of all shares issued in the subfund or share class at the net asset value (taking account of the actual disposal value of the investments and the costs linked to the sale), the NAV being calculated on the valuation day on which this decision becomes effective. Before the day on which this redemption comes into effect, the Company will publish a notice to the shareholders of the shares affected by the compulsory redemption in the "Tageblatt" and another (other) newspaper(s) as decided by the Board of Directors. This notice will set out the reasons and procedure for such redemption transactions. As long as nothing else is decided in the interests of the shareholders or for the purpose of an equal treatment of shareholders, the shareholders of that subfund or share class can, before the compulsory redemption comes into effect, continue to request the redemption of their shares (as applicable) free of charge (though taking into consideration the actual disposal value of the investments and the costs linked to the sale).

Irrespective of the powers conferred on the Board of Directors in the above paragraph, the general meeting of shareholders of each subfund or each share class may, at the proposal of the Board of Directors, redeem all shares of the subfund or share class and

compensate the shareholders at the net asset value of their shares (taking account of the actual disposal value of the investments and the costs linked to the sale), the NAV being calculated on the valuation day on which that decision becomes effective. There is no requirement for a quorum at such a general meeting of shareholders; each resolution is passed by a simple majority of voting shareholders present or represented at the meeting.

Assets which cannot be distributed to the beneficiaries after redemption will be deposited with the Custodian for the six months following the redemption. Afterwards, they will be deposited with the *Caisse de Consignations* in favour of the authorised beneficiaries.

In the same circumstances as those described in the first paragraph of this section, the Board of Directors may decide to transfer the assets of a subfund to another subfund within the Company or to another UCI or to another subfund within another UCI ("new subfund"), and to redesignate the shares of the subfund as shares of the new subfund (after splitting or consolidation, as necessary, and paying the amount corresponding to any possible fractions of shares to the shareholders). Such a decision is published in the same way as described in the first paragraph of this section (the notice published also contains information about the new subfund), namely one month before the amalgamation becomes effective, so that the shareholders have the possibility of requesting the redemption of their shares free of charge in that period of time.

Irrespective of the powers transferred to the Board of Directors in the paragraph above, the general meeting of shareholders of a particular subfund decides by passing a resolution on amalgamation in the event of depositing assets and liabilities allocated to the subfund into another subfund of the Company. No quorum is required for this, the resolution being passed by a simple majority of voting shareholders present or represented at the meeting.

Depositing assets and liabilities allocated to a particular subfund into another UCI in accordance with paragraph five of this section or into another subfund within that UCI requires a resolution passed by the shareholders of the subfund concerned (no quorum being required for this), by a simple majority of voting shareholders present or represented at the meeting, unless this amalgamation is to be with a Luxembourg UCI of the *fonds commun de placement* kind or a foreign UCI. In that case the resolutions will only bind those shareholders who voted for the amalgamation.

20. TAXES

The following summary is based on the laws and regulations currently applicable in the Grand Duchy of Luxembourg, which may, however, be amended at any time.

A. Taxation of the Company

The Company is not subject to any Luxembourg tax on profit or income, and the distributions of the Company are not subject to any Luxembourg withholding tax. However, in Luxembourg the Company is subject to a tax of 0.05% per annum of the net asset value, which is payable quarterly on the basis of the total net assets of the Company at the end of a particular calendar quarter. In Luxembourg, no stamp duty or similar tax is incurred for the issuance of shares. Capital gains realised in connection with the Company's assets are not subject to any Luxembourg tax.

The Company is subject to an initial capital tax of EUR 1,250 which was paid at the time of establishment.

General

Dividends and interest which the Company receives on its investments may be subject to a non-recoverable withholding tax or other taxes in the countries of origin.

The Company may also be subject to certain taxes in the countries in which it makes its investments. The Company cannot reclaim those taxes in Luxembourg.

B. Taxation of shareholders in Luxembourg

In accordance with current Luxembourg legislation, distributions from investment funds are not subject to any withholding tax in Luxembourg. Furthermore, distributions to non-resident investors should not be subject to taxation in Luxembourg. Moreover, non-resident investors should, in principle, not be subject to any Luxembourg inheritance or gift taxes regarding their units in Luxembourg funds.

Since 1 January 2011, in accordance with Article 156 No. 8(c) LESTG, capital gains of non-resident investors from the sale of units in an undertaking for collective investment in the legal form of a company may no longer be taxed in Luxembourg.

As the Company is a SICAV pursuant to Part II of the Law of 17 December 2010, it does

not come under the scope of Council Directive 2003/48/EC of 3 June 2003 on taxation of savings income in the form of interest payments (more information on this can be found in the following section entitled “General”).

The Company is subject to both to the *taxe d'abonnement* and VAT in Luxembourg.

General

As can be expected, the Company’s shareholders have their tax residence in many different countries. That is why no attempt is made in this Prospectus to set out the tax consequences for every investor when subscribing for, converting (if relevant), holding, redeeming, or otherwise acquiring or selling the Company’s shares. These consequences depend on applicable laws and the current practice in the country of a person’s citizenship, residence, domicile, or establishment of a firm, and on a person’s personal circumstances.

With effect from 1 July 2005, Council Directive 2003/48/EC of 3 June 2003 on taxation of savings income in the form of interest payments (EU Savings Directive) came into force. Under the EU Savings Directive, there should be a general exchange of information on the interest income paid to natural persons who are residents of another EU Member State for tax purposes. Savings income includes income from investment funds falling within the scope of the EU Savings Taxation Directive.

In principle, Luxembourg did not participate in this exchange of information until 31 December 2014, but did charge a withholding tax on interest income of EU foreigners in the amount of 35% if the Fund units were held in a Luxembourg bank and the EU foreigner had not expressly decided that his information can be forwarded.

Luxembourg has been participating in the exchange of information on interest income within the meaning of the EU Savings Directive since 1 January 2015. A corresponding law came into force on 25 November 2014.

Investors should collect information about the possible tax consequences of subscribing for, buying, holding, redeeming or otherwise disposing of the shares in accordance with the laws of the country of their citizenship, residence, domicile or establishment of their firm and, if necessary, consult their investment adviser.

APPENDIX I:
SPECIAL INVESTMENT AND HEDGING TECHNIQUES AND INSTRUMENTS

1. Techniques and instruments involving transferable securities

For hedging transactions, efficient portfolio management, duration management or other kinds of risk management for the portfolio and share classes, the Company can employ the following techniques and instruments regarding transferable securities in every sub-fund:

(A) Transactions connected with options on transferable securities

An option involves the right to buy or sell a certain asset at an arranged price at a certain time in the future within a certain period. The Company can buy or sell call or put options on transferable securities, provided that those options are traded on options exchanges or on the free market with broker dealers which are market makers for such options and first-rate financial institutions specialising in such transactions and participating in the free market.

The Company must also adhere to the following provisions:

- (i) The total amount of the premiums paid for the acquisition of these call and put options must not, together with the total amount of the premiums paid for the acquisition of call and put options as stated in (B) b) below, exceed 15% of the NAV of a particular sub-fund with respect to every sub-fund.
- (ii) The entire obligation arising from (a) the sale of call and put options (without the sale of call options, for which there is sufficient coverage) and (b) from transactions for other hedging purposes than those referred to in section (B) below must, with respect to each sub-fund, at no time exceed the NAV of a particular sub-fund. In connection with this, the obligation arising from the call and put options sold is equal to the total amount of the strike prices of those options.
- (iii) With the sale of call options, the Company must either hold the underlying transferable securities or hold corresponding call options or other instruments (e.g. warrants) as sufficient coverage. The coverage for the call options sold must not be disposed of as long as the options exist, unless they in turn are hedged by corresponding options or other instruments used for the same purpose. Irrespective of

the provisions above, the Company can sell call options which are not covered if it is at all times able to hedge the positions taken up on that sale to that extent and if the strike prices of those options do not exceed 25% of the NAV of a particular subfund.

- (iv) When selling put options, the Company must, throughout the entire option period, be covered by adequate liquid assets so that it can pay the transferable securities which it receives from the counterparty when the options are exercised.

(B) Transactions connected with futures and options contracts on financial instruments

Trading with financial futures encompasses trading with contracts relating to the future value of transferable securities or other financial instruments. With the exception of interest rate swaps within the framework of a mutual agreement, and of options which are traded in accordance with section A above, all transactions with financial futures may only be carried out on regulated markets. Subject to the provisions below, such transactions may be carried out for hedging and other purposes.

a) Hedging

Hedging is understood to mean securing a known future obligation.

- (i) To globally hedge against the risk of unfavourable trends on the stock exchanges, the Company may sell futures on stock exchange indexes or other financial instruments on indexes. With the same objective, the Company may sell call options on stock exchange indexes or buy put options on those indexes. These hedging transactions are contingent upon there being an adequate correlation between the composition of the index used and the corresponding portfolio of the Company.
- (ii) To globally hedge against interest rate changes, the Company may sell interest rate futures. For the same purpose, it may also sell call options on interest rates or buy put options on interest rates, or under a mutual agreement enter into interest rate swap contracts with first-class financial institutions specialising in transactions of that kind.

The total obligation arising from futures and options contracts on stock exchange indexes must not exceed the total value of the securities which a particular subfund holds on the market with regards to each index. Furthermore, the total obligation arising from interest

rate futures, options contracts on interest and interest rate swaps must not exceed the total value of the assets and obligations to be hedged, which the subfund holds in the currency of the relevant contracts.

b) Trading

Trading is based on the forecast of future trends on the financial markets. Against this background and irrespective of options contracts on transferable securities (see under (A) above) and foreign exchange contracts (see under (2) below), the Company may, for other purposes than hedging, buy and sell futures and options contracts on all kinds of financial instruments, but with the proviso that the total obligation arising from these purchases and sales together with the total obligation from the sale of call and put options on transferable securities with respect to each subfund at no time exceeds the NAV of a particular subfund.

Sales of call options on transferable securities, at which the Company has adequate coverage at its disposal, are not included in the calculation of the total obligation referred to above.

In this connection, the obligations arising from transactions which are not related to options on transferable securities are defined as follows:

- the obligation from futures contracts is equal to the liquidation value of the net positions of the contracts with regard to identical financial instruments (after offset of long and short positions), without taking account of the relevant maturities; and
- the obligation with regard to purchased and sold options is equal to the sum total of the strike prices of those options, showing the net position sold with respect to the same underlying assets, without taking account of the relevant maturities.

The total amount of the premiums paid for the acquisition of the above call and put options must not, together with the total amount of the premiums paid for the acquisition of call and put options on transferable securities as stated above in (A), exceed 15% of the NAV of a particular subfund with respect to every subfund.

2. Foreign exchange hedging

In order to protect its present and future assets and obligations against currency fluctuations, the Company may carry out the following kinds of transactions: The purchase or sale of forward foreign exchange contracts, purchase or sale of call options or put options on currencies, purchase or sale of forward currencies or the exchange of currencies under a mutual agreement, provided that these transactions take place either through stock exchanges or on the free market with first-class financial institutions specialising in such transactions and participating in the free market. Within the meaning of this Article, transactions are also permitted if they feature the elimination of currency fluctuations in the net asset values of individual share classes with respect to the reference currency or amongst themselves.

The objective of the transactions referred to above presupposes the existence of a direct relationship between the transaction and the assets or liabilities or net asset values to be hedged, and it implies that transactions in a certain currency (including a currency strongly linked to the value of the reference currency (i.e. the denomination currency) of the particular Fund – known as cross-hedging) should not generally exceed the total value of those assets or liabilities or net asset values. Their term must also not exceed the time for which such assets are to be held or acquired, or for which such liabilities were or are to be entered into.

APPENDIX II:
AVAILABLE DOCUMENTS AND INFORMATION

Copies of the following documents may be obtained free of charge from the registered office of the Management Company during normal business hours on each business day in Luxembourg:

- (i) the Articles of Association of the Company
- (ii) the Custodian and Paying Agent Agreement
- (iii) the Central Administrator Agreement
- (iv) the Management Agreement
- (v) Portfolio Manager Agreement
- (vi) the latest annual report and, if applicable, the subsequent semi-annual report of the Company
- (vii) the key investor information document or a key information document in accordance with Regulation (EU) No 1286/2014

Furthermore, the current risk profile of the Fund and the risk management systems used to manage the risks, as well as any new liquidity management arrangements, shall be published in this Prospectus as well as in the annual report.

The Management Company shall disclose any changes to the maximum extent to which the Management Company may use leverage for the account of the Fund, any rights to re-use collateral or other guarantees granted under leverage transactions and the total amount of the Fund's leverage as part of the annual report.

The percentage of the Fund's assets that are difficult to liquidate and for which special regulations therefore apply, as well as new regulations on the Fund's liquidity management, are also published in the annual report.

Furthermore, the annual report and the semi-annual report shall disclose the amounts of the subscription and redemption fees charged to the Fund for the acquisition and redemption of units during the reporting period.

Prospective buyers of units may obtain information on investment limits, risk management, risk management methods and the latest developments concerning risks and returns of the most important categories of Fund assets from the Management Company, the Custodian, the Paying Agent and any Distributors. The Prospectus and the Key In-

vestor Information Document, or a Key Information Document in accordance with Regulation (EU) No 1286/2014, are also available online at www.axxion.lu.

1. Share classes and operating information of the "Vision Microfinance" subfund of the Company

| R share class (reinvested) | Common Code | Initial issue price | ISIN |
|--|--------------------|----------------------------|--------------|
| DUAL RETURN FUND – Vision Microfinance – R-EUR (T) | 23678284 | EUR 1,000* | LU0236782842 |
| DUAL RETURN FUND – Vision Microfinance – R-USD (T) | 64693620 | USD 100 | LU0646936202 |
| DUAL RETURN FUND – Vision Microfinance – R-CHF (T) | 23678390 | CHF 1,000* | LU0236783907 |
| DUAL RETURN FUND – Vision Microfinance – R-CZK (T) | 221283287 | CZK 1,000 | LU2212832872 |
| DUAL RETURN FUND – Vision Microfinance – R-GBP (T) | 221283295 | GBP 100 | LU2212832955 |
| DUAL RETURN FUND – Vision Microfinance – R-SEK (T) | 221283309 | SEK 1,000 | LU2212833094 |

| Share class I (reinvested) | Common Code | Initial issue price | ISIN |
|--|--------------------|----------------------------|--------------|
| DUAL RETURN FUND – Vision Microfinance – I-EUR (T) | 30611519 | EUR 1000* | LU0306115196 |
| DUAL RETURN FUND – Vision Microfinance – I-USD (T) | 30611616 | USD 1,000* | LU0306116160 |
| DUAL RETURN FUND – Vision Microfinance – I-CHF (T) | 30611683 | CHF 1,000* | LU0306116830 |
| DUAL RETURN FUND – Vision Microfinance – I-CZK (T) | 221283317 | CZK 1,000 | LU2212833177 |
| DUAL RETURN FUND – Vision Microfinance – I-GBP (T) | 221283325 | GBP 1.000 | LU2212833250 |
| DUAL RETURN FUND – Vision Microfinance – I-SEK (T) | 221283333 | SEK 1,000 | LU2212833334 |

| R share class (distributing) | Common Code | Initial issue price | ISIN |
|--|--------------------|----------------------------|--------------|
| DUAL RETURN FUND – Vision Microfinance – R-EUR (A) | 56344179 | EUR 100 | LU0563441798 |
| DUAL RETURN FUND – Vision Microfinance – R-USD (A) | 84618284 | USD 100 | LU0846182847 |
| DUAL RETURN FUND – Vision Microfinance – R-CHF (A) | 84618292 | CHF 100 | LU0846182920 |

* A 1:10 share split was effected on 26 August 2010.

*A 1:10 share split was effected on 26 August 2010.

| | | | |
|--|-----------|-----------|--------------|
| DUAL RETURN FUND – Vision Microfinance – R-CZK (A) | 221283341 | CZK 1,000 | LU2212833417 |
| DUAL RETURN FUND – Vision Microfinance – R-GBP (A) | 221283350 | GBP 100 | LU2212833508 |
| DUAL RETURN FUND – Vision Microfinance – R-SEK (A) | 221283368 | SEK 1,000 | LU2212833680 |

| I share class (distributing) | Common Code | Initial issue price | ISIN |
|--|--------------------|----------------------------|--------------|
| DUAL RETURN FUND – Vision Microfinance – I-EUR (A) | 56344195 | EUR 100 | LU0563441954 |
| DUAL RETURN FUND – Vision Microfinance – I-USD (A) | 84618306 | USD 100 | LU0846183068 |
| DUAL RETURN FUND – Vision Microfinance – I-CHF (A) | 84618314 | CHF 100 | LU0846183142 |
| DUAL RETURN FUND – Vision Microfinance – I-CZK (A) | 221283376 | CZK 1,000 | LU2212833763 |
| DUAL RETURN FUND – Vision Microfinance – I-GBP (A) | 221283384 | GBP 100 | LU2212833847 |
| DUAL RETURN FUND – Vision Microfinance – I-SEK (A) | 221283392 | SEK 1,000 | LU2212833920 |

| S share class: (reinvested) | Common Code | Initial issue price | ISIN |
|--|--------------------|----------------------------|--------------|
| DUAL RETURN FUND – Vision Microfinance – S-EUR (T) | 227135301 | EUR 100 | LU2271353018 |
| DUAL RETURN FUND – Vision Microfinance – S-USD (T) | 227135310 | USD 100 | LU2271353109 |
| DUAL RETURN FUND – Vision Microfinance – S-CHF (T) | 227135328 | CHF 100 | LU2271353281 |

| S share class: (distributing) | Common Code | Initial issue price | ISIN |
|--|--------------------|----------------------------|--------------|
| DUAL RETURN FUND – Vision Microfinance – S-EUR (A) | 227135336 | EUR 100 | LU2271353364 |
| DUAL RETURN FUND – Vision Microfinance – S-USD (A) | 227135344 | USD 100 | LU2271353448 |
| DUAL RETURN FUND – Vision Microfinance – S-CHF (A) | 227135352 | CHF 100 | LU2271353521 |

2. Share classes and operating information of the "Vision Microfinance Local Currency" subfund of the Company

| R share class (reinvested) | Common Code | Initial issue price | ISIN |
|---|--------------------|----------------------------|--------------|
| DUAL RETURN FUND – Vision Microfinance Local Currency – R-EUR (T) | 53393772 | EUR 100 | LU0533937727 |
| DUAL RETURN FUND – Vision Microfinance Local Currency – R-USD (T) | 64693638 | USD 100 | LU0646936384 |
| DUAL RETURN FUND – Vision Microfinance Local Currency – R-CHF (T) | 84618381 | CHF 100 | LU0846183811 |
| DUAL RETURN FUND – Vision Microfinance Local Currency – R-CZK (T) | 221283406 | CZK 1,000 | LU2212834068 |
| DUAL RETURN FUND – Vision Microfinance Local Currency – R-GBP (T) | 221283414 | GBP 100 | LU2212834142 |
| DUAL RETURN FUND – Vision Microfinance Local Currency – R-SEK (T) | 221283422 | SEK 1,000 | LU2212834225 |

| Share class I (reinvested) | Common Code | Initial issue price | ISIN |
|---|--------------------|----------------------------|--------------|
| DUAL RETURN FUND – Vision Microfinance Local Currency – I-EUR (T) | 53393802 | EUR 100 | LU0533938022 |
| DUAL RETURN FUND – Vision Microfinance Local Currency – I-USD (T) | 54865228 | USD 100 | LU0548652287 |
| DUAL RETURN FUND – Vision Microfinance Local Currency – I-CHF (T) | 84618373 | CHF 100 | LU0846183738 |
| DUAL RETURN FUND – Vision Microfinance Local Currency – I-CZK (T) | 221283449 | CZK 1,000 | LU2212834498 |
| DUAL RETURN FUND – Vision Microfinance Local Currency – I-GBP (T) | 221283457 | GBP 100 | LU2212834571 |
| DUAL RETURN FUND – Vision Microfinance Local Currency – I-SEK (T) | 221283465 | SEK 1,000 | LU2212834654 |

| R share class (distributing) | Common Code | Initial issue price | ISIN |
|---|--------------------|----------------------------|--------------|
| DUAL RETURN FUND – Vision Microfinance Local Currency – R-EUR (A) | 59190997 | EUR 100 | LU0591909972 |

| | | | |
|---|-----------|-----------|--------------|
| DUAL RETURN FUND – Vision Microfinance Local Currency – R-USD (A) | 84618322 | USD 100 | LU0846183225 |
| DUAL RETURN FUND – Vision Microfinance Local Currency – R-CHF (A) | 84618349 | CHF 100 | LU0846183498 |
| DUAL RETURN FUND – Vision Microfinance Local Currency – R-CZK (A) | 221283473 | CZK 1,000 | LU2212834738 |
| DUAL RETURN FUND – Vision Microfinance Local Currency – R-GBP (A) | 221283481 | GBP 100 | LU2212834811 |
| DUAL RETURN FUND – Vision Microfinance Local Currency – R-SEK (A) | 221283503 | SEK 1,000 | LU2212835032 |

| I share class (distributing) | Common Code | Initial issue price | ISIN |
|---|--------------------|----------------------------|--------------|
| DUAL RETURN FUND – Vision Microfinance Local Currency – I-EUR (A) | 59191012 | EUR 100 | LU0591910129 |
| DUAL RETURN FUND – Vision Microfinance Local Currency – I-USD (A) | 84618357 | USD 100 | LU0846183571 |
| DUAL RETURN FUND – Vision Microfinance Local Currency – I-CHF (A) | 84618365 | CHF 100 | LU0846183654 |
| DUAL RETURN FUND – Vision Microfinance Local Currency – I-CZK (A) | 221283511 | CZK 1,000 | LU2212835115 |
| DUAL RETURN FUND – Vision Microfinance Local Currency – I-GBP (A) | 221283520 | GBP 100 | LU2212835206 |
| DUAL RETURN FUND – Vision Microfinance Local Currency – I-SEK (A) | 221283538 | SEK 1,000 | LU2212835388 |

| S share class: (reinvested) | Common Code | Initial issue price | ISIN |
|---|--------------------|----------------------------|--------------|
| DUAL RETURN FUND – Vision Microfinance Local Currency – S-EUR (T) | 227135379 | EUR 100 | LU2271353794 |
| DUAL RETURN FUND – Vision Microfinance Local Currency – S-USD (T) | 227135387 | USD 100 | LU2271353877 |
| DUAL RETURN FUND – Vision Microfinance Local Currency – S-CHF (T) | 227135395 | CHF 100 | LU2271353950 |

| S share class: (distributing) | Common Code | Initial issue price | ISIN |
|---|------------------------|----------------------------|--------------|
| DUAL RETURN FUND – Vision Microfinance Local Currency – S-EUR (A) | 227135409 | EUR 100 | LU2271354099 |
| DUAL RETURN FUND – Vision Microfinance Local Currency – S-USD (A) | 227135433 | USD 100 | LU2271354339 |
| DUAL RETURN FUND – Vision Microfinance Local Currency – S-CHF (A) | 227135441 | CHF 100 | LU2271354412 |